

JINDAL ONLINE.COM LIMITED
9TH ANNUAL REPORT
2002-2003

BOARD OF DIRECTORS

DR.YAMUNADUTT A. AGRAWAL	:	CHAIRMAN
SHRI RAJESH JAIN	:	MANAGING DIRECTOR
SHRI AMIT AGRAWAL	:	DIRECTOR
SHRI SANJEEV AGRAWAL	:	DIRECTOR
SHRI S. CHINNAM REDDY	:	DIRECTOR
SMT. SHILPI SHWETA	:	WHOLE TIME DIRECTOR

BANKERS



VIJAYA BANK,
CHIRA BAZAR,
MUMBAI

BANK OF PUNJAB LIMITED
C.G.ROAD,
AHMEDABAD

AUDITORS

M/S ASHOKKUMAR S.GUPTA & CO.
CHARTERED ACCOUNTANTS,
203, NEW CLOTH MARKET,
AHMEDABAD-380 001

-: REGISTERED OFFICE: -

2nd floor, Pushpawati Bldg.No.2,
Chandanwadi, Girgaon Road,
Mumbai - 400 002

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Company will be held on Saturday, the 27th Day of September, 2003 at Ashoka Hall, Arcadia, NCPA Marg, Nariman Point, Mumbai-400 021 At 11.00 A.M., to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March 2003 and Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To elect a Director in place of Shri Amit Agrawal, who retires by rotation at the ensuing Annual General Meeting, being eligible offers himself for reappointment.
3. To reappoint M/s. Ashok Kumar S. Gupta & Co., Chartered Accountants, the retiring Auditors, being eligible of the re-appointment as Auditors of the Company, from the conclusion of this Annual General Meeting to the next Annual General Meeting of the Company and to fix their remuneration.

By Order of the Board

Place: Mumbai
Date : 27th June, 2003

Dr. Yamunadutt A. Agrawal
Chairman

Registered Office:
2nd Floor, Pushpawati Building,
Girgaon road,
Mumbai - 400 002

NOTES:

- a) MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.
- b) The Register of Members and the Share Transfer books of the Company will remain closed from 22nd September, 2003 to 27th September, 2003 (both days inclusive).
- c) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. As a measure of economy no extra copies of the Annual report will be supplied at the meeting.
- d) Members are requested to notify any change in their Address to the company and Depository where they are maintains their Demat a/c.
- e) Members seeking further information on the Accounts or any matter contained in the notice, are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

Report



junction.com

By Order of the Board

Place: Mumbai
Date : 27th June, 2003


Dr. Yamunadutt A. Agrawal
CHAIRMAN

Registered Office:
2nd Floor, Pushpawati Building,
Girgaon Road,
Mumbai-400 002

2002-03

JINDAL ONLINE.COM LTD.

DIRECTORS' REPORT

To,
The Members of
JINDAL ONLINE.COM LIMITED
Mumbai.

Your Directors have great pleasure in presenting the 9th Annual Report along with the Audited Statement of Accounts for the Financial Year ended on 31st March 2003.

FINANCIAL RESULT:

(Rs. in Lacs)

Particulars	2002- 2003	2001- 2002
Net Sales/ Income from operation	30.10	40.09
Other Income	27.76	12.46
Total Exp.	69.14	163.15
Fin. Charges	.08	0.50
Gross Op. profit (loss) Before Dep. And Taxation but after Interest	(11.36)	(110.01)
Depreciation	12.74	12.70
Profit (loss) Before Tax	(24.10)	(123.80)
Provision for Taxation	0	0
Net Profit / (Loss)	(24.10)	(123.80)
I.T. adj. for P.Y.	0	(1.07)
Amt Available For Appr.	(24.10)	(124.88)
Balance B/f	77.24	47.64
Balance carried to Balance Sheet	(101.34)	(77.24)

**OPERATION AND FUTURE OUT
LOOK:**

During the year under review, the company's total turnover was Rs.30.10 Lacs and Operating profit was Rs. (11.36) Lacs respectively as against during previous year the same was Rs.40.09 Lacs and Rs. (110.01) Lacs.

