

# **KASHYAP TELE-MEDICINES LTD**

**(Formerly known as Jindal Online.com Limited)**

**21<sup>st</sup> Annual Report  
2014-2015**



**CORPORATE INFORMATION****BOARD OF DIRECTORS**

<b>Mr. Amit Agrawal</b>	Managing Director
<b>Mr. Dinesh Jain</b>	Director
<b>Mr. Sanjeev Agrawal</b>	Director
<b>Mr. Giriwarsingh Shekhawat</b>	Director
<b>Mr. Ravindra Joshi</b>	Director
<b>Ms. Surabhi Agrawal</b>	Director

**BANKER****HDFC BANK LIMITED**

C.G. Road Branch  
Ahmedabad

**BANK OF INDIA**

Gurukul Branch  
Ahmedabad

**AUDITORS****M/S. Mehra Anil & Associates**

Chartered Accountants,  
2- E, Suryarath, Panchwati,  
Ahmedabad-380 006

**REGISTERED OFFICE**

2<sup>nd</sup> Floor, Pushpawati Building No. 2  
Chandanwadi, Girgaon Road,  
Mumbai-400002  
Email: - [information@jindaltextiles.com](mailto:information@jindaltextiles.com)  
CIN : L29110MH1995PLC085738

**SHARE TRANSFER AGENT:**

MCS Ltd  
Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad-380009.

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**NOTICE**

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on, Thursday, 24<sup>th</sup> day of September, 2015 at **Jewel of Chembur Hotel, 1<sup>st</sup> Road, Opp. B.M.C Office, Chembur, Mumbai** at **11.30 a.m.** to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015 including Balance Sheet as at 31<sup>st</sup> March, 2015, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal, (DIN 02009918) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, (FRN: 117692W), as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**Registered Office:**

2<sup>nd</sup> Floor, Pushpawati Building,  
Girgaon Road, Mumbai-400002.

**Place : Ahmedabad**

**Date : 14<sup>th</sup> August, 2015**

**By order of the Board of Directors  
For Kashyap Tele-Medicines Limited**

**Sd/-  
Managing Director**

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
4. The Register of Members and Share Transfer Books of the Company will be closed from 19<sup>th</sup> September, 2015 to 24<sup>th</sup> September, 2015 (both days inclusive) for the purpose of the 21<sup>st</sup> Annual General Meeting (AGM).
5. The documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days except Sunday(s) and Public holidays, between 10.30 a.m. to 12.30 p.m. up to the date of Annual General Meeting.
6. Members are requested to bring their copy of Annual Report at the Meeting.
7. Members holding shares in terms of -physical mode and dematerialized mode - are requested to notify immediately the change of their address and bank particulars to the Registrar and Share Transfer Agent M/s. MCS LIMITED 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Rd, Shreyas Colony, Ahmedabad, Gujarat 380009 Phone: 91-79-26582878 Fax-26584027 Email Id: mcsahmd@gmail.com.
8. The Company has designated an exclusive Email ID [information@jindaltextiles.com](mailto:information@jindaltextiles.com) for redressed of shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write at the above mentioned email address.
9. The Shareholders are requested to intimate their email ID to the Company or update their email registered with the Depository Participants, if the same is changed.
10. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Sanjeev Agrawal (DIN 02009918), Director liable to retire by rotation at the Meeting and being eligible, offer himself for reappointment. His brief details are attached at the end of the notes.

**13. Process and manner for members opting for voting through Electronic means:**

- i. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, the Company is pleased to provide e-Voting facility to the Members of the Company so as to facilitate them to cast their vote on all resolutions set forth in this Notice electronically, through e-voting services provided by Central Depository Services (India) Limited ("remote evoting").
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners the maintained by the Depositories as on the Cut-off date of 18<sup>th</sup> September, 2015, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 18<sup>th</sup> September, 2015, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- iv. The voting period begins on 21<sup>st</sup> September 2015 (9:00 a.m) and ends on 23<sup>rd</sup> September 2015 (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 of 18<sup>th</sup> September, 2015, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- v. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share the capital of the Company as on the Cut-off date of 18<sup>th</sup> September, 2015.
- viii. CS Ashish Doshi, Practising Company Secretary (Membership No.: FCS 3544; CP No: 2356) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process as well as the voting through Poll paper at the AGM, in a fair and transparent manner.
- ix. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within three days after the conclusion of the 21<sup>st</sup> AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- x. The route map of the venue of the Annual General meeting is mentioned on the last page of the Annual Report.

**The Step by Step procedure and instructions for casting your vote electronically are as under:**

- a) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 18<sup>th</sup> September, 2015, may obtain the login Id and password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The e-voting module shall be disabled by CDSL for voting after, 23<sup>rd</sup> September, 2015 (5.00 p.m.).
- b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on "Shareholders" tab to cast your votes.
- d) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) 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.

