

# KASHYAP TELE-MEDICINES LIMITED

(Formerly Known as JINDAL ONLINE.COM LIMITED)

Regd. Off.: 2<sup>nd</sup> Floor, Pushpawati Building No. 2, Girgaon Road, Chandanwadi, Mumbai –02

Corp. Off. : “Suryarath”, 1<sup>st</sup> Floor, Panchwati, 1<sup>st</sup> Lane, Ambawadi, Ahmedabad – 06

CIN: L29110MH1995PLC085738

## FORM A

(Pursuant to clause 31(a) of Listing Agreement)

1.	Name of the company	Kashyap Tele- Medicines Limited (Formerly known as Jindal Online.Com Ltd.)
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015.
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Not Applicable
5.	To be signed by- <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the company</li><li>• Audit Committee Chairman</li></ul>	Mr. Amit Agrawal NA M/s Mehra Anil & Associates Mrs. Surabhi Agrawal

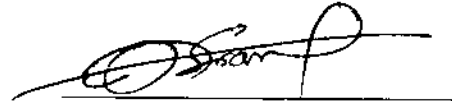
FOR KASHYAP TELE- MEDICINES LIMITED  
(Formerly Known As Jindal Online.Com Ltd.

  
MANAGING DIRECTOR

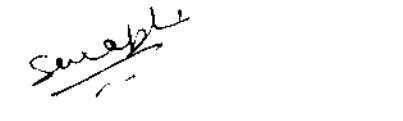
AUDITOR OF THE COMPANY

AUDIT COMMITTEE CHAIRMAN

Date – 14/08/2015







# **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  
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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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@jindaltextiles.com](mailto:information@jindaltextiles.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 ₹)**

	31/03/2015	31/03/2014
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

## **KASHYAP TELE-MEDICINES LIMITED**

### **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.

3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of 70 years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 years.

- **Term / Tenure:**

- 1. Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- 2. Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 listed companies as an Independent Director and 3 listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed-company.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **Remuneration Policy**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from 1st April unless otherwise decided by the board.

## **KASHYAP TELE-MEDICINES LIMITED**

4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. **Fixed pay:**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director:**

1. **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### **23. INTERNAL CONTROL SYSTEMS:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has engaged the services of an Independent Chartered Accountant to carry out the Internal Audit. The Internal Auditor places Internal Audit reports in the meeting of Audit Committee.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant Audit observations and corrective actions thereon are presented before the Board.

### **24. CORPORATE SOCIAL RESPONSIBILITIES**

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 however there is no requirement to constitute Corporate Social Responsibility Committee.

### **25. RATIO OF REMUNERATION TO EACH DIRECTOR**

The company is not require to make disclosures pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to Managerial Remuneration as Company is not paying any remuneration to its Directors or other Key Managerial Persons.

**26. LISTING OF SHARES**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) with scrip code No. **531960** and on Ahmadabad Stock Exchange (ASE) with scrip code No. **28484**. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2015-16 have been paid.

**27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

The Bombay Stock Exchange Limited wide its letter dated 27/02/2015, trading in securities of the company have been suspended due to various reasons w.e.f. 04/03/2015. No other significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in Future

**28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same may write to the company in advance.

**29. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2014-15, the company has not received any Complaints on sexual harassment and hence no complaints remain pending as of 31 March, 2015.

**30. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (b) the directors had selected such 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 and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**31. ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**On behalf of the Board of Directors,  
For Kashyap Tele-Medicines Limited**

*Sd/-*  
**Managing Director**  
14/08/2015

**Kashyap Tele – Medicines Limited**  
**Regd. Office: 2<sup>nd</sup> Floor, Pushpawati Building No. 2,**  
**Chandanwadi, Girgaon Road, Mumbai - 400002**  
**Tel: 07971001500**  
**Email: information@jindaltextiles.com**  
**CIN: L29110MH1995PLC085738**

**ANNEXURE TO DIRECTORS' REPORT**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)**  
**of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L29110MH1995PLC085738
2.	Registration Date	20/02/1995
3.	Name of the Company	KASHYAP TELE-MEDICINES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non- Government Company
5.	Address of the Registered office & contact details	2ND FLOORPUSHPAVATI BLDG, CHANDAN WADI, MUMBAI, MAHARASHTRA - 400002
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S. MCS LIMITED 10, Shatdal Complex, 1 <sup>st</sup> Floor, Opp. Bata Show Room, Ashram Road, Shreyas Colony, Ahmedabd, Gujarat - 380009

