

# **31<sup>st</sup> Annual Report**

## **2015 - 2016**



**KINTECH RENEWABLES LIMITED**

(Formerly known as Jarigold Textiles Limited)

**CIN : L40105GJ1985PLC013254**

**CORPORATE INFORMATION**
**DIRECTORS**

JIGAR SHAH - Chairman  
 AMBALAL PATEL  
 MANOJ JAIN  
 RASHMI AAHUJA

**AUDIT COMMITTEE**

MANOJ JAIN - Chairman  
 RASHMI AAHUJA  
 JIGAR SHAH

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

JIGAR SHAH - Chairman  
 RASHMI AAHUJA  
 MANOJ JAIN

**NOMINATION AND REMUNERATION COMMITTEE**

MANOJ JAIN - Chairman  
 RASHMI AAHUJA  
 JIGAR SHAH

**CHIEF FINANCIAL OFFICER**

DAXESH KAPADIA (From 16/05/2015)

**COMPANY SECRETARY**

PARTH SHAH (From 22/06/2015)

**BANKERS**

HDFC Bank Limited

**STATUTORY AUDITORS**

**M/s. DJNV & Co.**

Chartered Accountants,  
 Ahmedabad

**REGISTERED & CORPORATE OFFICE**

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

**WEBSITE**

[www.kintechrenewables.com](http://www.kintechrenewables.com)

**REGISTRAR & SHARE TRANSFER AGENT**

**MCS Share Transfer Agent Ltd.**

2<sup>nd</sup> Floor, 10, Aaram Apartment,  
 12, Sampatrao Colony,  
 B/h. Laxmi Hall, Alkapuri,  
 Vadodara – 390 007  
 Tel: (0265) 2314757, 2350490  
 Fax: (0265) 2341639  
 E-mail: [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com)  
 Website: [www.mcsregistrars.com](http://www.mcsregistrars.com)

**INVESTOR SERVICE EMAIL ID**

[ir@kintechrenewables.com](mailto:ir@kintechrenewables.com)

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## **NOTICE**

**NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Kintech Renewables Limited (Formerly known as Jarigold Textiles Limited) will be held on Saturday, the 24<sup>th</sup> day of September, 2016 at 11:00 a.m. at 'The Board Room', Kintech House, 8, Shivalik Plaza, Opp. AMA, IIM Road, Ahmedabad – 380 015, to transact the following business:**

### **ORDINARY BUSINESS**

**1. Adoption of the Financial Statements.**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2016 and reports of the Auditors and the Board's thereon.

**2. Declaration of Dividend.**

To declare Dividend on Equity Shares.

**3. Re-appointment of Director retiring by rotation.**

To appoint a Director in place of Mr. Jigar Jasvantlal Shah (DIN 00385460) who retires by rotation and being eligible offers himself for re-appointment.

**4. Re-appointment of Statutory Auditors.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 read with rules made thereof and other applicable provisions of the Companies Act, 2013, M/s. DJNV & Co., Chartered Accountants, Ahmedabad (ICAI Registration No. 115145W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR KINTECH RENEWABLES LIMITED**

(Formerly known as Jarigold Textiles Limited)

**Place : Ahmedabad  
Date: 20<sup>th</sup> August, 2016**

**PARTH SHAH  
COMPANY SECRETARY**

### **Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorised representatives are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 22<sup>nd</sup> September, 2016 to Saturday, 24<sup>th</sup> September, 2016 (both days inclusive) for the purpose of payment of final dividend. 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.

7. 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 shareholding in dematerialised form.
8. The shareholders who wish to nominate, any person to whom his/her securities shall vest in the event of his/her 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.
9. 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 venue of the meeting.
10. Annual Report of the Company has been uploaded on website of the Company: [www.kintechrenewables.com](http://www.kintechrenewables.com)
11. With a view to conserve natural resources, we request shareholders to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited for consolidation into a single folio.
13. 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**

2<sup>nd</sup> Floor, 10, Aaram Apartment,

12, Sampatrao Colony,

B/H. Laxmi Hall, Alkapuri,

Vadodara - 390 007

Tel: (0265) 2314757, 2350490

Fax: (0265) 2341639

E-mail: [mcsltdbaroda@gmail.com](mailto:mcsltdbaroda@gmail.com)

Website: [www.mcsregistrars.com](http://www.mcsregistrars.com)

14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Saturday, 17<sup>th</sup> September, 2016.
15. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility through Central Depository Services Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Saturday, 17<sup>th</sup> September, 2016, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for e-voting. In case of Members who are entitled to vote amongst members present in person at the meeting but have not exercised their right to vote by electronic means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20 (4) (xi) of the said Rules for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. The information and other instructions regarding Remote e-voting are detailed in Note No. 21.
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
17. Mr. Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding three business days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favor or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.

19. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.kintechrenewables.com](http://www.kintechrenewables.com) and on the website of CDSL and shall also be communicated to the BSE Limited.
20. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
21. Information and other instructions regarding Remote e-voting:
  - (i) The Remote e-voting period shall commence on, Wednesday, 21<sup>st</sup> September, 2016 at 9:00 A.M. and end on, Friday, 23<sup>rd</sup> September, 2016 at 5:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
  - (ii) The shareholders should follow the following steps to cast their votes electronically:

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

- Step 1 : Open your web browser during the voting period and log on to the e-voting Website: [www.evotingindia.com](http://www.evotingindia.com)
- Step 2 : Click on "Shareholders".
- Step 3 : Please enter User ID –
  - a. For account holders in CDSL: 16 digits beneficiary ID
  - b. For account holders in NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. For Members holding shares in Physical Form: Folio Number registered with the Company.
- Step 4 : Enter the Image Verification as displayed and Click on Login.
- Step 5 : 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.  
  
If you have forgotten the password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Step 6 : If you are a first time user, follow the steps given below:  
  
For member's holding shares in Demat Form and Physical Form.
  - : 6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
  
Members who have not updated their PAN with the Company/ Depository participant are requested to use the serial no. printed on Address Slip.
- Step 7 : After entering these details appropriately, click on "SUBMIT" tab.
- Step 8 : For Demat holding Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to create 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.
- Step 9 : Click on the relevant EVSN on which you choose to vote.
- Step 10 : 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 for casting your vote.
- Step 11 : Click on Resolution File link to if you wish to view the Notice.
- Step 12 : 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.

- Step 13 : Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- Step 14 : Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Section B: Other E-voting instructions**

- i. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below if they have not already done so.
    - Institutional Shareholders 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 user wish to vote on.
    - The list of accounts linked in the login 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - ii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - iii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used in case the Member forgets the password and the same needs to be reset.
  - v. 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).
22. DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER APPLICABLE PROVISIONS ARE AS UNDER:

<b>Name of Director</b>	<b>Mr. Jigar Jasavantlal Shah</b>
Age	<b>51 years</b>
Qualification	<b>Graduate in Instrumentation &amp; Control</b>
Experience	<b>24 years</b>
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid	<b>N.A.</b>
Remuneration last drawn	<b>N.A.</b>
Nature of expertise in specific functional areas	<b>He is having wide experience in the field of EPC of Wind Farm Projects and maintenance of wind turbines. He is also well versed in finance and administration functions.</b>
Date of first appointment on to the Board	<b>5<sup>th</sup> May, 2015</b>
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2016	<b>3,74,020 Equity Shares</b>
Relationship with other Directors, Manager and other Key Managerial Personnel	<b>N.A.</b>
No. of Meetings of the Board attended during the year	<b>14</b>
Directorship in other Companies as on 31 <sup>st</sup> March, 2016	<b>KINTECH SYNERGY PRIVATE LIMITED KESAR PHARMA PRIVATE LIMITED DIVINE WINDFARM PRIVATE LIMITED KINTECH GLOBAL SERVICES PRIVATE LIMITED KINTECH SURAJBARI WINDPARK PRIVATE LIMITED KESAR CARE PRIVATE LIMITED</b>
Chairmanship/Membership of Committees of other Board	<b>None</b>

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR KINTECH RENEWABLES LIMITED**  
 (Formerly known as Jarigold Textiles Limited)

**Date: 20<sup>th</sup> August, 2016**  
**Place : Ahmedabad**

**PARTH SHAH**  
**COMPANY SECRETARY**

## DIRECTOR'S REPORT

To,  
 The Members,  
**KINTECH RENEWABLES LIMITED**  
 (FORMERLY KNOWN AS JARIGOLD TEXTILES LIMITED)  
 AHMEDABAD.