## KASHYAP TELE-MEDICINES LIMITED

g) 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.</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. Eg. If your name is Ramesh Kumar 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> <p>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).</p>

# 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 (v).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Company (Kashyap Tele-Medicines Ltd) on which you choose to vote.
- l) On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit. The option YES implies you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the Resolution File Link if you wish to view the entire Resolution.
- n) 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.
- o) 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.
- p) 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.

### 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.

## KASHYAP TELE-MEDICINES LIMITED

- 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.
- 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)

### Contact Details

- Company** : **Kashyap Tele-Medicines Limited**  
2<sup>nd</sup> Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002  
CIN: L29110MH1995PLC085738  
**Email Id:** [information@jindalttextiles.com](mailto:information@jindalttextiles.com)
- Registrar and Transfer Agent** : **M/s. MCS LIMITED**  
101, Shatdal Complex, 1<sup>st</sup> Floor, Opp. Bata Show Room, Ashram Rd, Shreyas Colony, Ahmedabad - 380009  
Gujarat  
Phone: 91-79-26582878  
Fax- 26584027  
**Email Id:** [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)
- e-Voting Agency** : Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- Scrutinizer** : CS Ashish Doshi, Practising Company Secretary  
E-mail ID: [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com)

**Registered Office:**  
2<sup>nd</sup> Floor, Pushpawati Building,  
Girgaon Road, Mumbai-400002.  
**Place : Ahmedabad**  
**Date : 14<sup>th</sup> August, 2015**

**By order of the Board of Directors  
For Kashyap Tele-Medicines Limited**

**Sd/-  
Managing Director**

### Brief Particulars of Director being reappointed is as under:

Name	Mr. Sanjeev Agrawal
DIN	02009918
Date of Birth	14/07/1970
Date of Appointment	01/02/2001
Educational Qualification	Commerce Graduate
Directorship held in other companies	1
Memberships/Chairmanships of Committees across Public Companies	Nil
No. of Shares held in the Company	Nil

To,  
The Members of  
**Kashyap Tele - Medicines Limited**  
(Formerly Known as Jindal Online.com Limited)  
Mumbai

Your Directors have Pleasure in presenting the Twenty First Board Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended, 31st March, 2015.

**1. FINANCIAL HIGHLIGHTS:****(Amount in ₹)**

	<b>31/03/2015</b>	<b>31/03/2014</b>
Revenue from Operations	1200000	1200000
Other Income	9140	0
<b>Total Revenue</b>	<b>1209140</b>	<b>1200000</b>
<b>Expenditure:</b>		
Changes in inventories of finished goods, work – in – progress and Stock – in Trade	0	0
Employee benefit expense	374089	257135
Depreciation and Amortization Expenses	0	39156
Other Expenses	528966	690092
<b>Total Expenses</b>	<b>903055</b>	<b>980983</b>
<b>Profit Before Tax</b>	<b>306085</b>	<b>219017</b>
<b>Tax Expenses:</b>		
(1) Current Tax	0	0
(2) Deferred Tax	0	0
<b>Profit/ (Loss) for the period</b>	<b>306085</b>	<b>219017</b>
Earning per Equity Share of the face value o ₹ 1 each Basic & Diluted in (₹)	<b>0.006</b>	<b>0.005</b>

**2. HIGHLIGHTS OF PERFORMANCE:**

The total income of the company has been increased to ₹ 12,09,140/- in the financial year 2014-15 from ₹12,00,000 in FY 2013-14 while the total expenses of the Company has been reduced to ₹ 903055 in FY 2014-15 as compared to ₹ 980983 in previous year 2013-14. The profit of the Company has also increased to ₹ 306085 as compared to the profit of the FY 2013-14.

**3. DIVIDEND**

In view of the inadequacy of Profit, our Board of Directors has not recommended payment of Dividend for the year ended on 31st March, 2015.

**4. AMOUNTS TRANSFERRED TO RESERVES**

The company did not transfer any amounts to General Reserve during the year.

**5. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

Company does not have any Subsidiary, Joint venture or Associate Company.

**6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT & CORPORATE GOVERNANCE REPORT:**

As per the Circular No. CIR/CFD/POLICY CELL/7/2014 issued by the SEBI dated 15<sup>th</sup> September, 2014 the Company is not covered in the criteria for applicability of the Clause 49 of the Listing Agreement. The Management Discussion and Analysis Report and Corporate Governance Report are not applicable to the Company hence not forming part of the Board Report.

**7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared and paid past years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**8. MATERIAL CHANGES:**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2015.



**9. EXTRACT OF THE ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013:**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure -A”.

