



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

CORPORATE INFORMATION

BOARD OF DIRECTORS

- ❖ Pradeep K. Saxena -Chairman (Independent Director)
- ❖ Mr. Vishal Mishra-Managing Director
- ❖ Mr.Alok Mittal- CFO
- ❖ Mr.Hariom Prasad Agrawal- Non- Executive Director
- ❖ Mrs. Madhu Sharma- Independent Director

AUDITORS

M/s. S. B. Gupta & Co.,
Chartered Accountants
Mathura (U.P.)

Chief Financial Officer (CFO)

Mr. Alok Mittal

Company Secretary (CS)

Mr. Deep Shah

BANKERS

- ❖ State Bank of India
- ❖ Bank of Baroda
- ❖ Bank of India

Demat ISIN No.

INE131N01018

CIN:

L72300UP2011PLC044942

Investor Grievance Email

info@jointeca.com

Web sites

www.jointeca.com

REGISTRAR & TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir,
New Delhi – 110 062
Tel:011-29961281-83
Fax: 011-29961284
Email: beetalrta@gmail.com

REGISTERED & CORPORATE OFFICE

53B, Geeta Enclave,
Near Dr. V. K. Garg,
Krishna Nagar,
Mathura – 281 004. Uttar Pradesh
Tel: 0565 – 242 5114
Email: info@jointeca.com



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NOTICE

Notice is hereby given that the 08th Annual General Meeting of the Members of **Jointeca Education Solutions Limited** will be held at the Registered Office of the Company at 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, Uttar Pradesh India 281 004, on Monday 30th September 2019 at 2:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and the statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vishal Mishra (holding DIN: 03363363) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider the re-appointment of the current auditors, M/s S.B. Gupta & Co., Chartered Accountants (Firm Registration No: FRN 000992C), as the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoints M/s S.B. Gupta & Co., Chartered Accountants (Firm Registration No: FRN 000992C), as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years to hold office from the conclusion of this meeting until the conclusion of the 13th Annual General Meeting of the Company, subject to approval of the Members at the ensuing Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Pandit Pradeep Kumar Saxena (DIN: 03563093) Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the



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Companies Act, 2013, Mrs. Madhu Sharma (DIN : 08360579), who was appointed as an Additional Director of the Company with effect from 26th April, 2019 under Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 30th September, 2019.

RÉSOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution."

Place: Mathura
Date: 30.05.2019

By Order of the Board

(Vishal Mishra)
Managing Director
DIN: 03363363

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General 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. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
8. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar Beetal Financial and Computer Services Pvt. Ltd. quoting their Client ID and reference no. Members are also requested to send their email address to the company's Registrar.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.



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10. Members may also note that the Notice of the 08th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.jointeca.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mathura for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@jointeca.com.

Place: Mathura

Date: 30.05.2019

By Order of the Board


(Vishal Mishra)
Managing Director
DIN: 03363363

EXPLANATORY STATEMENT

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 4

The Members of the Company, at the 03rd Annual General Meeting held on 30th September, 2014 had approved the appointment of Pandit Pradeep Kumar Saxena as an Independent Directors of the Company, whose terms was expired on 31 March, 2019. He is very experienced in their respective fields and in managing the business affairs, having long association with the Company, actively participative and guiding the Board on many occasions.

As per Section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for a second term of up to five consecutive years on the Board of a Company.

In view of the aforesaid provisions of the Act and long association with Company, rich experience, valuable guidance to the management and strong Board performance of said Independent Directors, it is proposed to re-appoint them for the second terms as Independent Directors on the Board of Company for a period of five consecutive years up to 31st March, 2024. His appointment as Independent Directors is also approved and recommended by the Nomination and Remuneration Committee of the Company.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Directors of the Company. He also independent of the management of the Company.



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The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Directors.

Accordingly, the Board recommends the Resolutions at Item No. 4 of the accompanying notice for re-appointment of Pandit Pradeep Kumar Saxena as an Independent Directors by passing the Special Resolutions by the members of the Company.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in Corporate Governance Report.

Except Pandit Pradeep Kumar Saxena being appointee, none of your Directors or key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as per the item No. 4 of the notice.

ITEM No. 5

The Board of Directors of the Company appointed Mrs. Madhu Sharma (DIN: 08360579) as an Additional Director of the Company with effect from 26th April, 2019. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mrs. Madhu Sharma holds office as an Additional Director upto the date of this Annual General Meeting. Nomination & Remuneration Committee has recommended to the Board of Directors for appointment of Mrs. Madhu Sharma as an Director and Independent Director in its meeting held prior to the Board Meeting held on 30.05.2019. The Company has received a notice pursuant to section 160 of the Companies Act, 2013 from a member signifying its intention to propose appointment of Mrs. Madhu Sharma as Director of the Company.