Your Directors are pleased to present the Thirty First Annual Report of the Company together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS:

The highlights of the financial results are given below:

(₹ in Actual)

Particulars	STANDALONE		CONSOLIDATED
	For the year ended on 31 <sup>st</sup> March, 2016	For the year ended on 31 <sup>st</sup> March, 2015	For the year ended on 31 <sup>st</sup> March, 2016
Revenue from Operations	-	1,53,495.00	1,05,58,329.00
Other Income	30,83,948.60	3,01,566.00	22,28,953.00
<b>Total Revenue</b>	<b>30,83,948.60</b>	<b>4,55,061.00</b>	<b>1,27,87,282.00</b>
<b>Expenses:</b>			
Administrative & Other Expenses	17,30,616.03	7,12,484.00	81,84,572.00
<b>Profit/(Loss) Before Depreciation</b>	<b>13,53,332.57</b>	<b>(2,57,423.00)</b>	<b>46,02,710.00</b>
Less: Depreciation	7,970.38	0.00	48,03,936.00
<b>Profit (Loss) Before Taxation</b>	<b>13,45,362.19</b>	<b>(2,57,423.00)</b>	<b>(2,01,226.00)</b>
Less: Tax Expenses	2,78,125.88	33,998.00	14,56,052.00
<b>Net Profit/(Loss) After Taxation</b>	<b>10,67,236.31</b>	<b>(2,91,421.00)</b>	<b>12,54,826</b>

### OPERATION:

The Company has registered total income of ₹ 30.84 Lakhs during the year under review as against ₹ 4.55 Lakhs generated during the previous year. After meeting the expenses, the Company has earned net profit of ₹ 10.67 Lakhs during the year under review as against the loss of ₹ 2.91 Lakhs in the previous year.

It is to be noted that the company has no external debts at the end of the year.

### DIVIDEND:

Your Directors recommend dividend of ₹ 0.50/- per equity share (i.e. 5%) on the equity shares of ₹ 10/- each for the year ended on 31<sup>st</sup> March, 2016 as against ₹ NIL for the year ended 31<sup>st</sup> March, 2015.

### FIXED DEPOSITS

Your Company has not accepted or invited any Deposits and consequently no Deposits have matured/become due for repayment as on 31<sup>st</sup> March, 2016.

### SUBSIDIARY:

The Company has one Subsidiary Company viz. Divine Windfarm Private Limited. During the year under review, the Company has acquired 100% equity shares of Divine Windfarm Private Limited, a Company incorporated under the Companies Act, 1956, which is engaged in the business of Renewable Energy.

### CONSOLIDATED FINANCIAL STATEMENTS

The Board reviews the affairs of the Company's subsidiary during the year at regular intervals. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and its subsidiary, which form part of this Annual Report. Further a statement containing salient features of the Financial Statements of its subsidiary in Form AOC-1 forms part of the Consolidated Financial Statements. The statement also provides the details of performance and financial position of its subsidiary.

In accordance with Section 136 of the Companies Act, 2013, the audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and audited accounts of its subsidiary, are available on our website. These Documents will also be available for inspection at registered office during normal business hours (10:00 A.M. to 6:30 P.M.) on working days, up to and including the date of Annual General Meeting of the Company.



**FINANCIAL PERFORMANCE OF SUBSIDIARY COMPANY:**
*(₹ in Actual)*

Particulars	DIVINE WINDFARM PRIVATE LIMITED	
	For the year ended on 31 <sup>st</sup> March, 2016	For the year ended on 31 <sup>st</sup> March, 2015
<b>Total Revenue</b>	<b>4,08,20,924.05</b>	3,81,04,758.10
<b>Expenses:</b>		
<b>Administrative &amp; Other Expenses</b>	<b>2,01,39,879.72</b>	1,55,26,285.15
<b>Profit/(Loss) Before Depreciation</b>	<b>2,06,81,044.33</b>	2,25,78,472.95
<b>Less: Depreciation</b>	<b>1,23,44,262.00</b>	1,16,56,862.00
<b>Profit (Loss) Before Taxation</b>	<b>83,36,782.33</b>	1,09,21,610.95
<b>Less: Tax Expenses</b>	<b>62,14,975.18</b>	2,32,30,110.00
<b>Profit/(Loss) After Taxation</b>	<b>21,21,807.15</b>	(1,23,08,499.05)

**DIRECTORS AND KEY MANGERIAL PERSONNEL:**

During the year under review, Mrs. Deepika Shah, Whole Time Director and Mr. Suhail Shah, Director of the Company resigned with effect from 5<sup>th</sup> May, 2015. Mr. Harishchandra Bharucha and Mr. Harjibhai Dhaduk, Independent Directors of the Company resigned on 18<sup>th</sup> May, 2015 and 5<sup>th</sup> May, 2015 respectively. The Board places on record the appreciation for the valuable services rendered by Directors and Independent Directors during their tenure as Directors of the Company.