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SR. No.	Name and Description of main products/ Services	NIC Code of the Product/ service	% to total turnover of the company
1	Information Technologies related	74	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-**

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/Subsidiary Associate	% of shares held	Applicable Section
1.	N.A	N.A	N.A	N.A	N.A

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	2457900	0	2457900	5.15%	2457900	0	2457900	5.15%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	14915000	0	14915000	31.25%	14915000	-	14915000	31.25%	0.00%
e) Banks / FI	0	0	0	0.00%	0	-	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	-	0	0.00%	0.00%
<b>Total shareholding of Promoter (A)</b>	<b>17372900</b>	<b>0</b>	<b>17372900</b>	<b>36.40%</b>	<b>17372900</b>	<b>0</b>	<b>17372900</b>	<b>36.40%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	-	0	0.00%	0.00%
b) Banks / FI	27000	0	27000	0.06%	27000	0	27000	0.06%	0.00%
c) Central Govt	0	0	0	-	-	-	-	-	-
d) State Govt(s)	0	0	0	-	-	-	-	-	-
e) Venture Capital Funds	0	0	0	-	-	-	-	-	-
f) Insurance Companies	0	0	0	-	-	-	-	-	-
g) FIIs	0	0	0	-	-	-	-	-	-
h) Foreign Venture Capital Funds	0	0	0	-	-	-	-	-	-
i) Others (specify)	0	0	0	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>27000</b>	<b>0</b>	<b>27000</b>	<b>0.06%</b>	<b>27000</b>	<b>0</b>	<b>27000</b>	<b>0.06%</b>	<b>0.00%</b>
2. Non-Institutions									
a) Bodies Corp.	15134586	0	15134586	31.71%	14973452	0	14973452	31.38%	0.33%
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	10555598	43030	10598628	22.21%	10917482	36030	10953512	22.95%	0.74 %
ii) Individual shareholders holding nominal share capital in excess ₹ 1 lakh	4130846	0	4130846	8.66%	3937496	-	3937496	8.25%	0.41%
c) Qualified Foreign Investor	44475	0	44475	0.09%	69108	0	69108	0.14%	0.05%
d) Others (Specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
i) Trusts	2000	0	2000	0.00%	2000	0	2000	0.00%	0.00%
ii) HUF	411565	0	411565	0.86%	386532		386532	0.81%	0.05%
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>30279070</b>	<b>43030</b>	<b>30322100</b>	<b>63.54%</b>	<b>30286070</b>	<b>43030</b>	<b>30322100</b>	<b>63.54%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>30306070</b>	<b>43030</b>	<b>30349100</b>	<b>63.60%</b>	<b>30313070</b>	<b>36030</b>	<b>30349100</b>	<b>63.60%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>47678970</b>	<b>43030</b>	<b>47722000</b>	<b>100%</b>	<b>47685970</b>	<b>36030</b>	<b>47722000</b>	<b>100%</b>	<b>0.00%</b>



## KASHYAP TELE-MEDICINES LIMITED

### B) Shareholding of Promoter-

Sr No	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2014]			Share holding at the end of the year [As on 31-March-2014]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Dr. Yamunadutt Agrawal	351000	0.74%	0.00%	351000	0.74%	0.00%	0.00%
2	Mr. Amit Agrawal	500000	1.05%	0.00%	500000	1.05%	0.00%	0.00%
3	Mr. Jitendra Agrawal	749900	1.57%	0.00%	749900	1.57%	0.00%	0.00%
4	Mr. Radheshyam Agrawal	357000	0.75%	0.00%	357000	0.75%	0.00%	0.00%
5	Ms. Sarbatidevi Agrawal	500000	1.05%	0.00%	500000	1.05%	0.00%	0.00%
6	Jindal Worldwide Ltd.	14915000	31.25%	0.00%	14915000	31.25%	0.00%	0.00%

### C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	#	#	#	#
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	#	#	#	#
	At the end of the year	#	#	#	#

# there is no change

### D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2014		Transactions during the year		Cumulative Shareholding at the end of the year - 2015	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	At the beginning of the year	16639536	34.8677	N.A	N.A	N.A	N.A
	i AMITARA INDUSTRIES LTD.	12380751	25.9435	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	12380751	25.9435	N.A	N.A	N.A	N.A
	ii SNEHAL OVERSEAS PRIVATE LIMITED	1108020	2.3218	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	1108020	2.3218	N.A	N.A	N.A	N.A

