

# ***Kashyap Tele-Medicines Limited***

(Formerly known as Jindal Online.Com Limited)

## ***19<sup>th</sup> Annual Report 2012-2013***

### **● Board of Directors ●**

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

### **● BANKERS ●**

**HDFC Bank Limited**  
C.G. Road Branch  
Ahmedabad

**BANK OF INDIA**  
Gurukul Branch  
Ahmedabad

### **-: AUDITORS :-**

**M/S. Mehra Anil & Associates**  
Chartered Accountants,  
2- E, Suryarath, Panchwati,  
Ahmedabad-380 006

### **-: REGISTERED OFFICE :-**

**2<sup>nd</sup> Floor, Pushpawati Building No. 2**  
**Chandanwadi, Girgaon Road,**  
**Mumbai-400002**

**Email: - [information@jindaltextiles.com](mailto:information@jindaltextiles.com)**

## NOTICE

NOTICE is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of the Company will be held on, Saturday, 5th day of August, 2013 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 Balance Sheet as at 31<sup>st</sup> March, 2013, Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Mehra Anil & Associates., Chartered Accountants, Ahmedabad, (FRN:117692W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, upon such remuneration, as may be agreed to between the Board of Directors of the Company and the Auditors.”

### Registered Office:

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

**Place: Ahmedabad**

**Date: 30<sup>th</sup> May, 2013**

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

**Sd/-  
Managing Director**

**-: NOTES :-**

**NOTES:-**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3<sup>rd</sup> day of August, 2013 to Monday, 5<sup>th</sup> day of August, 2013 (both days inclusive).
- c) Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with the company's shares at:

**M/s. MCS Ltd.**

Shatdal Complex, Opp. Bata Show Room,

Ashram Road, Ahmedabad -380 009

Phone: 91-79-26582878

Fax - 26584027

Email:- mcsamd@reliancemail.net

- d) Members holding shares in the physical form are requested to notify change of address, if any, to the Registrar and Share Transfer Agent (RTA). Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their share certificates of their holdings to get the same into one folio.
- e) Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's record.
- f) As required under Clause 49(VI) (A) of the Listing Agreement with Stock Exchange(s) information is provided in the Annual Report in respect of Director proposed to be appointed/ re-appointed.
- g) Shareholders intending to require information about the accounts to be approved in the meeting are requested to inform the Company in writing at least 7 days in advance of the Annual General Meeting.
- h) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the Annual Report while attending the Annual General Meeting.

- i) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolutions authorizing their representative to attend and vote on their behalf at the Meeting.
- j) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- k) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

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

**Sd/-  
Managing Director**

## DIRECTOR'S REPORT: 2012-2013

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

Your Directors take pleasure in presenting the 19<sup>th</sup> Annual Report of your Company together with the Audited Accounts for the Financial Year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL RESULT:

Particulars	(Amount in Rs.)	
	2012-2013	2011-2012
Revenue from operations	892478	576000
Other Income	8400	292528
Total Expenditure	841189	473088
Fin. Charges	100	400
Gross Op. Profit Before Depreciation, Exceptional, Extraordinary Items and Taxation but after Interest	825741	395040
Depreciation	15348	15348
Exceptional Items	(70000)	70000
Profit before Extraordinary Items and Tax	129689	309692
Extraordinary Items	0	0
Profit (Loss ) Before Tax	129689	309692
Tax Expense	0	0
Profit (Loss) for the period	129689	309692
Earning Per Share	0.003	0.006

### OPERATION AND FUTURE OUTLOOK:

During the year under review, the Company's total turnover was Rs. 892,478/- and Operating Profit was Rs.129,689/- as against during the previous year the same was Rs.576,000 and Rs.309,692 respectively. Your Directors are quite confident to achieve better growth and profitability during next year.

### DIVIDEND:

In view of the inadequacy of Profit, your Board of Directors has not recommended payment of Dividend for the year ended on 31<sup>st</sup> March, 2013.

### PUBLIC DEPOSITS:

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

### DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and of the Articles of Association of the Company, Sanjeev Agrawal is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible offered himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General meeting.