In terms of Section 152 of the Companies Act, 2013, Mr. Jigar Jasvantlal Shah, Director of the Company retires by rotation and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment as Director as detailed in the notice convening the Annual General Meeting. A brief resume of the Director seeking appointment at this Annual General Meeting is provided in the notice of the Annual General Meeting.

None of the Directors of the Company is disqualified from being appointed or re-appointed as a Director as specified under Section 164 of the Companies Act, 2013.

**DECLARATION BY INDEPENDENT DIRECTORS:**

Pursuant to Section 149 (7) of the Companies Act, 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (herein after called "Listing Regulation").

During the year under review, Mr. Hareshchandra Bhavsar, Chief Financial Officer tendered his resignation from the services of the Company, effective from 5<sup>th</sup> May, 2015. The Company had appointed two Key Managerial Personnel, viz. Mr. Daxesh Pravinchandra Kapadia, Chief Financial Officer and Mr. Parth Upendra Shah, Company Secretary, to inter alia shoulder the responsibilities in their respective fields as envisaged under the provisions of the Companies Act, 2013.

**NUMBER OF MEETINGS OF THE BOARD:**

The Board meets at regular interval with gap between two meetings not exceeding 120 days. Fourteen Board Meetings were held on 15/04/2015; 30/04/2015; 05/05/2015; 16/05/2015; 22/06/2015; 02/07/2015; 07/07/2015; 25/07/2015; 19/10/2015; 29/10/2015; 07/11/2015; 30/11/2015; 06/02/2016 and 28/03/2016.

**AUDIT COMMITTEE:**

During the year under review the Board has re-constituted the Audit Committee in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulation. The composition and terms of reference of the Audit Committee is as under:

Name of the Director	Category of Directorship	No. of meetings attended
Mr. Harishchandra Bharucha *	Non-Executive & Independent Director	1
Mr. Harjibhai Dhaduk #	Non-Executive & Independent Director	1
Mr. Suhail Shah#	Non-Executive & Non-Independent Director	1
Mrs. Deepika Shah#	Executive & Non-Independent Director	1
Mr. Manoj Jain	Non-Executive & Independent Director	3
Ms. Rashmi Aahuja	Non-Executive & Independent Director	3
Mr. Jigar Shah	Executive & Non-Independent Director	3

\*Resigned from the Company w.e.f 18<sup>th</sup> May, 2015 and accordingly ceased to be member of the Committee.

#Resigned from the Company w.e.f. 5<sup>th</sup> May, 2015 and accordingly ceased to be member of the Committee.

There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Terms of reference of Audit Committee:

- Review of Company's financial reporting process and disclosure of its financial information
- Discuss and review, with the management and auditors, the annual/ quarterly financial statements before submission to the Board with particular reference to:
  - Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of sub-section (2) of section 164 of the Companies Act, 2013.
  - Disclosure under 'Management Discussion and Analysis of Financial Condition and Results of Operations.'
  - Any changes in accounting policies and practices and reasons for the same.
  - Major accounting entities involving estimates based on exercise of judgement by management.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transaction.
  - Disclosure of contingent liabilities.
  - Scrutinize inter corporate loans and investments.
  - To approve the appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Hold timely discussions with external auditors.
- Recommend the Board, the appointment, re-appointment, removal of the external auditors, fixation of audit fee and also approval for payment for any other services rendered by the external auditors
- Evaluate auditor's performance, qualification and independence
- Review on a regular basis the adequacy of internal audit function
- Review the appointment, removal, performance and terms of remuneration of the Chief internal Auditor
- Review the regular internal reports to management prepared by the internal audit department, as well as management's response thereto
- Review the findings of any internal investigation by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discuss with internal auditors any significant findings and follow-up thereon
- Review internal audit reports relating to the internal control weaknesses
- Recommend to the Board, the appointment, re-appointment, removal of the cost auditors, fixation of the audit fee, nature and scope of cost audit and also approve rendering of any other services by the cost auditors and fees pertaining thereto
- Review and recommend the Cost Audit Report to the Board, if applicable
- Review the Company's arrangements for its directors and employees to raise concerns, in confidence, about possible wrongdoing in financial reporting, accounting, auditing or other related matters
- Evaluate Risk Management System
- Discuss with the management, the Company's policies with respect to risk assessment and risk management, including appropriate guidelines to govern the process, as well as the Company's major financial risk
- Review the statement of significant related party transactions submitted by the management, including the 'significant criteria / thresholds decided by the management'
- Periodically verification of related party transactions

#### **RISK MANAGEMENT POLICY:**

The Company has formalized risk management system by formulating and adopting Risk Management Policy to identify, evaluate, monitor and minimize the identifiable business risks in the Organisation.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company