

Kashyap Tele-Medicines Limited

(Formerly known as Jindal Online.Com Limited)

18th Annual Report
2011-2012

Kashyap Tele-Medicines Limited

(Formerly known as Jindal Online.Com Limited)

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● Board of Directors ●

Mr. Amit Agrawal	:	Managing Director
Mr. Dinesh Jain	:	Director
Mr. Sanjeev Agrawal	:	Director

● BANKERS ●

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 :-

2nd Floor, Pushpawati Building No. 2
Chandanwadi, Girgaon Road,
Mumbai-400002

Email: - information@jindaltextiles.com

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Members of the Company will be held on 13th day of July, 2012 at **Jewel of Chembur Hotel, 1st 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 Balance Sheet as at 31st March, 2012, Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. 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 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Mehra Anil & Associates., Chartered Accountants, Ahmedabad, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to examine and audit the accounts of the Company for the financial year 2012-2013, upon such remuneration, as may be agreed to between the Board of Directors of the Company and the Auditors plus reimbursement of out-of-pocket expenses and that the Board of Directors, be and are, hereby authorized to fix the remuneration as aforesaid.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications, the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT in accordance with the Provisions of Sections, 269, 198, 309, 310 and other applicable provisions, if any, of the Companies, Act, 1956 , read with Schedule XIII to the said Act, and subject to such other consents/approvals as may be required Mr. Amit Agrawal, be and is hereby re-appointed as a Managing Director of the Company for a period of **Five** years with effect from 1st October, 2011 whose office shall not be liable to retirement by rotation at such salary and perquisites as per details given in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the duties of the Managing Director shall be the overall supervision of the functioning of the company, handling day to day affairs of the Company, appointment and termination of services of employees, operating bank accounts, signing cheques, promissory notes, bills of exchange, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to him from time to time.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

Registered Office :

2nd Floor, Pushpawati Building,
Girgaon Road, Mumbai-400002.

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

Place : Mumbai

Date : 30th May, 2012

**Sd/-
Managing Director**

-: NOTES :-

- 1 (a) **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. 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.**
- (b) The Register of Members and Share Transfer Books of the Company will remain closed from 9th day of July, 2012 to 12nd day of July, 2012 (both days inclusive).

Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with the company's shares at:

M/s. MCS Ltd.

Shatdal Complex, Opp. Bata Show Room,

Ashram Road, Ahmedabad -380 009

Phone: 91-79-26582878

Fax - 26584027

Email:- mcsamd@reliancemail.net

Members holding shares in the physical form are requested to notify change of address, if any, to the Registrar and Share Transfer Agent (RTA). Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their share certificates of their holdings to get the same into one folio.

- (c) Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's record.
- (d) As required under Clause 49(VI)(A) of the Listing Agreement with Over the Counter Exchange of India, information is provided in the Annual Report in respect of Director proposed to be appointed/ re-appointed.
- (e) Shareholders intending to require information about the accounts to be approved in the meeting are requested to inform the Company in writing at least 7 days in advance of the Annual General Meeting.
- (f) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the Annual Report while attending the Annual General Meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolutions authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act, 1956.

Item No.:-4

The Board of Directors at its meeting held on 30th September, 2011 had re-appointed Shri Amit Agrawal as Managing Director of the Company with effect from 1st October, 2011, for a period of Five years (not exceed five years) whose office shall not be liable to retirement by rotation at salary and perquisites as decided by the Board at their meeting held on 30th September, 2011 and approved by the Remuneration Committee at their meeting held on 30th September, 2011 pursuant to section Sections, 269, 198, 309, and other applicable provisions, if any, of the Companies, Act, 1956 , read with Schedule XIII to the said Act, and subject to such other consents/approvals as may be required, and perquisites as per details given below:-

Salary : Rs. 25,000/- Per Month.

a) He shall also be eligible to the following perquisites which shall not be included in computation of the ceiling on remuneration as below.

Contribution to provident Fund, superannuation fund or annuity fund to the Extent these either singly or put together are not taxable under the Income tax Act, 1961.

Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and

Encashment of Leave at the end of the tenure.

Appointee shall be eligible to the following perquisites which shall not be included in the computation of the remuneration.

b) Children's Education Allowance: In case of Children studying in or outside India, an allowance limited to a maximum of Rs. 5000/- per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.

c) Holiday Passage for Children Studying outside India/family staying, abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study abroad to India if they are not residing in India with the managerial person.

d) Leave Travel Concession : Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of any where in India.

EXPLANATION:

For the above Family means, the spouse, the dependent children and dependent parents of the appointee.

Pursuant to provision of the company act.1956, it was necessary to take approval of the shareholders at the first annual general meeting immediately after the appointment by the Board of Directors at their meeting. Therefore, the proposed resolution is recommended for your approval as an ordinary resolution.

The copy of the Agreement proposed to be entered into by the Company with Mr. Amit Agrawal is available for inspection by the Shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m.

None of the directors except the appointee is concerned or interested directly or indirectly in the proposed resolution.

Registered Office :
2nd Floor, Pushpawati Building,
Girgaon Road, Mumbai-400002.

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

Place : Mumbai
Date : 30th May, 2012

**Sd/-
Managing Director**

DIRECTORS REPORT, 2011-2012

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

Your Directors have a great pleasure in presenting the Seventeenth Annual Report on the Business and Performance of your Company together with the Audited Accounts for the Financial Year ended on 31st March, 2012.

FINANCIAL RESULT:

(Amount in Rs.)		
Particulars	2011-2012	2010-2011
Revenue from operations	576000	720000
Other Income	292528	557135
Total Expenditure	473088	614106
Fin. Charges	400	0
Gross Op. Profit Before Depreciation, Exceptional, Extraordinary Items and Taxation but after Interest	395040	663029
Depreciation	15348	15348
Exceptional Items	70000	0
Profit before Extraordinary Items and Tax	309692	647681
Extraordinary Items	0	0
Profit (Loss) Before Tax	309692	647681
Tax Expense	0	0
Profit (Loss) for the period	309692	647681
Earning Per Share	0.006	0.014

OPERATION AND FUTURE OUT LOOK:

During the year under review, the Company's total turnover was Rs. 576000/-and Operating Profit was Rs 395040/- respectively. Your Directors are quite confident to achieve better growth and profitability during next year.

DIVIDEND:

In view of the inadequacy of Profit , your Board of Directors has not recommended Dividend for the year ended March,2012

PUBLIC DEPOSITS:

During the year, your Company has not accepted any deposits u/s 58A of the Companies Act, 1956 from the Public.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and of the Articles of Association of the Company, Mr. Dinesh Jain is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

RE-APPOINTMENT OF MANAGING DIRECTOR:

At the meeting of the Board of Directors of the Company held on 30th September, 2011 Mr. Amit Agrawal, was re-appointed as a Managing Director of the Company for a period of five years with effect from 1st October, 2011.

However, the said re-appointment is subject to the approval of the Members. The Board recommends his re-appointment as Managing Director with effect from 1st October, 2011

AUDITORS:

At the ensuing Annual General Meeting M/s. Mehra Anil & Associates., Chartered Accountants, Ahmedabad, retires as Statutory Auditors and have offered themselves to be reappointed as Statutory Auditors of the Company to hold the office until the conclusion of the next Annual General Meeting.

AUDITOR'S REPORT:

In the opinion of the Directors, the Notes to the Accounts are self-explanatory and adequately explain the matters, which are dealt with in the Auditors' Report and, therefore, need not require any further comments under section 217 of the Companies Act, 1956.

AUDIT COMMITTEE:

Audit Committee has been constituted in terms of Listing agreement and Section 292A of the Companies Act, 1956. Constitution and other details of audit committee are given in "Report on Corporate Governance" in this Annual Report.

PARTICULARS OF EMPLOYEE:

The Company has no employees whose salary exceeds the limits prescribed u/s 217 (2A) of the Companies Act, 1956. Hence information required to be given under the said section read with Companies (Particulars of Employees) Rule, 1975 as amended has not been provided in this report.

PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY ETC.:

1. Conservation of Energy and Technology Absorption

Not applicable to the Company.

2. Foreign Exchange earning & Outgo:

- a) Activities relating to exports: Nil.
- b) Foreign Exchange Earnings and Outgo.

		(Amt. In Rs.)
	2011-2012	2010-2011
(i) Earnings	NIL	NIL
(ii) Outgo	NIL	NIL

DIRECTORS RESPONSIBILITY STATEMENT:

In compliance of section 217(2AA) of Companies Act, 1956, your directors confirm that:

- (a) The Company has followed the applicable standards in the preparation of the Annual Accounts and there had been no material departure.
- (b) Directors had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the aforesaid period.

- (c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the Annual Accounts on a going concern basis.

MANAGEMENT DISCUSSION & ANALYSIS:

This Annual Report contains a separate section on the Management Discussion and Analysis which forms part of the Directors' Report.

CORPORATE GOVERNANCE:

Your Company is committed to the tenets of good corporate governance and has taken adequate steps to ensure the requirement of Corporate Governance as laid down in clause 49 of the listing Agreement are complied with. The philosophy of the Company on Corporate Governance is to ensure the long term interest of the Shareholders, creation of transparency, maintaining management ethics and developing good corporate culture.

A report on Corporate Governance as required under Clause 49 of this Listing agreement is incorporated as a part of the Directors' Report.

LISTING AGREEMENT:

The equity Shares of the Company are listed on Ahmedabad Stock Exchange Ltd. (ASE), Ahmedabad and Bombay Stock Exchange Ltd. (BSE), Mumbai. The Listing fees for both the Stock Exchange have been paid for the current year.

CASH FLOW ANALYSIS:

In conformity with the provisions of Clause 32 of the Listing Agreement the cash flow statement for the year 31.03.2012 is annexed hereto.

INDUSTRIAL RELATIONS:

During the year, your Company maintained harmonious and cordial Industrial Relations.

ACKNOWLEDGEMENT:

The Board expresses its gratitude and appreciates the efforts of the Companies employees for their continued cooperation and unstinted support extended to the Company. The Board also express their appreciations for the continous assistance and co-operation from the financial institutions, Banks, Government authorities, Customers, Vendors and Shareholders and other Business Associates at all levels to the successful operation of the Company during the year under review.

Registered Office :

2nd Floor, Pushpawati Building,
Girgaon Road, Mumbai-400002.

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

Place : Mumbai

Date : 30th May, 2012

**Sd/-
Managing Director**

Management Discussion and Analysis

Industrial Review:

The Indian (IT) industry has played a key role in putting India on the global map. The IT sector has become one of the most significant growth catalysts for the Indian economy. In addition to fuelling India's economy, this industry is also positively influencing the lives of its people through an active direct and indirect contribution to various socio-economic parameters such as employment, standard of living and diversity. The industry has played a significant role in transforming India's image from a slow moving bureaucratic economy to a land of innovative entrepreneurs and a global player in providing world class technology solutions and business services

The Indian IT Sector has identified its economic destiny during the recent years with great clarity along with the changing economic and business conditions, rapid technological innovation, proliferation of the internet and globalization, which are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate.

Financial Review:

During the year under review, the Company has achieved a total income of Rs.868528/-

Opportunities and Threats:

The IT industry has great scope for people as it provides employment to technical and non-technical graduates and has the capability to generate huge foreign exchange inflow for India. Foreign countries get benefits in terms of labour costs and business processes. We are broadening the range of services being provided to the customers, which is resulting in more off shoring. Talent acquisition, development and retention initiatives taken by the company have brought down the employee attrition rates, thereby providing more stability to the employees and increasing their job commitment. Our Company has the ability to design, develop, implement and maintain advanced technology platform and solutions to address business and client needs has become a competitive advantage and a priority for corporations worldwide. Currently, the prevalence of multiple technology platforms and a greater emphasis on network security and redundancy have increased the complexity and cost of IT system, need for more dynamic technology solutions and the increased complexity, cost and risk associated with experience in leveraging technology to help improve efficiency and security.

There are various opportunities for the IT Companies as the Govt. has provided incentives including tax holiday and competitive duty structures by providing infrastructure support through organizations such as software technology parks. Again, the number of internet entities are also increasing at the faster rate, adding to this, the industry is perfectly poised to tap new opportunities in the off shoring and domestic segments for greater wealth and IP creation for the country and with household consumer across income segments and geographies being exposed to technology through mobile penetration, B2C applications (Railway reservation, e-Chaupal, NSE, etcetra), the IT sector is deemed to prosper in the years ahead.

As against the opportunities there are certain threats from the Union Budget's proposal as an increase in the excise duty to 10 percent from the existing 8 percent which will raise the hardware prices and also components such as microprocessors, floppy disk drives, hard disk drive, flash drive, CD/DVD and combo drive meant for external use will now attract 4 per cent excise duty as a result prices go up for these too.

Moreover, the information technology sector was severely impacted by worldwide recession during 2009, but in 2011 the sector had shown signs of recovery. Having said this, other macroeconomic factors like liquidity crunch, higher interest rates and emergence of other low-cost destinations have played a significant impact on the growth of this sector in India. Plus the Lack of products / solutions / services from emerging companies segment have also severally effected the IT sector and in times like these, the sector is looking for the central government towards its continued support on the policy front as well as relaxing certain procedures on direct and indirect taxes.

Outlook:

The Indian information technology sector continues to be one of the sunshine sectors of the Indian economy showing rapid growth and promise. IT will bring about a drastic improvement in the quality of life as it impacts application domains and global competitiveness. Technologies that are emerging are Data Warehousing and Data Mining. They involve collecting data to find patterns and testing hypothesis in normal research. Software services that are being used in outsourcing will go a long way.

IT will continue to gain momentum. Indian information technology (IT) market is expected to grow at around 15.5 per cent, on the back of growing investor confidence and favorable initiatives taken by the government. The Company's Philosophy is based on customized services which are solely depended on individual customers requirement with the use of latest technology.

With its advance technology, competitive strength and cordial relationship, the company is expected to meet the growing demands of the industry.

Internal Control System and their adequacy:

The company has proper and adequate system of internal Control System to safeguard of the assets of the company against the loss from unauthorized use and disposition. Company internal control system also ensures that all transactions are recorded properly.

The Management continuously reviews the internal control system. The review include overseeing adherence to management policy, safeguarding the assets of the company and the ensuring the preparation of timely and accurate financial information. The philosophy we have with regard to internal control systems and their adequacy has been formulation of effective systems and their strict implementation to ensure that assets and interests of the Company are safeguarded; checks and balances are in place to determine the accuracy and reliability of accounting data.

Our Company has designed the system of internal control to eliminate the risk of failure to achieve business objectives. The Board has reviewed the effectiveness of internal controls during the year.

There are policies and procedures for the reporting by employees and the resolution of suspected fraudulent activities. It is the policy of the Company to employ staff and management of high integrity, to train them appropriately to gain the latest information on the development in the IT sector.

Risk and Concerns:

The IT Industry in India has remained at the forefront of the outsourcing industry and actually has become an enabler for industry growth through expansion of Indian off shoring firms into other countries. Offshore service centers are spawning in the country due to operational excellence with low delivery cost, quality leadership, abundant skilled resources and a conducive business environment. The effective use of offshore technology services offers a variety of benefits, including lower cost of ownership of IT infrastructure, lower labor costs, improved quality and innovation, faster delivery of technology solutions and more flexibility in scheduling.

The success of the organization is largely dependant upon highly skilled technology professionals and the ability of our company to hire, attract, motivate, retain and train these personnel which becomes very difficult as the corporations are reluctant to expand their internal IT departments and increase costs. These factors have increased corporations' reliance on their outsourced technology service providers and are expected to continue to drive future growth for outsourced technology services.

Human Resources Management and Industrial relations:

The thrust of your Company's human resource development efforts is to create a responsive and market-driven organization. In pursuit of your Company's strategy to create new engines of growth, human resource strategies continue to focus on the development of distributed leadership at all levels in the organization. We believe to create trust, transparency and teamwork improved employee productivity at all levels. Our commitment to harmonious industrial relations resulted in enhancing effectiveness of operations.

Cautionary Statement:

The information on this report includes forward-looking statements about our plans and future performance, including those under Outlook. Our expectations may change or not be realized, and you should not rely unduly on forward-looking statements. The forward-looking statements involve certain risks and uncertainties. The ability of the company to predict results or the actual effects of its plans and strategies is subject to inherent uncertainty. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of the company. Company does not intend, and undertakes no obligation, to update these forward-looking statements.

Registered Office :

2nd Floor, Pushpawati Building,
Girgaon Road, Mumbai-400002.

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

Place : Mumbai

Date : 30th May, 2012

**Sd/-
Managing Director**

REPORT ON CORPORATE GOVERNANCE

[Pursuant to clause 49 of the Listing Agreement]

Company's Philosophy on Corporate Governance:

The philosophy of the Company on Corporate Governance is to ensure the long term interest of the Shareholders, creation of transparency, maintaining management ethics and developing good corporate culture.

Our company operates for the benefit of all stakeholders and conducts its business in a transparent and fair manner. Our company has always focused on good corporate governance which is the key driver of sustainable corporate growth and long term value creation. Company makes every effort to improve the corporate governance practices to meet stake holder's aspiration.

1. Board of Directors:

The Board of Directors consists of 3 Directors.

Composition and Category of Directors is as follows:

Name of the Directors	Category
Mr. Amit Agrawal	Executive
Mr. Dinesh Jain	Non Executive
Mr. Sanjeev Agrawal	Non Executive

During the year, the Board of Directors met 5 times, The gap between Board meetings were within the maximum time gap prescribed in clause 49 of the Listing Agreement. Attendance of each director at the Board Meeting, last Annual General Meeting and number of other directorship of each director in other listed companies as on 31st March, 2012 is as under:-

Name	Attendance particular		No. of other directorship in public limited companies*	Membership/Chairman of the other Board Committees**
	Board Meeting	Last AGM		
Mr. Amit Agrawal	5	Yes	1	3
Mr. Dinesh Jain	5	Yes	—	1
Mr. Sanjeev Agrawal	---	No	—	2

* It is assumed that this column pertains to listed companies.

** In accordance with clause 49 of the Listing Agreement.

Board meetings, its committee meetings and procedure:

With view to follow transparency, the Board follows procedure of advance planning for the matters requiring discussion / decisions by the Board. The Board is given presentation covering Finance, Sales, Marketing, major business segments and operations of the company and other matters as members want. The Chairman of the Board finalizes the agenda papers for the Board meeting in consultation with other concerned persons. The minutes of proceeding of each Board meetings are maintained in terms of statutory provisions. Meetings of various committees are held properly. The minutes of committee meetings are placed regularly before the Board for its review.

Number of Board Meetings held: There were 5 Board Meetings held during the year.

2. Audit Committee:

The Board of the Company has constituted an Audit Committee, comprising following directors.

Mr. Dinesh Jain - Chairman.

Mr. Amit Agrawal - Member

Mr. Sanjeev Agrawal - Member

The Current Audit Committee comprises of three Directors and most of them have financial and accounting knowledge.

The constitution of Audit committee also meets with the requirements under section 292A of the Companies Act, 1956. Members are regularly present at the meetings.

The term of reference stipulated by the board to the Audit Committee are, as contained in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, major terms of reference, inter alia as follows

- a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing Company's financial reporting process
- d. Reviewing with the management, Annual financial statement.
- e. Reviewing the Company's financial and risk management policies.
- f. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g. Discussion with internal auditors any significant findings and follow up there on.
- h. Discussion with external auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

During the year, the Committee has met 4 times on following dates. Members of the Committee regularly attended the meetings.

No.	No. Audit Committee	Date of Meeting
1	1 st Audit Committee Meeting	28-05-2011
2	2 nd Audit Committee Meeting	10-08-2011
3	3 rd Audit Committee Meeting	12-11-2011
4	4 th Audit Committee Meeting	13-02-2012

3. Remuneration Committee:

Composition of Remuneration Committee:

Mr. Amit Agrawal - Chairman

Mr. Dinesh Jain - Member

Mr. Sanjeev Agrawal - Member

Terms of reference of Remuneration Committee:

- To determine the Company's policy relating to remuneration package for Executive Directors;
- To make recommendation to the Board about the policy regarding remuneration of non-executive Directors; and
- To do such other acts as the Committee may deem expedient in the premises.

During the year under report, the committee met thrice during the year in which all the members were present.

4. Shareholders'/Investors' Grievance Committee:

The Board of the Company has constituted a Shareholder'/Investors' Grievance Committee, comprising of following Members:

Mr. Amit Agrawal - Chairman
Mr. Sanjeev Agrawal - Member

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressing of shareholders' complaints like transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. the committee notes down that during the year all the complaints have been disposed off timely and up to the satisfaction of the shareholders.

The Board of Directors has delegated the power of approving transfer of securities to Registrar & Share Transfer Agent. The committee reviews the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services.

5. General Body Meetings:

- The details of Last 3 Annual General Meetings were: *

AGM	Date	Time	Place	Special Resolution Passed
15 th AGM	29.08.09	12.30 P.M.	Shree Kutch Gurjar Jain Samaj, Sumati Gurjar Bhavan, Chembur, Mumbai	NIL
16 th AGM	13.09.2010	11.30 A.M	Shree Kutch Gurjar Jain Samaj, Sumati Gurjar Bhavan, Chembur, Mumbai	NIL
17 th AGM	22.07.2011	11.30 A.M	Shree Kutch Gurjar Jain Samaj, Sumati Gurjar Bhavan, Chembur, Mumbai	NIL

No postal ballots were used /invited for voting at these meetings in respect of special resolutions passed. The Company shall comply with the requirements relating to postal ballot as and when the same will require being complied with.

6. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for all the Board Members and Senior Management of the Company to ensure adherence to a high ethical professional conduct by them in the discharge of their duties. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Year 2011-2012.

7. CEO /MD Certification:

As required by Clause 49 of the Listing Agreement, the Company has received Certificate from the CEO/MD of the Company.

8. Auditors' Certification on Corporate Governance:

As required by Clause 49 of the Listing Agreement, the Auditors' certification is provided in the Annual Report.

9. Disclosures:

a) Management Discussion and Analysis:

Annual Report has detailed chapter on Management Discussion and Analysis.

b) Basis of Related Party Transaction:

Other than transactions entered into in the normal course of business for which necessary approvals are taken and disclosures made, the Company has not entered into any materially significant related party transactions (i.e. transactions of the Company of material nature) with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. However, the Company has annexed to the accounts a list of related parties as per Accounting Standard 18 and the transactions entered into with them.

c) Accounting Treatment:

The Company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

d) Risk Management :

The Company has risk assessment and minimization system in place. The risk management procedures are reviewed in the Board meetings.

e) CEO CFO certification:

The requisite certification from CEO and CFO has been placed before the Board for consideration.

f) Details of Non-compliance by the Company, Penalties, strictures imposed on the company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets, during the last three years.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

g) The company has followed all the mandatory provisions of clause 49 with spirit of corporate governance and has initiated to follow some non mandatory requirement and looking forward positively in this regard.

10. Means of Communications:

The Board of Directors of the Company takes on record the unaudited financial result in the prescribed form and announced the result to stock exchanges where the shares of the company are listed. The same are also published in the news papers. The Annual Report of the company is also available on the website in a user friendly and downloadable form.

11. General Shareholders information:

a.	Date of Annual General Meeting	13 th July, 2012
b.	Time and Venue	Jewel of Chembur Hotel, 1 st Road, Opp. B.M.C, Off., Chembur, Mumbai at 11.30 a.m
c.	Financial Calendar	(2012-2013) (Tentative) Financial year : April – March Result for Quarter ending on 30 th June, 2012 : 14 th August, 2012 30 th Sep., 2012 : 14 th November, 2012 31 st Dec., 2012 : 14 th February, 2013 31 st Mar., 2013 : 30 th May, 2013
d.	Date of Book Closure	9 th day of July, 2012 to 12 th day of July 2012 (both days inclusive)
e.	Listing on Stock Exchange	(a) Bombay Stock Exchange Ltd., Mumbai, BSE Code: 531960 (b) Ahmedabad Stock Exchange Ltd. Ahmedabad, Code: 28484 The company has been regular in paying in the listing fees to the Stock Exchanges.
f.	Listing Fees	Paid to the Stock Exchanges for the Financial Year 2012-13
g.	Market Price data:-high/low during each month in the last financial year ended 31st March, 2012.	

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover(Rs.)	Spread (Rs.)*	
								H-L	C-O
Apr 11	1.42	1.57	1.37	1.38	1,90,269	212	2,79,075	0.20	-0.04
May 11	1.43	1.82	1.22	1.42	2,58,281	664	3,93,872	0.60	-0.01
Jun 11	1.46	1.50	1.20	1.45	99,504	186	1,37,651	0.30	-0.01
Jul 11	1.42	1.64	0.97	1.13	15,08,582	1,402	18,66,519	0.67	-0.29
Aug 11	1.10	1.10	0.77	0.80	1,31,761	239	1,26,345	0.33	-0.30
Sep 11	0.79	0.88	0.75	0.79	71,199	122	57,905	0.13	0.00
Oct 11	0.80	0.89	0.73	0.88	56,610	84	45,458	0.16	0.08
Nov 11	0.90	1.05	0.86	0.90	47,791	88	43,404	0.19	0.00
Dec 11	0.92	0.97	0.80	0.88	54,352	109	49,741	0.17	-0.04
Jan 12	0.90	0.95	0.78	0.78	60,375	96	53,181	0.17	-0.12
Feb 12	0.78	0.98	0.74	0.94	1,14,872	123	1,04,613	0.24	0.16
Mar 12	0.90	0.98	0.74	0.84	35,198	70	29,296	0.24	-0.06
Apr 12	0.87	0.93	0.68	0.73	37,034	71	28,506	0.25	-0.14

* Spread H-L : High-Low C-O: Close-Open

h.	Registrar and Transfer Agent	M/s. MCS LIMITED Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009. Phone:- 91-79- 26582878 Fax:- 079-26584027 Email: mcsamd@reliancemail.net
i.	Share Transfer System	Shares lodged for transfer and for dematerialization are processed regularly.
j.	Distribution of Shareholding as of 31st March ,2012	

Shareholding of Nominal Value of Rs.	No. of Shares		Shareholders	
	Number	% of Total	Number	% of total
UP TO 5000	5913018	12.39%	5153	92.26%
5001-10000	1821961	3.82%	229	4.10%
10000 AND ABOVE	39987021	83.79%	203	3.64%
TOTAL	47722000	100.00	5585	100.00

k.	Dematerialization of shares and liquidity	All shares of the company are under compulsory dematerialization for delivery on transfer. As at 31-03-2012, the number of shares of the Company in demat form stood at 47678970 out of the Total 47722000 shares issued by the Company.
l.	Outstanding GDRs/ADRs Etc.	The Company has not issued any ADRs or GDRs Etc.
m.	Compliance	The Company is regularly submitting its quarterly compliance report to the Stock Exchanges for compliance of requirements of corporate governance under Para VI(ii) of Clause-49 of the Listing Agreement. The Company has complied with the applicable mandatory requirements of the revised Clause-49 of the Listing Agreement.
n.	Address for Correspondence	"Suryarath", 1 st Floor, Opp. White House, Panchwati, Ahmedabad-380006.

12. Brief resume of Directors seeking appointment/ reappointment:

Mr. Dinesh Jain is a C.A. and has rich experience in handling the business of the Company.

It is proposed to re-appoint Mr. Amit Agrawal, as Managing Director of the Company for Five Years. He is an M.B.A. having rich experience in handling the business of the Company.

Registered Office :

2nd Floor, Pushpawati Building,
Girgaon Road, Mumbai-400002.

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

Place : Mumbai

Date : 30th May, 2012

**Sd/-
Managing Director**

CEO CERTIFICATION

I, Amit Y. Agrawal, Managing Director of the Company, to the best of our knowledge and belief certify that:

1. I have reviewed the Balance sheet and profit and Loss Account and all its schedules and notes on accounts, as well as the Cash Flow Statements and the Directors' Report.
2. Based on my knowledge and information, these statements do not contain any untrue statement of material facts or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statement made.
3. Based on my knowledge and information, the financial statements and other financial information included in this report, present in all material respects, a true and fair view of, the Company's affairs, the financial condition, results of operations and cash flows of the Company, as of and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. To the best of my knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the Company's code of conduct.
5. We are responsible for establishing and maintaining internal controls over financial reporting for the company, and we have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparing of financial statements for external purposes in accordance with generally accepted accounting principles
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures and
 - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent financial year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. I have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company's Board of Directors.
 - a. Significant changes in internal controls during the year covered by this report.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.
 - c. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
7. I further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

For, Kashyap Tele-Medicines Limited

Place : Mumbai
Date : 30th May, 2012

Sd/-
Managing Director

Auditor's Certificate on Corporate Governance

To

The Members of

Kashyap Tele-Medicines Ltd.

(Formerly known as Jindal Online.Com Limited)

We have examined the compliance of conditions of corporate governance by Kashyap Tele-Medicines Ltd. (Formerly Known as Jindal Online .Com Limited) for the year ended on 31st March, 2012 as stipulated in clause 49 of the Listing agreement of the said company with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination had been in manner described in guidance note on certificate of corporate governance issued by Institute of Chartered accountant of India and has been limited to the procedure and Implementation thereof, adopted by company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of the opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the company. We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Date : 30/05/2012

For, Mehra Anil & Associates

Chartered Accountants

Anil Mehra

(Proprietor)

MEHRA ANIL & ASSOCIATES

Chartered Accountants
2-E, SURYARATH, PANCHWATI,
AHMEDABAD - 380 006

AUDITORS' REPORT

To,
The Members
KASHYAP TELE-MEDICINES LIMITED
[Formerly known as Jindal Online.com Ltd.]
Mumbai.

We have audited the attached balance sheet of Kashyap Tele-Medicines Ltd. (Formerly known as Jindal Online.com Ltd.) as at 31st March 2012 and also the Profit and loss Account of the company for the year ended on that date annexed thereto. These Financial Statement are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and Cash Flow based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India Those Standard require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement are free of material misstatement. An Audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors Report) order, 2003 issued by the Central Government in terms of Section 227(4A) of the Companies Act., 1956, we give in the annexure a statement on the matters specified in para 4 and 5 of the said order.

2. Further to our comments in the Annexure referred to in para 1 above, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of accounts as required by law have been kept by the company so far as it appears from my examination of the books;
- c) The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of accounts;
- d) In our opinion Balance Sheet and Profit & Loss A/c of the company comply with the Accounting standards referred to in sub sec. (3C) of sec. 211 of The Companies Act., 1956.
- e) On the basis of written representation from directors as on 31.03.2012 and taken on record by the Board of Directors, We report that none of the directors is disqualified as on 31.03.2012 from being appointed as a directors in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to me, the said accounts, read together with Notes thereon, give the information required by the Companies Act, 1956 in manner so required and give a true and fair view:
 - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012, and
 - ii) In the case of Profit & Loss account, of the Profit for the year ended on 31st March 2012.
 - iii) In case of cash flow statement, of the cash flows for the year ended 31st March 2012.

PLACE : AHMEDABAD

DATE : 30/05/2012

FOR, MEHRA ANIL & ASSOCIATES
CHARTERED ACCOUNTANTS

(ANIL MEHRA)
PROPRIETOR
M.NO. 033052
FRNO. 117692W

MEHRA ANIL & ASSOCIATES

Chartered Accountants

2-E, SURYARATH, PANCHWATI,
AHMEDABAD - 380 006

(ANNEXURE TO THE AUDITOR'S REPORT)

1. FIXED ASSETS:-

- (a) The Company has maintained proper records showing full particulars include Quantitative details & situation of fixed assets.
- (b) We have been informed that during the year these assets were physically verified by the management and no discrepancies were found on such verification.
- (c) Substantial part of the fixed assets has not been disposed off or revalued during the year.

2. INVENTORIES:-

- (a) In our opinion and as per the information given to me, the procedures of physical verification of stocks adopted by the management is reasonable and adequate in relation to the size and the nature of its business carried out by the company.
- (b) No discrepancies were found on physically verification of stock.
- (c) In our opinion the method of valuation of the stocks is fair and proper and in accordance with the normally accepted accounting principles and is consistent with the method adopted in preceeding year.

3. LOANS

- (a) The Company has not taken loans from companies, firms or other parties covered in the register maintained under sec. 301 of the Companies Act.,1956. The maximum amount outstanding during the year of such loans aggregate to Rs. Nil and the year ended balance being nil.
- (b) The Company has granted unsecured loans to One party listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year of such loans aggregate to Rs.2571350/- & the year ended balance being Rs. 2571350/-.
- (c) In our opinion, the rate of interest and other terms and condition of such loans are not prima facie prejudicial to the interest company.

4. In our opinion & according to the information given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business. Further on the basis of our examination of the books and the records of the company and according to the information and explanations given to us, We have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedure.

5. RELATED PARTY TRANSACTIONS

- (a) In our opinion & according to the information and explanations given to us, there were no transactions that need to be entered in to the register in pursuance to section 301 of the companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanation given to us there were no transactions made in pursuance of contracts or arrangement that needed to be entered in the register maintained under section 301 and exceeding the value of Rs.500000/- or in respect of any party hence clause 5 (b) is not applicable to the Company.

6. In our opinion and according to the information & explanations given to me, no deposit has been accepted by the company under the preview of the provisions of section 58A and 58AA of Companies Act, 1956 and the rules made there under.

7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.