**AUDITORS:**

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

**AUDITOR'S REPORT:**

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

**AUDIT COMMITTEE:**

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

**PARTICULARS OF EMPLOYEE:**

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

**PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY ETC.:****1. Conservation of Energy and Technology Absorption**

Not applicable to the Company.

**2. Foreign Exchange earning & Outgo:**

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

		(Amt. In Rs.)	
		<b>2012-2013</b>	<b>2011-2012</b>
(i)	Earnings	NIL	NIL
(ii)	Outgo	NIL	NIL

**DIRECTORS RESPONSIBILITY STATEMENT:**

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

- (a) The Company has followed the applicable standards in the preparation of the Annual Accounts and there had been no material departure.
- (b) Directors had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the aforesaid period.
- (c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the Annual Accounts on a going concern basis.

**MANAGEMENT DISCUSSION & ANALYSIS:**

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

**CORPORATE GOVERNANCE:**

Your company has followed norms with spirit of corporate governance in terms of Listing agreement and statutory provisions.

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

**LISTING AGREEMENT:**

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

**CASH FLOW ANALYSIS:**

In conformity with the provisions of Clause 32 of the Listing Agreement the cash flow statement for the year 31.03.2013 is annexed hereto.

**INDUSTRIAL RELATIONS:**

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

**ACKNOWLEDGEMENT:**

Your Directors would like to express their grateful appreciation for the continuous assistance from the financial institutions, Banks, Government authorities, Customers, Vendors and Shareholders. Your Directors also wish to place on record their deep sense of appreciation for the committed and dedicated services of the Executives, staff and workers of the company and other Business Associates for their continued co-operation and patronage.

**Registered Office:**

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

**Place: Ahmedabad**

**Date: 30<sup>th</sup> May, 2013**

**Sd/-  
Managing Director**

# Management Discussion and Analysis

## Industry Structure and Development:

The IT industry has emerged as one of the most important industries in the Indian economy contributing significantly to the growth of the economy. The Indian IT services market has witnessed strong growth over the past few years. The growth in the IT sector is attributed to increased specialization and cost and quality advantage. The sector has increased its contribution to India's GDP from 1.2% in financial year 1998 to 7.5% in financial year 2012. Various initiatives have also been provided by the Government to boost the Information Technology sector.

Optimistic market signs indicate there is more opportunities for growth in IT Sector of Indian Economy.

## Financial Review:

During the Year under review, the Company has achieved a total Income of Rs. 8.92 Lacs as against Rs. 5.76 Lacs during the last year.

## Opportunity and threats:

India continues to enjoy its competitive edge in cost and manpower. New emerging sectors will bring in more business due to capability in research and analytics. There are various opportunities for the IT Companies as the Govt. has provided incentives including tax holiday and competitive duty structures by providing infrastructure support through organizations. The industry is perfectly poised to tap new opportunities in the off shoring and domestic segments for greater wealth.

However, The IT market is highly competitive. IT Firms are increasingly facing growth pressure. To face the challenges of competitive market environment, it is required to cope up with changing economic and business conditions, rapid technological innovation. Unavailability of industry-ready graduates within the country poses a major challenge for the industry.

## Outlook:

With its competitive strength and cordial customer relationship, the Company has a positive outlook for the coming year. The Industry looks towards consolidation its position in the year ahead by concentrating more on re-organization of operations, development of new markets and marketing techniques, giving the organization's vision a global outlook and retaining and building upon customer relationships.

## Internal Control System and their adequacy:

The Company has adequate internal control systems and procedures commensurate with its size and nature of business. Internal control system is reviewed by the Management at regular intervals. The assets of the company are well protected against unauthorized use and disposition.

## Risk and concerns:

The risks and uncertainties include, but are not limited to, change in government policies, political instability, government regulations, tax structure or economic development within India. It also include ability to attract and retain skilled professionals, client concentration etc.



**Human resource management and industrial relations:**

The company continues to evaluate the skill and quality at various levels of its hierarchy and Human Resource with varying skills depending on needs.

**Cautionary statement:**

Statement in this report on management discussion and analysis may be forward looking statement within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially, from those expressed of implied. Important factors that could make a difference to the company's operations include global and domestic internet service demand supply conditions, prices, cost and availability and changes in government regulation and tax structure, economic development within India.

The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

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