Due to the adverse impact of the steep economic slowdown, the Company's operations were substantially affected. The company was vigorously looking for all possible Avenues for revenue generation. Though in view of the adverse economic conditions that had engulfed the world, the Company's performance during the year under report, was encouraging, which is result in reduction of losses. The Order book position during the year was relatively better, against the last year. The focus now is on the other successful core areas and domains, viz. Software Development Onshore and off Shore, Web designing, hosting and development, data warehousing and transmission, with strategy to build effective sales team operating throughout the world.

The stress will be on few such segments as would make the operations both cash flow positive and profitable. The Directors are confident of achieving the targeted business plan and have taken appropriate steps to strengthen the sales and marketing team. Year 2003-2004 appears to be encouraging for the IT industry, with the strong spirit of teamwork, you directors are quite confident to achieve better growth and profitability during this year.

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JINDAL ONLINE.COM LTD.**DIVIDEND:**

In view of the no profit of the company and Looking to the present recessionary market condition the Board considered it prudent, not to recommend dividend on the Equity share Capital of the Company for the year under report.

DIRECTORS:

Shri Amit Agrawal the Director of the company retires by rotation at the ensuing General Meeting and being eligible, offers himself for reappointment.

AUDITORS:

M/s Ashok Kumar S. Gupta & Co., Chartered Accountants, Ahmedabad, the Auditors of the company hold the office until the conclusion of ensuing Annual General Meeting, are eligible for reappointment.

You are requested to appoint the Statutory Auditor for the Company and authorized the Board of Directors to fix their remuneration.

AUDITORS' REPORT:

The observation made in the Auditors Report are self explanatory and, therefore, need not require any further comments under section 217 of the Companies Act, 1956.

AUDIT COMMITTEE:

Mr. Amit Agrawal is member of Audit Committee, who is MBA from university of Pittsburgh, having experience in the field of Finance and Marketing for more

than three years. He is an active member of various reputed committee.

CORPORATE GOVERNANCE:

As per amended Listing Agreement with stock exchanges, a statement of corporate governance is separately annexed with this report.

PARTICULARS OF EMPLOYEES:

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

LISTING & LISTING FEES:

The Equity Shares of the Company are listed on The Stock Exchange, Ahmedabad and The Stock Exchange, Mumbai. The Listing fees for both the Stock Exchange have been paid for the current year.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance of section 217(2AA), as incorporated by the Companies (Amendment) Act, 2000 in the Companies Act, 1956, your directors confirm that: -

- (a) The Company has followed the applicable standards in the preparation of the Annual Accounts and there had been no material departure.

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(b) Directors had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the aforesaid period.

(c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors have prepared the Annual Accounts on a going concern basis.

Not applicable.

2. FOREIGN EXCHANGE EARNING & OUTGO


- (a) Activities relating to exports: NIL
(b) Foreign Exchange Earning and Outgo in Rs. :

	<u>2002-03</u>	<u>2001-02</u>
(i) Earning	NIL	NIL
(ii) Outgo	126263	121303

ACKNOWLEDGEMENT:

Your Directors wish to acknowledge and place on record the Co-operation and support received from shareholders, Employees, Banks and Various Government authorities.

On behalf of Board


Dr. Y. A. Agrawal
CHAIRMAN

PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY ETC .

(As per Sec. 217(1)(e) of the Companies Act, 1956)

1. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Place: Mumbai
Date : 27th June, 2003

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REPORT ON CORPORATE GOVERNANCE

[Pursuant to clause 49 (as amended) of the listing agreement]

CORPORATE GOVERNANCE

Corporate Governance pertains to system, by which companies are directed and controlled, keeping in mind long-term interests of stakeholders. It refers to blend of law, regulations and voluntary practices, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

It aims to align interest of the Company with its shareholders and other key stakeholders. The incentives for companies, and those who own and manage them, to adopt global governance standards, is that these standards will help them to achieve a long-term partnership with its stakeholders and achieve its corporate objectives efficiently. The principal characteristics of corporate governance are:

- Transparency
- Independence
- Accountability
- Responsibility
- Fairness
- Social Responsibility

In sum, Corporate Governance focuses treatment of all shareholders and reinforce that it is "Your Company" as it belongs to you, the shareholder. The Chairman and Board of Directors are your fiduciaries and trustee pushing the business forward in maximizing long term value for its shareholders.

CORPORATE GOVERNANCE AT JINDAL

Jindal's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interaction with its stakeholders, including shareholders, employees and the government.

Jindal believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over sustained period of time.

Board of Directors

The Board of Directors consists of Six Directors,

1. Composition and Category of Directors is as follows:

Category	Name of the Directors
Chairman	Dr. Yamunadutt Agrawal
Managing Director	Mr. Rajesh Jain
Director	Mr. Amit Agrawal
Director	Mr. Chinnam Reddy
Director	Mr. Sanjeev Agrawal
Director	Mrs. Shilpi Shweta

Attendance of each director at the Board Meeting, Last Annual General Meeting and number of other directorship of each director in various public limited companies as on 31st March, 2003.

Name	Attendance particular		No. of other directorship in public ltd. companies	Membership of the other Board Committees
	Board Meeting	Last AGM		
Dr. Yamunadutt Agrawal	8	YES	6	7
Mr. Amit Agrawal	6	YES	3	-
Mr. Rajesh Jain	8	Yes	3	1
Mr. Chinnam Reddy	1	---	-	-
Mr. Sanjeev Agrawal	1	---	-	-
Mrs. Shilpi Shweta	5	---	-	-

2. Number of Board Meetings held.

8 Board Meetings were held during the year, as against the minimum requirement of 4 meetings.

3. Audit Committee

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

Dr. Yamunadutt Agrawal	Chairman
Shri Amit Agrawal	Member
Shri Sanjeev Agrawal	Member
Shri Rajesh Jain	Member

The term of reference of the Audit committee are: -

- To hold periodic discussion with statutory auditors and internal auditors concerning the accounts, internal audit system, scope of audit and observations of the auditor/internal auditor.
- To review compliance with internal control system.
- To investigate into any matter in relation to items specified in section 292A of the companies Act, 1956 or as may be referred to it by the Board.

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- To make recommendation to the Board on any matter relating to the financial management of the company and other matters as by Listing agreement and other statutes.

During the year, the Committee has met 3 times on following dates:

Sr. No.	No. Audit Committee	Date of Meeting
1	1 st Audit Committee Meeting	25-07-2002
2	2 nd Audit Committee Meeting	20-12-2002
3	3 rd Audit Committee Meeting	18-06-2003

4. Remuneration Committee

Composition of Remuneration Committee:

Shri Amit Agrawal	Chairman
Shri Rajesh Jain	Member
Smt. Shilpi Shweta	Member

Terms of reference of Remuneration Committee:

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

During the year under report, the committee met three times.

The present remuneration package to executive directors includes salary and perks.

Details of Remuneration to the directors: The aggregate value of salary paid for the year ended 31st March 2003 to Shri Rajesh Jain – Managing Director Rs. 240000/-. The Company has not paid any amount by way of sitting fees to directors.

5. Shareholders'/Investors' Grievance Committee.

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

Dr. Yamunadutt Agrawal	Chairman
Mr. Rajesh Jain	Member

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressing of shareholders' complaints like transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. The committee oversees the performance of the Registrar and Transfer Agents, and recommend measures for overall improvement in the quality of investor services. The Board of Directors has delegated the power of approving transfer of securities to the Managing Director and the person heading the secretarial department.

6. General Body Meetings

Details of three Annual General Meeting:

Year	AGM	Date	Time
1999-00	AGM	27.09.2000	10.30 A.M.
2000-01	AGM	28.09.2001	10.00 A.M.
2001-02	AGM	28.09.2002	10.30 A.M.

No postal ballots were used /invited for voting at these meetings in respect of special resolutions passed as there were no such provisions in the Companies Act, 1956. The Company shall comply with the requirements relating to postal ballot as and when the same will require being complied with.

7. Disclosures

- (a) **Disclosures on materially significant related party transactions i.e. transaction of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the company at large and disclosure required under listing agreement as amended:**

The details of this disclosure are mentioned in Notes on Accounts and covered by accounts.

- (b) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.**

No instance of levy of duty by the stock exchange or SEBI due to non-compliance by the company.

8. Means of Communications

The Company has regularly published its quarterly, half yearly & annual results in newspapers & submitted to stock exchange in accordance with the Listing