

# **JARIGOLD TEXTILES LIMITED**

**(CIN : L40105GJ1985PLC013254)**

## **30th Annual Report**

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# JARIGOLD TEXTILES LIMITED

## CORPORATE INFORMATION

### BOARD OF DIRECTORS :

MR. JIGAR SHAH	Chairman & Managing Director (Appointed w.e.f. 05/05/2015)
MR. AMBALAL PATEL	(Appointed w.e.f. 05/05/2015)
MR. MANOJ JAIN	(Appointed w.e.f. 16/05/2015)
MS. RASHMI AAHUJA	(Appointed w.e.f. 16/05/2015)
MR. PRAFUL SHAH	(Ceased to be Director w.e.f. 28/07/2014)
MR. ALOK SHAH	(Ceased to be Director w.e.f. 28/07/2014)
MRS. DEEPIKA SHAH	(Ceased to be Director w.e.f. 05/05/2015)
MR. SUHAIL SHAH	(Ceased to be Director w.e.f. 05/05/2015)
MR. HARISHCHANDRA BHARUCHA	(Ceased to be Director w.e.f. 18/05/2015)
MR. HARJIBHAI DHADUK	(Ceased to be Director w.e.f. 05/05/2015)
MR. DAXESH KAPADIA	Chief Financial Officer (Appointed w.e.f. 22/06/2015)
MR. PARTH SHAH	Company Secretary & Compliance Officer (Appointed w.e.f. 22/06/2015)

### AUDIT COMMITTEE :

MR. MANOJ JAIN	Chairman
MS. RASHMI AAHUJA	
MR. JIGAR SHAH	
MR. HARISHCHANDRA BHARUCHA	(Ceased to be member w.e.f. 18 <sup>th</sup> May, 2015)
MR. HARJIBHAI DHADUK	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)
MR. SUHAIL SHAH	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)
MRS. DEEPIKA SHAH	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)

### STAKEHOLDERS' RELATIONSHIP COMMITTEE :

MR. JIGAR SHAH	Chairman
MS. RASHMI AAHUJA	
MR. MANOJ JAIN	
MR. HARISHCHANDRA BHARUCHA	(Ceased to be member w.e.f. 18 <sup>th</sup> May, 2015)
MR. HARJIBHAI DHADUK	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)
MR. SUHAIL SHAH	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)
MRS. DEEPIKA SHAH	(Ceased to be member w.e.f. 5 <sup>th</sup> May, 2015)

### BANKERS :

HDFC Bank  
Parle Point Branch, Surat

### REGISTERED & CORPORATE OFFICE :

Kintech House, 8, Shivalik Plaza,  
Opp. AMA, IIM Road, Ahmedabad - 380 015.

### REGISTRAR & SHARE TRANSFER AGENT :

MCS Share Transfer Agent Ltd.  
201, Shatdal Complex, 2<sup>nd</sup> Floor,  
Ashram Road, Ahmedabad - 380 009.

### SECRETARIAL AUDITOR :

Mr. Jigar K. Vyas  
Company Secretary

### STATUTORY AUDITORS :

M/s. Bipinchandra J. Modi & Co.  
Chartered Accountants,  
Surat.

**NOTICE**

NOTICE is hereby given that the THIRTIETH ANNUAL GENERAL MEETING of the Members of JARIGOLD TEXTILES LIMITED (CIN L40105GJ1985PLC013254) will be held on Saturday, the 22nd day of August, 2015 at THE BOARD ROOM, KINTECH HOUSE, 8, SHIVALIK PLAZA, OPP. AMA, IIM ROAD, AHMEDABAD – 380 015 at 11:00 a.m., to transact the following businesses:

**ORDINARY BUSINESS :**

- (1) To receive, consider and adopt the Audited Financial Statements (Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date) for the year ended 31<sup>st</sup> March, 2015 together with the Reports of Directors and Auditors thereon.
- (2) To appoint M/s. DJNV & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration, if any.

**SPECIAL BUSINESS :****(3) Change of name of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Central Government/Registrar of Companies or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from “JARIGOLD TEXTILES LIMITED” to “KINTECH RENEWABLES LIMITED”.”

“RESOLVED FURTHER THAT the name “JARIGOLD TEXTILES LIMITED” wherever appearing in the Memorandum and Articles of Association, documents etc. be substituted by the new name “KINTECH RENEWABLES LIMITED” upon approval of the same by the Central Government/Registrar of Companies.”