The Company has received a declaration of independence from Mrs. Madhu Sharma. In the opinion of the Board, Mrs. Madhu Sharma fulfills the conditions specified in the Companies Act, 2013 and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as an Independent Director of the Company. It is proposed to appoint Mrs. Madhu Sharma as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five consecutive years commencing from the date of the Annual General Meeting i.e. 30th September, 2019.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company i.e. www.jointeca.com.

Brief profile of Mrs. Madhu Sharma in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in Corporate Governance Report.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

Except Mrs. Madhu Sharma being an appointee, none of the other Directors, Key Managerial Personnel of the Company or relatives of Director/Key Managerial Personnel are in any way deemed to be concerned or interested financially or otherwise in the resolution set out at item No.5 of the Notice.

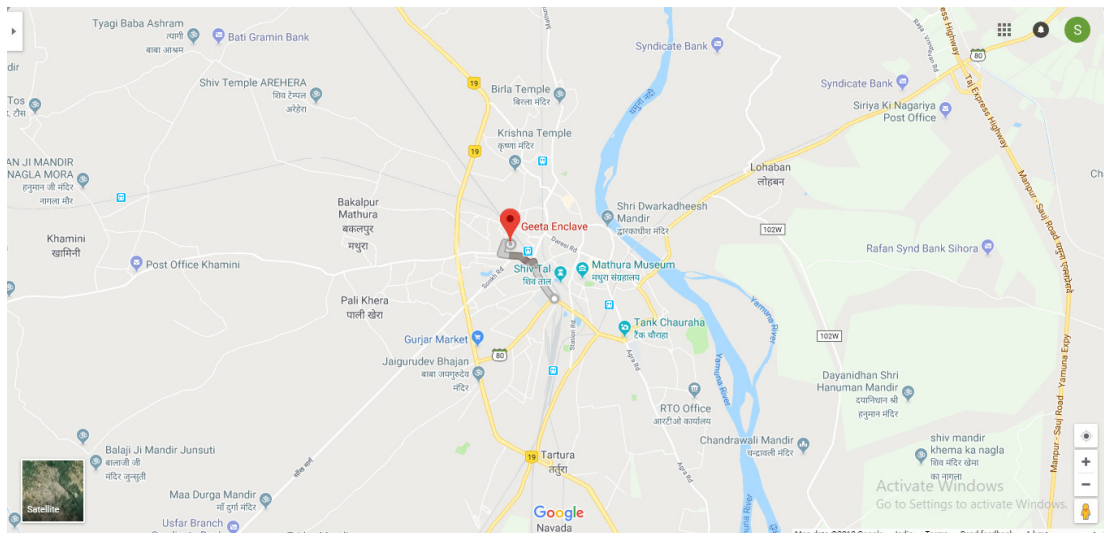


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Route map to reach at the Venue of AGM.



Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

Folio No. / DP ID & Client ID: _____

No. of Shares held: _____

I certify that I am a registered Share holder / Proxy for the registered Share holder of the Jointeca Education Solutions Limited, I hereby record my presence at the 08th Annual General Meeting of the Company being held at 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004, on Monday 30th September, 2019 at 2:30 pm.

I Member's /Proxy's name in Block Letters

I Member's /Proxy's Signature

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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L72300UP2011PLC044942

Name of the company: JOINTECA EDUCATION SOLUTIONS LIMITED

Registered office: 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Name of Shareholder: _____

Registered address: _____

Email ID: _____

Folio/No./DPID & Client ID _____

I/We, being the member(s) of shares of the above named company, hereby appoint

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08 Annual General Meeting of the Company, to be held on the Monday, the 30th day of September, 2019 at 2:30 pm 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Director and Auditors thereon.		
2.	To appoint a director in place of Mr. Vishal Mishra (holding DIN 03363363) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Re- appointment of Statutory Auditors for a second term of Five consecutive years.		
	Special Business:		
4.	Re-appointment of Pandit Pradeep Kumar Saxena as an Independent Director for a term second term of Five Consecutive years.		
5.	Appointment of Mrs. Madhu Sharma as an Independent Director for a term of Five Consecutive years.		

Signed this _____ day of _____ 2019

Signature

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix ₹ 1/-
Revenue
Stamp

Notes:

- 1) This form of proxy in order to be effective should be duly stamped, competed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- 2) The proxy form should be signed across the Revenue Stamp as per signature(s) registered with the Company/Depository participant.
- 3) A Proxy need not be a member.

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DIRECTORS' REPORT**To****The Members,**

Your Directors have great pleasure in presenting the Eighth Annual Report and the Audited Accounts of your Company for the year ended 31st March 2019.

FINANCIAL RESULTS

Particulars	Year Ended	Year Ended
	31.03.2019 (Amount in Rs.)	31.03.2018 (Amount in Rs.)
Income from Operations and Other Income	70,12,267.00	96,85,648.58
Profit /(Loss before Interest & Depreciation	36,20,232.40	49,94,528.52
Less: Interest & Bank charges	5,61,973.00	5,48,603.00
Less: Depreciation	89,82,884.33	1,67,63,545.30
Profit /(Loss) before Tax	(59,24,624.93)	(1,23,17,619.78)
Less: Provision for Taxation	(6,33,186.00)	(15,00,947.75)
Profit/(Loss after Tax	(52,91,438.93)	(1,08,16,672.03)
Add: Surplus brought forward	(2,86,17,017.09)	(1,78,00,345.07)
Balance carried to Balance Sheet	(3,39,08,456.02)	(2,86,17,017.09)

OPERATIONS

The operations of the Company for the year under review have resulted in the gross profit of Rs. (36,20,232.40) as against Rs (49,94,528.52) in the previous year. After providing for interest, depreciation and taxes, the Company has recorded a net loss of Rs. (52,91,438.93) as against Rs (1,08,16,672.03) in the previous year. The gross revenue stood at Rs 70,12,267.00 as against Rs. 96,85,648.58 during the previous year.

DIVIDEND

In view of Loss during the year, your directors do not recommend any dividend.

SHARE CAPITAL

There was no change in the Authorized and Paid up share capital of the Company during the year. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

PUBLIC DEPOSITS

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

During the year under review, the Company has not made any Loans, Guarantees or Investments within the meaning of the provisions of Section 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet. Therefore Company has not constituted a Corporate Social Responsibility Committee. The provisions of a Corporate Social Responsibility shall be complied by the Company as and when applicable.



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MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2019 AND THE DATE OF THIS REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March, 2019) and the date of this Report.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

The Managing Director and Whole-Time Directors of the Company do not receive any remuneration from the Company.

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

The information required Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the year ended 31st March, 2019.

Disclosure relating to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as provided in the Annual Report.

Having regard to the provision of the first proviso to section 136 (1) of the Act and as advised the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection by the Members at the Registered Office of the Company during business hours and any Member interested in obtaining such information may write to the Company Secretary and same will be furnished.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Vishal Mishra (holding DIN: 03363363) , Director retires by rotation and being eligible has offered himself for re-appointment.

Mr. Vishal Mishra, Managing Director & CEO and Mr. Alok Mittal, Chief Financial Officer and Mr. Deep Shah, Company Secretary & Compliance Officer of the Company are the Key Managerial Personnel of the Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Members at the Annual General Meeting held on 30th September, 2014 have appointed Mr. Ramesh Chand Sharma and Pandit Pardeep Kumar Saxena as an Independent Directors of the Company to hold office for five consecutive years for a term up to 31 March, 2019. Accordingly Mr. Ramesh Chand Sharma shown his unwillingness for re- appointment as an Independent Director for second term and Pandit Pradeep Kumar Saxena is proposed to be re-appointed as Independent Directors for further term of Five years at the ensuing AGM.

Mrs. Madhu Sharma (DIN: 08360579) was appointed as Additional Directors (Independent) on the Board of the Company w.e.f April 26, 2019 to hold office up to the ensuing Annual General Meeting. Mrs. Madhu Sharma is proposed to be appointed as Independent Directors for five consecutive years at the ensuing Annual General Meeting of the Company.

Mr. Abhay Gautam and Mrs. Richa Vashishtha were resigned from the Directorship of the Company w.e.f. April 26, 2019. Your directors wish to place on record their appreciation for the contributions made by them to the company.



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DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have confirmed to the Board that they meet the criteria of independence as specified under Section 149(6) of the Act and that they qualify to be independent directors pursuant to the Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also confirmed that they meet the requirements of 'Independent Director' as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The confirmations were placed before and noted by the Board.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of companies Act, 2013 and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder Relationship Committee.

The directors expressed their satisfaction with the evaluation process.

BUSINESS RISK MANAGEMENT

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adhered to the principles of sound risk management and has a Risk Management Policy in Place.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Company has a whistle blower policy in place for its Directors and Employees to report concern about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board. During the year, under review, the Company did not receive any complaint under the said Mechanism.

BOARD COMMITTEES

The Board of Directors has constituted four committees ,viz;

- a) Audit Committee
- b) Nomination and Remuneration Committee