**10. BOARD MEETINGS**

The Board of Directors of the Company met 5 times on 29<sup>th</sup> May, 2014, 6<sup>th</sup> August, 2014, 14<sup>th</sup> August, 2014, 13<sup>th</sup> November, 2014 13<sup>th</sup> February, 2015 during the financial year 2014 – 15. The gap intervening between two meetings of the board was not exceeding one hundred and twenty days.

**11. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

In Accordance with the Companies Act, 2013 and the Articles of Association of the Company, one third of the Directors are liable to retire by rotation at the Annual General Meeting of the Company. The Mr. Sanjeev Agrawal Directors of the Company, will retire by rotation and being eligible, offer themselves for re appointment at the ensuing Annual General Meeting:

Mr. Ravindra Joshi (holding DIN 06940377), Mr. Girwarsingh Shekhawat (holding DIN 06940371), Ms. Surabhi Agrawal (holding DIN 06940379) who were appointed as an Additional Director of the Company by the Board of Directors on 6<sup>th</sup> Day of August, 2014 and further being designated as an Independent Director of the Company in the 20<sup>th</sup> Annual General Meeting, which was held on 19<sup>th</sup> day of September, 2014.

Mr. Amit Agrwal is the Managing Director and Key Managerial Personnel of the Company. The Company is in search of other suitable personnel to be appointed as CFO and CS as Key Managerial Personnel. The Company will appoint these KMPS as and when finds suitable candidate for the same.

**12. INDEPENDENT DIRECTORS**

The following Independent Directors who were appointed in 20<sup>th</sup> Annual General Meeting for a period of Five (5) years continue to be on the Board till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2017, not liable to retire by rotation.

1. Ms. Surabhi Agrawal
2. Mr. Girwarsingh Shekhawat
3. Mr. Ravindra Joshi

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

**13. AUDITORS****(a) Statutory Auditors:**

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s Mehra Anil & Associates, Chartered Accountants, Ahmedabad (FRN: 117692W), Statutory Auditor will retire at the forthcoming Annual General Meeting and are eligible for reappointed as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting for the F. Y. 2015-16, as approved by the members at their 21<sup>st</sup> Annual General Meeting held on 24<sup>th</sup> September, 2015.

**(b) Secretarial Auditors:**

In terms of section 204(1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Board of Directors of the Company appointed Ashish C. Doshi, Practising Company Secretary, Ahmedabad (M No: 3544) to conduct Secretarial Audit for the F.Y. 2015-16.

The Secretarial Audit Report of Ashish C. Doshi, Practising Company Secretary for the financial year ended 31st March, 2015, is annexed as “Annexure B”.

**(c) Internal Auditors:**

The Board of Directors has appointed M/s. Jagdish Verma & Company, Chartered Accountants, Ahmedabad (FRN: 103837W) as Internal Auditors of the Company for the F. Y. 2015-16.

As regards the comments made in the Auditor's Report, the Board is of the opinion that they are self-explanatory and does not warrant further clarification.

**14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186:**

S. No.	Name of Party	Particulars of Loans, Guarantee & Investments	Nature	Purpose for which it shall be used	Amount
1.	Khandelwal Infrastructure Pvt Ltd	Investment	Investment in Equity Shares	—	10,00,000
2.	Melwino Industries Ltd	Investment	Investment in Equity Shares	—	11,00,000

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### **15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:**

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

The details of related party transactions are disclosed in Note No. 11 attached to and forming part of the accounts.

### **16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **(A) Conservation of energy and Technology absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

#### **(B) Foreign exchange earnings and Outgo**

There were no foreign exchange earnings and outgo during the year under review.

### **17. REPORT ON RISK MANAGEMENT POLICY:**

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

### **18. FIXED DEPOSITS:**

The Company has not accepted any deposits during the financial year and as such, no amount of principal or interest was outstanding as on March 31, 2015.

### **19. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of the Board as a whole and evaluation of the other Board Members and the Directors expressed their satisfaction with the evaluation process.

### **20. AUDIT COMMITTEE**

The Audit Committee consists of two Independent Directors with Ms. Surabhi Agrawal as Chairman and Mr. Girwarsingh Shekhawat as Members. The third member of the Committee is Mr. Dinesh Jain who is Non Executive Director of the Company. The Committee interalia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations. The Committee also reviews at length the Financial Statements before they are placed before the Board.

### **21. VIGIL MECHANISM:**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism or 'Whistle Blower Policy', has established for directors, employees and other stakeholders, to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

### **22. NOMINATION AND REMUNERATION COMMITTEE AND POLICY THEREON**

The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013. The Board of Directors of the Company reconstituted and renamed Remuneration Committee as "Nomination and Remuneration Committee". Mr. Girwarsingh Shekhawat, Mr. Ravindra Joshi and Mrs. Surbhi Agrawal are the members of the Committee

The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the provisions of Companies Act, 2013 and rules made thereunder.

#### **❖ POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

##### **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.