“RESOLVED FURTHER THAT Mr. Jigar Shah, Managing Director of the Company be and is hereby authorized to make the necessary application to the Central Government for the approval of the aforesaid name and to take all such steps that may be required to give effect to this resolution.”

**(4) Appointment of Mr. Jigar Shah (DIN 00385460) as Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Jigar Shah (DIN 00385460), who was appointed as Additional Director, whose period of office is liable to determination by retirement of Director by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company with effect from 5<sup>th</sup> May, 2015.”

**(5) Appointment of Mr. Ambalal Patel (DIN 00385460) as Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Ambalal Patel (DIN 00385601), who was appointed as Additional Director of the Company w.e.f. 5<sup>th</sup> May, 2015, whose period of office is liable to determination by retirement of Director by rotation and being eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**(6) To appoint Mr. Manoj Jain (DIN 00015026) as Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Manoj Jain (DIN 00015026) who was appointed as Additional Director w.e.f. 16<sup>th</sup> May, 2015, whose period

of office is liable to determination by retirement of Director by rotation and being eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for consecutive term up to the conclusion of 34th Annual General Meeting of the Company in the calendar year 2019.”

**(7) To appoint Ms. Rashmi Aahuja (DIN 06976600) as Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Rashmi Aahuja (DIN 06976600) who was appointed as Additional Director w.e.f. 16<sup>th</sup> May, 2015, whose period of office is liable to determination by retirement of Director by rotation and being eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for consecutive term up to the conclusion of 34th Annual General Meeting of the Company in the calendar year 2019.”

**(8) Appointment of Mr. Jigar Shah (DIN 00385460) as Managing Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Jigar Shah (DIN 00385460) as Managing Director of the Company for a period of 5 years with effect from 16<sup>th</sup> May, 2015 without any remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Jigar Shah, Managing Director of the Company.”

**(9) Approval for entering into Related Party Transactions by the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with Kintech Synergy Private Limited (KSPL) and Kintech Realty Private Limited (KRPL) as mentioned herein below:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Material Terms and Monetary Value of Proposed Contract
1.	Turnkey projects for setting up Independent Power Projects (IPPs) including availing of Services along with necessary Equipments and Materials.	(i) Mr. Jigar Shah (Managing Director of related party i.e. Kintech Synergy Private Limited) (ii) Mr. Ambalal Patel (Director of related party i.e. Kintech Synergy Private Limited)	Kintech Synergy Private Limited	Total amount upto Rs. 200 Crores in the year 2015-16; 2016-17; 2017-18 (Period can be extended upto the period, the contract is completed)

2.	Rendering of Services relating to Power Projects.	(i) Mr. Jigar Shah (Managing Director of related party i.e. Kintech Synergy Private Limited) (ii) Mr. Ambalal Patel (Director of related party i.e. Kintech Synergy Private Limited)	Kintech Synergy Private Limited	Total amount upto Rs. 5 Crores in the year 2015-16; 2016-17; 2017-18 (Period can be extended upto the period, the contract is completed)
3.	Lease/sublease/rent of Machinery, Materials & Equipments.	(i) Mr. Prakash Patel (Director of related party i.e. Kintech Realty Private Limited) (ii) Mrs. Dhuma Shah (Director of related party i.e. Kintech Realty Private Limited)	Kintech Realty Private Limited	Total amount upto Rs. 50 Lacs in the year 2015-16; 2016-17; 2017-18 (Period can be extended upto the period, the contract is completed)

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**Registered & Corporate Office:**

Kintech House, 8, Shivalik Plaza,  
Opp. AMA, IIM Road,  
Ahmedabad – 380 015

Date : 25th July, 2015

**BY ORDER OF THE BOARD OF DIRECTORS**

**JIGAR SHAH**  
Chairman & Managing Director  
DIN 00385460

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION.
2. A proxy can act on behalf of such number of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxy shall not have a right to speak.
3. Members should bring the duly filled attendance slip sent herewith for attending the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 15th August, 2015 to Saturday, 22nd August, 2015 (both days inclusive). Members are requested to intimate, indicating their Folio Number, the changes, if any, in their registered address, either to the Company or to the Registrar and Share Transfer Agent.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
6. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the investors. In view of the above, shareholders are advised to convert their share holding in dematerialised form.
7. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
8. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 (Ten) days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of name/address among others to their respective Depository Participants ('DP') only and to the Company or its Registrar and Share Transfer Agent. Any such changes effected by the DP will automatically reflect in the Company's subsequent records.
10. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
11. All documents referred to in the accompanying notice and the explanatory statement, are open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5 P.M. The Register of Directors' and Key Managerial Personnel and their share holding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
12. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their respective Depository Participant(s). Shareholders are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent at :  
MCS Share Transfer Agent Limited  
201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad - 380 009, Gujarat.  
Tel No.: +91 79 26582878; Fax No.: +91 79 26581296  
E-mail: mcsstaahmd@gmail.com Website: www.mcsregistrars.com
13. Those shareholders who have not registered their email address or wish to update a fresh email address may do so by submitting the attached E-mail Registration Form to the Company or the Registrar and Share Transfer Agent of the Company.