**KASHYAP TELE-MEDICINES LIMITED**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2014		Transactions during the year		Cumulative Shareholding at the end of the year - 2015	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
iii	KAILASH T AGRAWAL	820000	1.7183	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	820000	1.7183	N.A	N.A	N.A	N.A
iv	VINOD SHARES LTD	437751	0.9173	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	437751	0.9173	N.A	N.A	N.A	N.A
v	HITESH KARNAWAT	394423	0.8265	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	394423	0.8265	N.A	N.A	N.A	N.A
vi	ANUP KUMAR SINGHANIA	342500	0.7177	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	342500	0.7177	N.A	N.A	N.A	N.A
vii	RISHAB KUMAR JAIN	335000	0.702	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	335000	0.702	N.A	N.A	N.A	N.A
viii	SUSHILA DEVI LALIT KUMAR KARNAWAT	321091	0.6728	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	321091	0.6728	N.A	N.A	N.A	N.A
ix	SHRINATHJI DYE CHEM EXPORT PVT LTD	250000	0.5239	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	250000	0.5239	N.A	N.A	N.A	N.A
x	PANKAJ HIRALAL DESAI	250000	0.5239	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Shareholding during the Year	N.A	N.A	N.A	N.A	N.A	N.A
	AT THE END OF THE YEAR	250000	0.5239	N.A	N.A	N.A	N.A

Note:

1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 47,722,00 Shares.
  2. The details of holding has been clubbed based on PAN.
  3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.
- # there is no change

## KASHYAP TELE-MEDICINES LIMITED

### E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
(1)	Mr. Amit Agrawal	500000	1.05%	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year				
(1)	Mr. Amit Agrawal	500000	1.05%	-	-

### V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	---	---	
1	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	---	---	---	
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

## KASHYAP TELE-MEDICINES LIMITED

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (giveDetails)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**Annexure-B  
Form No. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members

**KASHYAP TELE-MEDICINES LIMITED***(Formerly known as Jindal Online.Com Limited)*

Regd. Off: 2ND FLOOR, PUSHPAVATI BLDG,

CHANDAN WADI, MUMBAI – 400002 (Maharashtra)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kashyap Tele-Medicines Limited *(Formerly known as Jindal Online.Com Limited)* (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure A for the Financial Year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) other laws as applicable specifically to the company as identified by the management of the company.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at para (iv) & point (c) to (h) of para (v) mentioned hereinabove during the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Ltd. and the Ahmedabad Stock Exchange Limited;

## **KASHYAP TELE-MEDICINES LIMITED**

However, it was noted that compliance of secretarial standards issued by ICSI were not mandatory as none of the standards were notified during the period under review.

It has been noted that name of the company has been changed from Jindal online.com Limited to Kashyap Tele-Medicines Ltd. with the approval of Registrar of Companies however the same has not been changed in the records of BSE Ltd. Moreover, We have been informed that as per letter dated 27/02/2015 of BSE Ltd., trading in securities of the company w.e.f. 04/03/2015 have been suspended due to various reasons as mentioned therein. The company has informed that they are in process of making representation to appropriate authority for revocation of suspension of trading in securities.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, mentioned hereinabove to the extent of its applicability and there is adequate compliance management system for the purpose of other laws. We have been given to understand that there were no industry specific law which were applicable to the company specifically and therefore, we have not carried out audit of other laws.

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However we were given to understand that Company is in process of searching suitable candidates for post of Company Secretary and Chief Financial Officer as Key Managerial Personnel for compliance with the provisions of section 203 of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I/we further report that** during the audit period there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place :** Ahmedabad

**Date :** 14/08/2015

Signature:

**Name of Company Secretary:** Ashish C. Doshi

**Membership No:** 3544

**C. O. P. No:** 2356

This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.