8. The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.

9. STATUTORY DUTIES

- (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, Income tax, sales tax, wealth tax, customs Duty, excise duty, cess and other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, customs duty and excise duty & cess were in arrears as at 31st March, 2012 for a period of six months from the date they became payable.
- (c) According to the information and explanations given to us, & the records of the company examined by me the particulars of the dues of Income tax, wealth tax, sales tax, custom duty & cess as at 31st March'2012 which have not been deposited on account of dispute are nil.
10. The company has not incurred any cash Loss during the period covered by our audit and no cash Loss during the immediately proceeding financial year. The accumulated losses of the company as on 31.03.2012 stands at Rs.26952693/- which exceeds the net worth of the company by more than 50%. The accumulated losses of the company as on 31.03.2011 were Rs.27262385/-.
11. According to the records of the company examined by us and the information and explanations given by the management the company has not taken any loan from bank or financial institution. as at the balance sheet date.
12. The company has not granted any loans and advances on the basics of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund/nidhi/mutual benefit fund/ societies. Hence sub clause (13) is not applicable to the company.
14. In our opinion the company is not a dealer or trader in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not raised any term loans during the current financial year.
17. According to the information & explanation given to us & the overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long term investment. No long-term funds have been used to finance short term assets except permanent working capital.
18. The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies Act, 1956.
19. The company has not raised any money by public issues during the year.
20. During the course of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, We have neither come across any instance of fraud on or by the company noticed or reputed during the year, nor have we been informed of such case by the management.
21. According to the information & explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

PLACE : AHMEDABAD

DATE : 30/05/2012

**FOR, MEHRA ANIL & ASSOCIATES
CHARTERED ACCOUNTANTS**

**(ANIL MEHRA)
PROPRIETOR
M.NO. 033052
FRNO. 117692W**

KASHYAP TELE-MEDICINES LIMITED

[Formerly known as Jindal Online.com Limited]

Balance Sheet as at 31st March, 2012

PARTICULARS	NOTE	AS AT 31 st March, 2012 ₹	AS AT 31 st March, 2011 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	48919500	48919500
(b) Reserves and Surplus	2	(26952693)	(27262385)
(2) Non-Current Liabilities			
Deferred tax liabilities (Net)		0	0
Other Long term liabilities	3	30000	30000
(3) Current Liabilities			
Other current liabilities	4	61523	24880
Total		22058330	21711995
II. Assets			
(1) Non-current assets			
(a) Fixed assets	5		
(i) Tangible assets		133737	149085
(b) Non-current investments	6	2100000	2100000
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances	7	16751788	16751788
(e) Other non-current assets	8	23808	47616
(2) Current assets			
(a) Current investments		0	0
(b) Inventories	9	187478	187874
(c) Trade receivables	10	1892099	1892099
(d) Cash and cash equivalents	11	834805	423903
(e) Short-term loans and advances	12	110807	135822
(f) Other current assets	13	23808	23808
Total		22058330	21711995

Significant Accounting Policies and Notes on Accounts '19'

As per our report of even date
FOR, MEHRA ANIL & ASSOCIATES
CHARTERED ACCOUNTANTS

(ANIL MEHRA)
PROPRIETOR
M.NO. 033052
FRNO. 117692W

PLACE : AHMEDABAD
DATE : 30/05/2012

FOR & ON BEHALF OF BOARD
FOR, KASHYAP TELE-MEDICINES LTD.

MANAGING DIRECTOR

DIRECTOR

KASHYAP TELE-MEDICINES LIMITED

[Formerly known as Jindal Online.com Limited]

Statement of Profit & Loss for the year ended 31st March, 2012

PARTICULARS	NOTE	AS AT	AS AT
		31 st March, 2012 ₹	31 st March, 2011 ₹
I. Revenue from operations	14	576000	720000
II. Other Income	15	292528	557135
III. Total Revenue (I +II)		868528	1277135
IV. Expenses:			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	396	0
Employee benefit expense	17	174157	151430
Depreciation	5	15348	15348
Amortization expense		23808	23808
Other expenses	18	275127	438868
Total Expenses		488836	629454
V. Profit before exceptional and extraordinary items and tax	(III - IV)	379692	647681
VI. Exceptional Items- Prior period item		70000	0
VII. Profit before extraordinary items and tax	(V - VI)	309692	647681
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII - VIII)		309692	647681
X. Tax expense:			
(1) Current tax		0	0
(2) Deferred tax		0	0
XI. Profit/(Loss) for the period		309692	647681
XII. Earning per equity share:			
(1) Basic		0.006	0.014
(2) Diluted		0.006	0.014

Significant Accounting Policies and Notes on Accounts '19'

As per our report of even date
FOR, MEHRA ANIL & ASSOCIATES
CHARTERED ACCOUNTANTS

(ANIL MEHRA)
PROPRIETOR
M.NO. 033052
FRNO. 117692W

PLACE : AHMEDABAD
DATE : 30/05/2012

FOR & ON BEHALF OF BOARD
FOR, KAYSHYAP TELE-MEDICINES LTD.

MANAGING DIRECTOR

DIRECTOR

KASHYAP TELE-MEDICINES LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2012

PARTICULARS	AS AT 31 st March, 2012 ₹	AS AT 31 st March, 2011 ₹
Note : 1 Share Capital		
(I) AUTHORISED SHARE CAPITAL :		
150000000 Equity Shares of Rs. 1/- each	150000000	150000000
(Previous Year 150000000 Equity Shares of Rs. 1/- each)		
ISSUED SHARE CAPITAL :		
50000000 Equity Shares of Rs. 1/- each	50000000	50000000
(Previous Year 50000000 Equity Shares of Rs. 1/- each)		
	50000000	50000000
SUBSCRIBED & PAID UP CAPITAL :		
47722000 Equity Shares of Rs. 1/- each	47722000	47722000
(Previous Year 47722000 Equity Shares of Rs. 1/- each)		
Add : Share Forfeiture Account (Application money on 2278000 shares forfeited)	1197500	1197500
	48919500	48919500

(II) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/ Name of shareholder	As at 31 March, 2012		As at 31 March, 2011	
	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held
Equity shares with voting rights:				
Jindal Worldwide Limited	31.25	14915000	31.25	14915000
Amitara Industries Limited	25.94	12380751	25.94	12380751

(III) No bonus shares been issued in last five years. Company has not issued any shares otherwise than in cash.

Note : 2 Reserve & Surplus

Profit & Loss A/c

As at Commencement of the Year

(27262385)

(27910066)

Add : Transferred from Profit & Loss Account

309692

647681

(26952693)

(27262385)

Note : 3 Other Long Term Liabilities

Trade Payables

0

0

Other:

(i) Security deposits received

30000

30000

30000

30000

Note : 4 Other Current Liabilities

TDS on Contract payable

671

0

Creditor for expenses

60852

24880

61523

24880

KASHYAP TELE-MEDICINES LTD.

[Formerly known as Jindal Online.com Limited]

NOTE 5 : FIXED ASSETS

GROSS BLOCKS					DEPRECIATION				NET BLOCK	
DESCRIPTION OF ASSETS	AS AT 01/04/2011	ADD-ITION	DEDU-CTION	AS AT 31/03/2012	UPTO 31/03/2011	FOR THE YEAR	DEDU-CTION	UPTO 31/03/2012	AS AT 31/03/2012	AS AT 31/03/2011
OFFICE EQUIPMENTS	79569	0	0	79569	42034	3780	0	45814	33755	37535
ELECTRIC INSTALLATIONS	243458	0	0	243458	131908	11568	0	143476	99982	111550
COMPUTER	6154846	0	0	6154846	6154846	0	0	6154846	0	0
TOTAL	6477873	0	0	6477873	6328788	15348	0	6344136	133737	149085
PREVIOUS YEAR	6477873	0	0	6477873	6313440	15348	0	6328788	149085	164433

KASHYAP TELE-MEDICINES LTD.

[Formerly known as Jindal Online.com Limited]

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2012

PARTICULARS	AS AT 31 st March, 2012 ₹	AS AT 31 st March, 2011 ₹
Note : 6 Non-Current Investments		
Investment in equity instruments (Unquoted)		
KHANDELWAL INFRASTRUCTURE P. LTD.	1000000	1000000
(50000 Shares of Rs. 20/- each)		
MELWINO INDUSTRIES LTD	1100000	1100000
(55000 Shares of Rs. 20/- each)		
	2100000	2100000
Note : 7 Long-Term Loans & Advances		
Unsecured , considered good		
A) Security Deposits		
Telephone Deposit	34052	34052
B) Loans and advances to related parties	2571350	2571350
C) Other Long term Advances	14146386	14146386
	16751788	16751788
Note : 8 Other Non Current Assets		
A) Unamortised expenses		
Preliminary Expenses	23808	47616
	23808	47616
Note : 9 Inventories		
(As taken, valued & certified by the management)		
Stock-in-trade (acquired for trading)		
Computer Pheripherals (Valued at cost)	187478	187478
C. D. (Valued at cost)	0	396
	187478	187874
Note : 10 Trade Receivables		
Debtors outstanding for a period exceeding six months		
Unsecured, Considered Good	1892099	1892099
	1892099	1892099
Note : 11 Cash & Bank balances		
Cash in Hand	4400	4400
Balance with Scheduled Banks :		
In Current Accounts	830405	419503
In Fixed Deposit Accounts (Pledged with Banks)	0	0
	834805	423903
Note : 12 Short-term Loans & Advances		
Balances with government authorities		
Unsecured, considered good		
TDS receivable 2003-04	4117	4117
TDS receivable 2004-05	10832	10832
TDS receivable 2005-06	20103	20103
TDS receivable 2006-07	14517	14517
TDS receivable 2008-09	6674	6674
TDS receivable 2009-10	10230	10230
TDS receivable 2010-11	3560	69349
TDS receivable 2011-12	40774	0
	110807	135822
Note : 13 Other Current Assets		
A) Unamortised expenses		
Preliminary Expenses	23808	23808
	23808	23808

KASHYAP TELE-MEDICINES LTD.

[Formerly known as Jindal Online.com Limited]

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2012

PARTICULARS	AS AT 31 st March, 2012 ₹	AS AT 31 st March, 2011 ₹
Note : 14 Revenue from operations		
Income from IT Services	576000	720000
	576000	720000
Note :15 Other Incomes		
Commission Income	292528	549492
Dividend	0	7350
Interest on I. T. Refund	0	293
	292528	557135
Note : 16 Increase/(Decrease) in Stocks		
Closing Stock of :		
Computer Pheripherals (Valued at cost)	187478	187478
C. D. (Valued at cost)	0	396
Total (A)	187478	187874
Opening Stock of :		
Computer Pheripherals (Valued at cost)	187478	187478
C. D. (Valued at cost)	396	396
Total (B)	187874	187874
Increase/(Decrease) in Stock (A-B)	(396)	0
Note : 17 Employees Remuneration & benefits		
Salary, Allowances & other Benefits	174157	151430
	174157	151430
Note : 18 Other Expenses		
Audit Fee	22472	22472
Legal & Professional charges	12100	16545
Printing & Stationery Exps.	0	6500
Repairs & Maintenance Exps.	3739	12309
Bank Charges	400	0
Advertisement Exps.	96894	115158
Listing Fees	90963	70895
Conveyance Exp	2475	0
Filling Fees	20560	90
Travelling Exp.	20340	0
Office Exp.	5184	11722
Postage & Courier Exp.	0	23724
Sundry Balance Write off	0	159453
	275127	438868

KASHYAP TELE-MEDICINES LTD.
[Formerly known as Jindal Online.com Ltd.]

NOTE-19

19.1 SIGNIFICANT ACCOUNTING POLICIES :

A) ACCOUNTING METHOD

The Accounts have been prepared as per historical cost conversion on an accrual basic.

B) FIXED ASSETS

Fixed Assets are stated at their cost of acquisition including expenses less accumulated depreciation.

C) INVESTMENTS

Investments are stated at cost.

D) INVENTORIES

Computer peripherals & C. D. are valued at cost or market value whichever is lower.

E) PRELIMINARY AND PUBLIC ISSUE EXPENSES

Preliminary expenses and public issue expenses are written off in ten equal annual instalments. Expenses incurred after 01.04.99 to be amortised over a period of five years.

F) DEPRECIATION

Depreciation is provided on straight line method in accordance with provision of section 205(2)(b) and at the rates prescribed in schedule XIV of the Companies Act, 1956 and any amendment there to from time to time, on pro rata basis with respect to the period of use.

G) RETIREMENT BENEFITS

Gratuity and other retirement benefits are being accounted for on cash basis.

H) REVENUE RECOGNITION

The Revenue of the company have been accounted for on accrual basis except the income from accounts in default, which shall be accounted as and when received.

19.2 The balance of Creditors, Loans and Advances and Debtors are subject to confirmation and necessary adjustment, if any, will be made on its reconciliation.

19.3 In the opinion of the Board, the current assets, Loans and Advance are approximately of the value stated if realised in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount considered necessary.

19.4 Travelling Expenses including Director's Inland Travelling Rs NIL

19.5 Contingent liabilities as on 31/03/2012 are as follows :

- | | | | |
|----|------------------------------------|-----|-------|
| 1. | Bank Guarantees | NIL | (NIL) |
| | (Against Pledge of Fixed Deposits) | | |
| 2. | Capital Contracts not executed for | NIL | (NIL) |

19.6 Claim against company not acknowledged as debts : NIL (NIL)

19.7 None of the employees received remuneration of Rs. 6000000/- per annum or Rs. 500000/- per month during the part of the year and hence, reporting of information as per section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rule, 1975, does not arise.

19.8	(i) Expenditure in foreign currency	Rs. NIL	(NIL)
	(ii) Earning in foreign currency	Rs. NIL	(NIL)

19.9 Since the company operates in a single segment i. e. "ISP" Accounting Standard (AS) - 17 Segment Reporting issued by the Institute of Chartered Accountants of India is not applicable.

19.10 RELATED PARTY DISCLOSURE:

NAME OF PARTY	NATURE OF TRANSACTION	NATURE OF RELATIONSHIP	TRANSACTION AMOUNT	OUTSTANDING AMOUNT
Jilco Securities Ltd	Loan	Associate	0	2571350
Jindal Denims Inc.	Sale	Associate	192000	0
Jindal Fabric Inc.	Sale	Associate	192000	0
Amitara Overseas Ltd.	Sale	Associate	192000	0

19.11 The company has unabsorbed depreciation & carried forward losses under the tax laws . In absence of virtual certainty of sufficient future taxable income, net deferred tax assets has not been recognized by way of prudence in accordance with Accounting standard (As)-22 " Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.

19.12 AUDITORS REMUNERATION (incl. Service Tax) Rs. 22472/- (22472/-)

19.13 MANAGERIAL REMUNERATION Rs. NIL (NIL)

19.14 EARNING PER SHARE :	CURRENT YEAR	PREVIOUS YEAR
BASIC / DILUTED	0.006	0.014
Net Profit / Loss attributable to shareholders	309692	647681
Weighted Average Number of shares	47722000	47722000

19.15 Figures of previous year have been regrouped and/or recast wherever felt necessary to make them comparable with the current year.

19.16 Prior period items represents payment to BSNL of Rs. 70000/- towards settlement of old dues.

19.17 Notes 1 to 19 form integral part of accounts.

FOR, MEHRA ANIL & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR, KASHYAP TELE-MEDICINES LTD.

(ANIL MEHRA)
PROPRIETOR
M.NO. 033052
FRNO. 117692W

MANAGING DIRECTOR

DIRECTOR

PLACE : AHMEDABAD

DATE : 30/05/2012

KASHYAP TELE-MEDICINES LTD.
[Formerly known as Jindal Online.com Ltd.]

Balance Sheet abstract and company's General Business Profile:

I. Registration Details:

Registration No.	:	11-85738
State Code	:	11
Balance Sheet Date	:	31.03.2012

II. Capital raised during the year :

Public issue	:	NIL
Right issue	:	NIL
Bonus Issue	:	NIL
Private Placement	:	NIL

III. Position of Mobilisation and development of funds (Amount in Rs.):

Total Liabilities	:	22058330
Total Assets	:	22058330

Sources of funds:

Paid-up Capital	:	48919500
Reserves & Surplus	:	(26952693)
Non-Current Liabilities	:	30000
Current Liabilities	:	61523

Application of Funds:

Net Fixed Assets	:	133737
Non-current investments	:	2100000
Long term loans and advances	:	16751788
Other non-current assets	:	23808
Current assets	:	3048997

IV. Performance of the company:

Turnover/other Income	:	868528
Total Expenditure	:	558836
Profit/Loss before Tax	:	309692
Profit/Loss after Taxation	:	309692
Earning per share (Rs.)	:	0.006
Dividend in percentage	:	NIL

V. General names of the Principal Products, Services of the Company:

<u>Product Description</u>	<u>Item Code No.(ITC CODE)</u>
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Providing Internet services & other allied services	N.A.
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PLACE : AHMEDABAD
DATE : 30/05/2012

FOR, KASHYAP TELE-MEDICINES LTD.

MANAGING DIRECTOR

KASHYAP TELE-MEDICINES LIMITED
[Formerly known as Jindal Online.com Ltd.]
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST, 2012

PARTICULARS	31 st March, 2012 ₹	31 st March, 2011 ₹
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax & Extra Ordinary Items	309692	647681
Adjustment for :		
Preliminary Expenses	23808	23808
Depreciation	15348	15348
Loss On Sale Of Investment	0	0
Loss on Sale of Fixed Assets	0	0
Sundry Balance w/off	0	0
Operating Profit before Working Capital Changes	348848	686837
Adjustments for :		
Change in Inventory	396	0
Change in Trade receivables	0	214745
Change in other receivables	25015	-916012
Change in Current Liabilities	36643	-12759
Cash generated from operations	410902	-27189
Direct Tax paid	0	0
Cash flow before extraordinary items	410902	-27189
Extra ordinary Items :	0	0
NET CASH FLOW FROM OPERATING ACTIVITIES	410902	-27189
B) CASH FLOW FROM INVESTING ACTIVITIES		
Pre-operative Exps.	0	0
Purchase of Fresh Investments	0	0
Purchase / Sale of Fixed Assets	0	0
Loss on sale of Fixed Assets	0	0
Sale of Investment	0	0
Loss on sale of investment	0	0
NET CASH FLOW FROM INVESTING ACTIVITIES	0	0
C) CASH FLOW FROM FINANCING ACTIVITIES		
Change in Short term borrowings	0	0
Increase in Share Capital	0	0
NET CASH USED IN FINANCING ACTIVITIES	0	0
Net change in Cash and Cash Equivalents	410902	-27189
Cash and Cash equivalents at the beginning of the period	423903	451092
Cash and Cash equivalents at the end of the period	834805	423903

For, **MEHRA ANIL & ASSOCIATES**
Chartered Accountants

(ANIL MEHRA)
Proprietor
M.NO. 033052
FRNO. 117692W

FOR & ON BEHALF OF BOARD
FOR, KASHYAP TELE-MEDICINES LTD.

MANAGING DIRECTOR

DIRECTOR

Place : Ahmedabad
Date : 30/05/2012

AUDITORS CERTIFICATE

To,
The Board of Directors
Kashyap Tele-medicines Ltd.
[Formerly known as Jindal Online.com Ltd.]
Ahmedabad

I have examined the attached cash flow statement of KASHYAP TELE-MEDICINES LTD for the period ended 31st March 2012. The statement has been prepared by the company in accordance with the requirements of clause 32 of Listing Agreement with stock exchange and is based on and in agreement with the corresponding Profit & Loss A/c and Balance Sheet of the company covered by our report of 31st March 2012 to the members of the company.

Place : Ahmedabad
Date : 30/05/2012

For, MEHRA ANIL & ASSOCIATES
Chartered Accountants

(ANIL MEHRA)
Proprietor
M.NO. 033052
FRNO. 117692W

KASHYAP TELE-MEDICINES LTD.

Regd. Office: -2nd Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-2

PROXY FORM

I/ we _____
a member/members of Kashyap Tele-Medicines Ltd. (Formerly known as Jindal Online.Com Ltd.) hereby appoint
Mr. / Mrs. / Ms _____ of _____ or failing
him _____ of _____ or failing
him _____ of _____ as my/our proxy, to attend and vote for me/
us and on my/our behalf at the 18th Annual General Meeting of the company to be held at Jewel of Chembur
Hotel, 1st Road, Opp.B.M.C.Office, Chembur, Mumbai on 13th day of July, 2012 at 11.30 A.M. or at any
adjournment thereof.

Signed this _____ day of _____ 2012

Affix
Revenue
Stamp

Signature _____

Note: - The proxy must be deposited at the Registered office of the company at 2nd floor, Pushpawati
Building, Chandanwadi, Girgaon Road, Mumbai-2, not less than 48 hours before the time of holding the meeting.

Kashyap Tele-Medicines Ltd.

Regd. Office: -2nd Floor, Pushpawati Building, Chandanwadi,
Girgaon Road, Mumbai-2

ATTENDANCE SLIP

Client ID	
DP ID	
No. of Shares	

Ledger Folio No	
No. of Shares	

I/we hereby record my presence at the 18th Annual General Meeting of the company to be held at Jewel of
Chembur Hotel, 1st Road, Opp.B.M.C.Office, Chembur, Mumbai on 13th day of July, 2012 at 11.30 A.M.

Signed this _____ day of _____ 2012

.....
(Member's / Proxy's name (in block letters))

.....
Signature of member/ proxy

Note: - Shareholders/proxies are requested to bring the duly completed Attendance Slips with them, and hand it over at the
entrance, affixing their signatures on the slip.