14. Corporate shareholders are requested to send to the Company's or its Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
15. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting.

**PROCEDURE AND INSTRUCTION OF E-VOTING :**

- (i) The voting period begins on Wednesday, 19th August, 2015 at 9:00 a.m. and shall end on Friday, 21st August, 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID,
  - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on attendance slip.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Jain with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant JARIGOLD TEXTILES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

<b>Company</b>	<b>JARIGOLD TEXTILES LIMITED</b>
<b>Registrar and Transfer Agent</b>	<b>MCS Share Transfer Agent Limited</b> MCS Share Transfer Agent Ltd., 201, Shatdal Complex, 2 <sup>nd</sup> Floor, Ashram Road, Ahmedabad - 380 009, Gujarat. Tel No.: +91 79 26582878; Fax No.: +91 79 26581296 E-mail: <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a> Website: <a href="http://www.mcsregistrars.com">www.mcsregistrars.com</a> Contact Person : Mr. Bala Subrmanian
<b>e-Voting Agency</b>	Central Depository Services (India) Limited E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	CS Premal Shah, Practicing Company Secretary Email : <a href="mailto:premal_s925@yahoo.com">premal_s925@yahoo.com</a>

**Registered & Corporate Office:**  
Kintech House, 8, Shivalik Plaza,  
Opp. AMA, IIM Road,  
Ahmedabad - 380 015.  
**Date : 25th July, 2015**

**BY ORDER OF THE BOARD OF DIRECTORS**

**JIGAR SHAH**  
Chairman & Managing Director  
DIN 00385460



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3 :**

Jarigold Textiles Limited was basically engaged in trading of fabrics, yarns, fibres and textile by-products including all types of synthetic fabrics etc. Mr. Jigar Shah and Mr. Ambalal Patel who have acquired the Company vide Open Offer opened on 31<sup>st</sup> March, 2015 and ended on 17<sup>th</sup> April, 2015 in compliance with Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Company has passed Special Resolution through Postal Ballot procedure on 2<sup>nd</sup> July, 2015 for inserting the object relating to setting up Independent Power Project (IPPs) and generation of bio-energy, renewable energy viz. solar energy, wind energy, etc. in the main object clause of MOA of the Company. The Company proposes to change its name from "JARIGOLD TEXTILES LIMITED" to "KINTECH RENEWABLES LIMITED" to keep the name in consonance with the main object of the Company.

The Company has received the Name Availability Letter dated on 15<sup>th</sup> July, 2015 from the Registrar of Companies, Gujarat confirming the availability of the new name "KINTECH RENEWABLES LIMITED". The Companies Act, 2013, requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Memorandum of Association and Articles of Association.

The Board recommends the Resolution set out at Item No. 3 in this Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

**ITEM NO. 4 :**

The Board of Directors at their meeting held on 5<sup>th</sup> May, 2015 appointed Mr. Jigar Shah (DIN 00385460) as Additional Director of the Company. Mr. Jigar Shah holds office upto the date of the forthcoming Annual General Meeting.

Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a member proposing his candidature for the office of Director. A copy of the notice is available on the website viz., [www.jarigold.com](http://www.jarigold.com). A brief profile of Mr. Jigar Shah is given herein for the information of the shareholders. Mr. Jigar Shah, 49, is Bachelor of Engineering (Instrumental and Control). He is having experience of more than 15 years in the field of renewable energy. The names of the companies in which he holds other Directorship are as under:

Corporate Identification Number	Name of the Company
U29120GJ1995PTC027101	KINTECH SYNERGY PRIVATE LIMITED
U40100GJ2011PTC065587	KINTECH SURAJBARI WINDPARK PRIVATE LIMITED
U24239GJ2011PTC067520	KESAR PHARMA PRIVATE LIMITED
U40300GJ2012PTC073118	DIVINE WINDFARM PRIVATE LIMITED
U51109GJ2013PTC073213	KESAR CARE PRIVATE LIMITED

The Board recommends the Resolution set out at Item No. 4 in this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Jigar Shah, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 4 of the Notice.