**ANNEXURE - A**

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee, Stakeholders' Relationship Committee and CSR Committee along with Attendance Register held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under viz.
  - Register of Directors & KMP
  - Register of Directors' Shareholding
  - Register of loans, guarantees and security and acquisition made by the Company
  - Register of Members
  - Periodical BENPOS, Registers of DEMAT/REMAT and records made available from RTA
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
7. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the period under report.
9. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment
10. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI Regulations as mentioned hereunder.
  - Whistle Blower Policy / Vigil Mechanism
  - Policy on Sexual Harassment at the work place
  - Policy on Related Party Transactions
  - Code of conduct & Ethics
  - Nomination and remuneration Policy

**ANNEXURE - B**

To,  
The Members  
**KASHYAP TELE-MEDICINES LIMITED**  
*(Formerly known as Jindal Online.Com Limited)*  
Regd. Off: 2ND FLOOR, PUSHPAVATI BLDG,  
CHANDAN WADI, MUMBAI – 400002 (Maharashtra)

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



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

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Kashyap Tele-Medicines Ltd.** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015
- b) in the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements,
  - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
  - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**(ANIL MEHRA)**  
PROPRIETOR  
**M.No. 033052**  
**FRNo. 117692W**

**Place : AHMEDABAD**  
**Date : 30.05.2015**

## **KASHYAP TELE-MEDICINES LIMITED**

### **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT:**

(Referred to in Paragraph 1 under section (Report on other Legal and Regulatory Requirements, of our report of even date)

1. a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
b) All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. a) The inventories have been physically verified at reasonable intervals by the management.  
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.
3. As informed to us, the company has not taken loans from the parties covered in the register maintained under section 189. The company has granted unsecured loans to company covered in the register maintained under section 189 of the Companies Act. The maximum amount outstanding during the year was ₹ 3921350 and the year ended balance being ₹3921350/-.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.  
b) According to the information and explanations given to us, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31,2015,  
c) In our opinion and according to the information and explanations given to us, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder have been transferred to such fund within time,
8. The company has not incurred any cash Loss during the period covered by our audit and no cash Loss during the immediately preceding financial year. The accumulated losses of the company as on 31.03.2015 stands at ₹ 26400943 which exceeds the net worth of the company by more than 50%. The accumulated losses of the company as on 31.03.2014 were ₹ 26603987/-
9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
10. According to the information and explanations given to us, the Company has given guarantee amounting to ₹ 2175.40 Lacs for loans taken by others from banks. . According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
11. To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the company has raised new term loan during the current financial year and utilised the same for the purpose for which the loans were obtained.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

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

**(ANIL MEHRA)**  
PROPRIETOR  
M.No. 033052  
FRNo. 117692W

Place : AHMEDABAD  
Date : 30.05.2015

**KASHYAP TELE-MEDICINES LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	48919500	48919500
(b) Reserves and Surplus	2	(26400943)	(26603987)
<b>(2) Non-Current Liabilities</b>			
Deferred tax liabilities (Net)		0	0
Other Long term liabilities	3	30000	30000
<b>(3) Current Liabilities</b>			
Other current liabilities	4	53391	111796
<b>Total</b>		22601948	22457309
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	5		
<i>Tangible assets</i>		0	103041
(b) Non-current investments	6	2100000	2100000
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances	7	18101788	18101788
(e) Other non-current assets		0	0
<b>(2) Current assets</b>			
(a) Current investments		0	0
(b) Inventories		0	0
(c) Trade receivables	8	1284853	1445463
(d) Cash and cash equivalents	9	1058553	630093
(e) Short-term loans and advances	10	56754	76924
(f) Other current assets	11	0	0
<b>Total</b>		22601948	22457309

Significant Accounting Policies and Notes on Accounts

'16'

As per our report of even date,

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

**(ANIL MEHRA)**  
**PROPRIETOR**  
**M.NO. 033052**  
**FRNO. 117692W**  
**PLACE : AHMEDABAD**  
**DATE : 30-05-2015**

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

**MANAGING DIRECTOR**  
(Mr. Amit Agrawal)

**DIRECTOR**  
(Mr. Dinesh Jain)

**KASHYAP TELE-MEDICINES LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015**

Particulars	Note	As at	As at
		31st March, 2015 ₹	31st March, 2014 ₹
(1) Revenue from operations	12	1200000	1200000
(2) Other Income	13	9140	0
<b>Total Revenue</b>		<b>1209140</b>	<b>1200000</b>
(3) Expenses:			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0	0
Employee benefit expense	14	374089	251735
Depreciation	5	0	15348
Amortization expense		0	23808
Other expenses	15	528966	690092
<b>Total Expenses</b>		<b>903055</b>	<b>980983</b>
(4) <b>Profit before exceptional and extraordinary items and tax</b>		<b>306085</b>	<b>219017</b>
Exceptional Items			
Profit before extraordinary items and tax		<b>306085</b>	<b>219017</b>
Extraordinary Items		0	0
(5) <b>Profit before tax</b>		<b>306085</b>	<b>219017</b>
(6) <b>Tax expense:</b>			
Current tax		0	0
Deferred tax		0	0
(7) <b>Profit/(Loss) for the period</b>		<b>306085</b>	<b>219017</b>
(8) Earning per equity share:			
Basic & Diluted		0.006	0.005
Significant Accounting Policies and Notes on Accounts	'16'		

As per our report of even date,

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

**(ANIL MEHRA)**  
**PROPRIETOR**  
**M.NO. 033052**  
**FRNO. 117692W**  
**PLACE : AHMEDABAD**  
**DATE : 30-05-2015**

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

**MANAGING DIRECTOR**  
(Mr. Amit Agrawal)

**DIRECTOR**  
(Mr. Dinesh Jain)

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST, 2015

PARTICULARS	31.03.2015 ₹	31.03.2014 ₹
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit after tax & Extra Ordinary Items	306085	219017
Adjustment for :		
Preliminary Expenses	0	23808
Depreciation	0	15348
<b>Operating Profit before Working Capital Changes</b>	<b>306085</b>	<b>258173</b>
Adjustments for :		
Change in Inventory	0	0
Change in Trade receivables	160610	446636
Change in other receivables	20170	(1364400)
Change in Current Liabilities	(58405)	24972
<b>Cash generated from operations</b>	<b>428460</b>	<b>(634619)</b>
Direct Tax paid	0	0
<b>Cash flow before extraordinary items</b>	<b>428460</b>	<b>(634619)</b>
Extra ordinary Items	0	0
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>428460</b>	<b>(634619)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>0</b>	<b>0</b>
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>0</b>	<b>0</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>0</b>	<b>0</b>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>0</b>	<b>0</b>
Net change in Cash and Cash Equivalents	428460	(634619)
Cash and Cash equivalents at the beginning of the period	630093	1264712
Cash and Cash equivalents at the end of the period	1058553	630093

As per our report of even date,

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

**(ANIL MEHRA)**  
**PROPRIETOR**  
**M.NO. 033052**  
**FRNO. 117692W**  
**PLACE : AHMEDABAD**  
**DATE : 30-05-2015**

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

**MANAGING DIRECTOR**  
(Mr. Amit Agrawal)

**DIRECTOR**  
(Mr. Dinesh Jain)

**KASHYAP TELE-MEDICINES LIMITED**
**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>Note : 1 Share Capital</b>		
(I) AUTHORISED SHARE CAPITAL :		
150000000 Equity Shares of ₹ 1/- each (Previous Year 150000000 Equity Shares of ₹ 1/- each)	150000000	150000000
ISSUED SHARE CAPITAL :		
50000000 Equity Shares of ₹ 1/- each (Previous Year 50000000 Equity Shares of ₹ 1/- each)	50000000	50000000
	<u>50000000</u>	<u>50000000</u>
SUBSCRIBED & PAID UP CAPITAL :		
47722000 Equity Shares of ₹ 1/- each (Previous Year 47722000 Equity Shares of ₹ 1/- each)	47722000	47722000
Add : Share Forfeiture Account (Application money on 2278000 shares forfeited)	1197500	1197500
	<u>48919500</u>	<u>48919500</u>

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

Class of shares/ Name of shareholder	As at 31 March,2015		As at 31 March,2014	
	% holding	Number of shares held	% holding	Number of shares held
<b>Equity shares with voting rights:</b>				
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.**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>Note : 2 Reserve &amp; Surplus</b>		
<b>Profit &amp; Loss A/c</b>		
As at Commencement of the Year	(26603987)	(26823004)
Less : Carrying amounts of Fixed Assets debited to retained earning where useful life of asset is NIL as on 01.04.14	0 103041	
Add : Transferred from Profit & Loss Account	306085	219017
	<u>(26400943)</u>	<u>(26603987)</u>
<b>Note : 3 Other Long Term Liabilities</b>		
Security deposits received	30000	30000
	<u>30000</u>	<u>30000</u>
<b>Note : 4 Other Current Liabilities</b>		
Creditor for expenses	53391	111796
	<u>53391</u>	<u>111796</u>

**KASHYAP TELE-MEDICINES LIMITED**

**NOTE : 5 FIXED ASSETS**

TANGIBLE ASSETS	GROSS BLOCKS			DEPRECIATION			NET BLOCK		
	AS AT 01/04/2014	ADDITION	DEDUCTION	AS AT 31/03/2015	UP TO 01/04/2014	FOR THE YEAR	DEDUCTION UP TO 31/03/2015	AS AT 31/03/2015	AS AT 31/03/2014
OFFICE EQUIPMENTS	79569	0	79569	0	53374	53374	0	0	26195
ELECTRIC INSTALLATIONS	243458	0	243458	0	166612	166612	0	0	76846
COMPUTER	6154846	0	6154846	0	6154846	6154846	0	0	0
<b>T O T A L</b>	<b>6477873</b>	<b>0</b>	<b>6477873</b>	<b>0</b>	<b>6374832</b>	<b>0</b>	<b>6374832</b>	<b>0</b>	<b>103041</b>

**PREVIOUS YEAR**

Particulars	As at 31st March, 2015	As at 31st March, 2014
	₹	₹

**Note : 6 Non-Current Investments**

**Investment in equity instruments (Unquoted)**

KHANDELWAL INFRASTRUCTURE P. LTD. (50000 Shares of ₹ 20/- each )	1000000	1000000
MELWINO INDUSTRIES LTD (55000 Shares of ₹ 20/- each)	1100000	1100000
	<b>2100000</b>	<b>2100000</b>

**Note : 7 Long-Term Loans & Advances**

**Unsecured, considered good**

**A) Security Deposits**

Telephone Deposit	34052	34052
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**B) Loans and advances to related parties**

	3921350	3921350
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**C) Other Long term Advances**

	14146386	14146386
--	----------	----------

	<b>18101788</b>	<b>18101788</b>
--	-----------------	-----------------

**Note : 8 Trade Receivables**

Debtors outstanding for a period exceeding six months

Unsecured, Considered Good	1284853	1445463
	<b>1284853</b>	<b>1445463</b>

**Note : 9 Cash & Bank balances**

Cash in Hand	4400	4400
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Balance with Scheduled Banks :

In Current Accounts	1054153	625693
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	<b>1058553</b>	<b>630093</b>
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**Note : 10 Short-term Loans & Advances**

**Balances with government authorities**

**Unsecured, considered good**

Advance Income Tax & TDS	56754	76924
	<b>56754</b>	<b>76924</b>



**KASHYAP TELE-MEDICINES LIMITED**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>Note : 11 Other Current Assets</b>		
<b>A) Unamortised expenses</b>		
Preliminary Expenses	0	0
	<b>0</b>	<b>0</b>
	<b>0</b>	<b>0</b>
 <b>Note : 12 Revenue from operations</b>		
Income from IT Services	1200000	1200000
	<b>1200000</b>	<b>1200000</b>
	<b>1200000</b>	<b>1200000</b>
 <b>Note :13 Other Incomes</b>		
Dividend	8400	0
Interest on TDS refund	740	
	<b>9140</b>	<b>0</b>
	<b>9140</b>	<b>0</b>
 <b>Note : 14 Employees Remuneration &amp; benefits</b>		
Salary, Allowances & other Benefits	374089	251735
	<b>374089</b>	<b>251735</b>
	<b>374089</b>	<b>251735</b>
 <b>Note : 15 Other Expenses</b>		
Audit Fee	13483	22472
Legal & Professional charges	20108	0
Printing & Stationery Exps.	11000	6500
Repairs & Maintenance Exps.	5506	3809
Bank Charges	0	300
Advertisement Exps.	92342	79089
Listing Fees	186783	91771
Filling Fees	15415	7140
Travelling Exp.	18697	31952
Office Exp.	5000	0
Interest on TDS	0	193
Balances Written off	160632	446866
	<b>528966</b>	<b>690092</b>
	<b>528966</b>	<b>690092</b>

**NOTE-16**

**16.1 SIGNIFICANT ACCOUNTING POLICIES :**

a) Accounting Method

The financial statements have been prepared on mercantile basis of accounting in accordance with the historical cost convention in accordance with the generally accepted accounting principles in India and the relevant provisions of Companies Act, 2013.

b) Fixed Assets

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

c) Investments

Investments are stated at cost.

F) DEPRECIATION

Depreciation on fixed assets is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013.

G) RETIREMENT BENEFITS

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

H) REVENUE RECOGNITION

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

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

16.3 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.

16.4 Contingent liabilities as on 31/03/2015 are : NIL (NIL)

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

16.6 None of the employees received remuneration of ₹ 6000000/- per annum or ₹ 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.

16.7 (i) Expenditure in foreign currency ₹ NIL (NIL)

(ii) Earning in foreign currency ₹ NIL (NIL)

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

**16.9 RELATED PARTY DISCLOSURE:**

Name Of Party	Nature Of Transaction	Nature Of Relationship	Trasanction Amount	Outstanding Amount
Amitara Overseas Ltd.	Sale	Enterprises over which Key Managerial Personnel are able to exercise significant influence	240000	0
Deepshikha Exim Pvt. Ltd.	Sale		60000	0
Jindal Denims Inc.	Sale		240000	0
Jindal Hometex Inc.	Sale		240000	0
Tarachand & Sons T Pvt. Ltd	Sale		60000	0
Yash Exports Pvt. Ltd.	Sale		60000	0
Yash Weavers Pvt. Ltd.	Sale		60000	0
Jilco Securities Ltd.	Loan		0	3921350 (Dr.)

## **KASHYAP TELE-MEDICINES LIMITED**

16.10 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.

16.11 AUDITORS REMUNERATION (incl. Service Tax) ₹ 13483/- (₹ 22472/-)

16.12 MANAGERIAL REMUNERATION ₹ NIL ( NIL)

16.13 EARNING PER SHARE :

	CURRENT YEAR	PREVIOUS YEAR
BASIC	0.006	0.005
Net Profit / Loss attributable to shareholders	₹ 306085	₹219017
Weighted Average Number of shares	47722000	47722000

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

16.15 Notes 1 to 16 form integral part of accounts.

As per our report of even date,

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

**(ANIL MEHRA)  
PROPRIETOR  
M.NO. 033052  
FRNO. 117692W  
PLACE : AHMEDABAD  
DATE : 30-05-2015**

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

**MANAGING DIRECTOR  
(Mr. Amit Agrawal)**

**DIRECTOR  
(Mr. Dinesh Jain)**

**KASHYAP TELE-MEDICINES LTD.**Regd. Office: -2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-2**PROXY FORM**21<sup>st</sup> ANNUAL GENERAL MEETING  
Thursday 24<sup>th</sup> September, 2015

Name of the Member (s) : \_\_\_\_\_  
(IN BLOCK LETTERS)  
Registered Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio / DP ID Client ID No. : \_\_\_\_\_

I /We being the member (s) holding \_\_\_\_\_ Shares of the above named Company hereby appoint:

- (1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him / her:  
(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him / her:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty First Annual General Meeting of the Company, to be held on Thursday, 24<sup>th</sup> day of September, 2015 at Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No. Description of Resolution**

- 1 Adoption of the financial statements of the Company for the year ended 31 March, 2015 together with the reports of the Directors' and Auditors' thereon  
2 Re-appointment of Mr. Sanjeev Agrawal as a Director, liable to retirement by rotation  
3 Appointment of Statutory Auditors and fixing their remuneration

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix Revenue Stamp (15 paise)
---

**Notes:**

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.  
ii. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/ depository participant.  
iii. A Proxy need not be a Member.

**KASHYAP TELE-MEDICINES LTD.**Regd. Office: -2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-2**ATTENDANCE SLIP**

<b>Client ID</b>	<b>Ledger Folio No</b>
<b>DP ID</b>	<b>No. of Shares</b>
<b>No. of Shares</b>	

I/we hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the company to be held at Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai on Thursday, 24<sup>th</sup> September, 2015 at 11.30 A.M. or at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
(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.



**KASHYAP TELE-MEDICINES LTD.**Regd. Office: -2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-2**Form No. MGT-12****Polling Paper****[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]****Name of the Company : Kashyap Tele-Medicines Limited  
(Formerly known as Jindal Online.Com Limited)**Regd. Office : 2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-2

CIN : L29110MH1995PLC085738

21<sup>st</sup> Annual General Meeting of the company to be held at Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai on Thursday, 24<sup>th</sup> September, 2015 at 11.30 A.M**BALLOT PAPER**

Sr. No.	Particulars	Details
1.	Name of the First Name Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

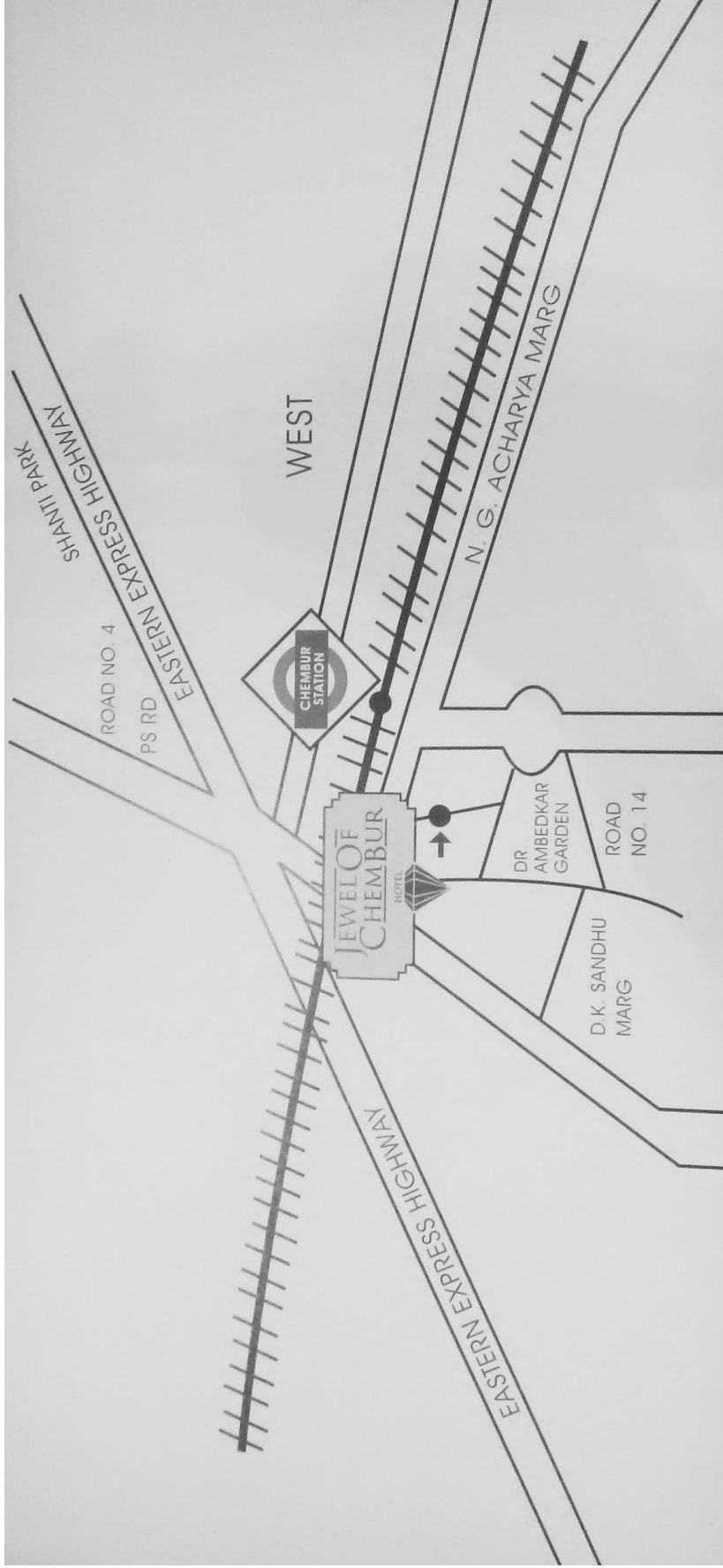
No	ITEM No.	No. of by me Shares held	I assent to the Resolution	I dissent from the Resolution
1	Adoption of the financial statements of the Company for the year ended 31 March, 2015 together with the reports of the Directors' and Auditors' thereon			
2	Re-appointment of Mr. Sanjeev Agrawal as a Director, liable to retirement by rotation			
3	Appointment of Statutory Auditors and fixing their remuneration			

Place :

Date :



**ROUTE MAP OF AGM VENUE**





*If undelivered please return to :*  
**Kashyap Tele-Medicines Limited**  
**Registered Office:**  
2<sup>nd</sup> Floor, Pushpawati Building,  
Girgaon Road, Mumbai-400002.