**ITEM NO. 5 :**

The Board of Directors at their meeting held on 5<sup>th</sup> May, 2015 appointed Mr. Ambalal Patel (DIN 00385601) as Additional Director of the Company. Mr. Ambalal Patel holds office upto the date of the forthcoming Annual General Meeting.

Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a member proposing his candidature for the office of Director. A copy of the notice is available in the website viz., [www.jarigold.com](http://www.jarigold.com). A brief profile of Mr. Ambalal Patel is given herein for the information of the shareholders. Mr. Ambalal Patel, 52, is Diploma in Electrical Engineering and Mechanical Engineering. He is having experience of more than 18 years in the technical field and conventional and renewable energy as well. The names of the companies in which he holds other Directorship are as under:

Corporate Identification Number	Name of the Company
U29120GJ1995PTC027101	KINTECH SYNERGY PRIVATE LIMITED
U40100GJ2011PTC065587	KINTECH SURAJBARI WINDPARK PRIVATE LIMITED
U24239GJ2011PTC067520	KESAR PHARMA PRIVATE LIMITED
U40300GJ2012PTC073118	DIVINE WINDFARM PRIVATE LIMITED

The Board recommends the Resolution set out at Item No. 5 in this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Ambalal Patel, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 5 of the Notice.

#### ITEM NO. 6 :

Mr. Manoj Jain (DIN 00015026), aged 47 years, was appointed as Additional Director by the Board of Directors on 16th May, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with applicable Article of the Articles of Association of the Company, he holds the office of Director only upto the date of this ensuing Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Act proposing Mr. Manoj Jain as a candidate for the office of the Director of the Company.

Mr. Manoj Jain is M.Com, LL.B. and Member of The Institute of Company Secretaries of India (ICSI). He is qualified Company Secretary and having more than 20 years of experience in Company Law, SEBI Rules and Regulations and Stock Exchange matters, including experience in Investment Banking, and liaison with Banks & Financial Institutions, documentation relating to credit facilities and also worked with listed companies. He shall not be included in the total number of Directors for retirement by rotation. In the opinion of the Board, Mr. Manoj Jain fulfills the conditions specified in the Act and rules made thereunder for his appointment as Independent Director of the Company.

The Company has received a declaration from Mr. Manoj Jain that he meets with criteria of independence as prescribed both under section 149(6) of the Act and he is independent to the Management. Copy of the draft letter of appointment of Mr. Manoj Jain as Independent Director setting out the terms and conditions would be available on website as well as at the Registered Office of the Company for inspection without any fee by the members of the Company during normal business hours on any working day. Mr. Manoj Jain does not hold any equity shares of the Company. He is not related to any Director of the Company.

Your Directors recommend resolution at Item No. 6 of the Notice, in relation to appointment of Mr. Manoj Jain as Independent Director, for members' approval as an Ordinary Resolution.

Except Mr. Manoj Jain, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 6 of the Notice.

#### ITEM NO. 7 :

Ms. Rashmi Aahuja (DIN 06976600), aged 34 years, was appointed as Additional Director by the Board of Directors on 16th May, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with applicable Article of the Articles of Association of the Company, she holds the office of Director only upto the date of this ensuing Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Act proposing her as a candidate for the office of the Director of the Company.

Ms. Rashmi Aahuja is B.Com. and Member of The Institute of Company Secretaries of India (ICSI). She is having more than 5 years of experience of working as Whole Time Company Secretary with various Companies. She is experienced to perform a role as Independent Director. She shall not be included in the total number of Directors for retirement by rotation. In the opinion of the Board, Ms. Rashmi Aahuja fulfills the conditions specified in the Act and rules made thereunder for her appointment as Independent Director of the Company.

The Company has received a declaration from Ms. Rashmi Aahuja that she meets with criteria of independence as prescribed both under Section 149(6) of the Act and she is independent to the Management. Copy of the draft letter of appointment of Ms. Rashmi Aahuja as Independent Director setting out the terms and conditions would be available on website as well as at the Registered Office of the Company for inspection without any fee by the members of the Company during normal business hours on any working day. Ms. Rashmi Aahuja does not hold any equity shares of the Company. She is not related to any Director of the Company. The names of the companies in which she holds other Directorship are as under: