

KASHYAP TELE-MEDICINES LTD.

(Formerly known as Jindal Online.Com Limited)

20th Annual Report
Annual Report 2013-2014

Kashyap Tele-Medicines Limited
(Formerly known as Jindal Online.Com Limited)

**20th Annual Report
2013-2014**

Board of Directors

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

BANKERS

Bankers

HDFC BANK LIMITED
C.G. Road Branch
Ahmedabad

BANK OF INDIA
Gurukul Branch
Ahmedabad

-:AUDITORS:-

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

-: REGISTERED OFFICE:-

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

Email: - information@jindaltextiles.com

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of **KASHYAP TELE- MEDICINES LIMITED** will be held on, Friday, 19th day of September, 2014 at **Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai** at **11.30 a.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date and the Report of Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Dinesh Jain, who retires by rotation and being eligible, offers himself for re-appointment
3. To Appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013, M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, (FRN: 117692W) be and are hereby appointed as the 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 on such remuneration, as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ravindra Joshi (holding DIN 06940377), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th August, 2014 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years w.e.f 19th September, 2014 till respective Annual General Meeting.

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Girwarsingh Shekhawat (holding DIN 06940371), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th August, 2014 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years w.e.f 19th September, 2014 till respective Annual General Meeting."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Surabhi Agrawal (holding DIN 06940379), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th August, 2014 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office upto five consecutive years w.e.f 19th September, 2014 till respective Annual General Meeting."

Registered Office:

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

Place : Ahmedabad

Date : 14th August, 2014

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

**Sd/-
Managing Director**

NOTES:-

1. A Statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
2. 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. A person can act as 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. 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.

3. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 16th September, 2014 to Friday, 19th September, 2014 (both days inclusive) for the purpose of determining the Shareholders entitlement for the payment of dividend declared if any, at the Annual General Meeting.

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

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

5. Members holding shares in physical form are requested to notify changes 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 into one folio.

6. 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.

7. 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.

8. 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 meeting.

9. 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.

10. As required under Clause 49(VI) (A) of the Listing Agreement with the Stock Exchanges, information is provided in the Annual Report in respect of Director proposed to be appointed / re-appointed.

11. Members are required to bring their attendance slip along with their copy of Annual Report to the meeting.

12. 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.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agents, M/s MCS Ltd.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to MCS Limited, for consolidation in to a single folio.

15. 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.

16. Non Resident Indian Members are requested to inform MCS Immediately of :

- i) Change in their residential status on return to India for permanent settlement.
- ii) Particulars of their bank account maintained in India with complete Name, Branch account type, Account Number and Address of the Bank with Pin Code Number, if not furnished earlier.

17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.

18. Members who have not registered their email addresses so far are requested to register their email address for receiving all communications including Annual Report, Notices, Circulars etc from the Company electronically.

19. Voting through electronic means:

This pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

- Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2: Click on “Shareholders” to cast your vote(s)
- Step 3: Select the Electronic Voting Sequence Number (EVSN) along with “COMPANY NAME” i.e. “**Kashyap Tele-Medicines Limited**” from the drop down menu and click on “SUBMIT”.
- Step 4: Please enter User ID –
- For account holders in CDSL :- Your 16 digits beneficiary ID
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5: Enter the Image Verification as displayed and Click on Login
- Step 6: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- Step 7: If you are a first time user follow the steps given below:
- 7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
 - 7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
 - 7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#
- # Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date (record date) i.e. August 22, 2014 in the Dividend Bank details field.
- Step 8: After entering these details appropriately, click on “SUBMIT” tab.
- Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10: Click on the relevant EVSN of the Company to vote.
- Step 11: 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.
- Step 12: Click on the Resolution File Link if you wish to view the Notice.
- Step 13: 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.
- Step 14: 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.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

1. The e-Voting period commences on September 11, 2014 (9.00 a.m.) and ends on September 13, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as

- on cutoff date (record date) of August 22, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
 3. CS Ashish Doshi, Practising Company Secretary (Membership No.: FCS 3544; CP No: 2356) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
 4. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
 5. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.
 6. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
 7. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
 8. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
 9. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be use for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
 10. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 5 to 7:

The Board of Directors of the Company have appointed Mr. Ravindra Joshi (holding DIN 06940377), Mr. Girwarsingh Shekhawat (holding DIN 06940371) & Ms.Surabhi Agrawal (holding DIN 06940379), as Additional Director w.e.f. 06.08.14 in accordance with the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and to hold office upto the next Annual General Meeting. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013,

Annual Report 2013-2014

Mr. Ravindra Joshi, Mr. Girwarsingh Shekhawat & Ms.Surabhi Agrawal being eligible, offers themselves for appointment, are proposed to be appointed as an Independent Director upto five consecutive years till respective Annual General Meeting. Notice has been received from a member(s) proposing their candidature for the office of Director of the Company.

As per Section 152 of the Companies Act, 2013, the term of an Independent Director shall not be liable to retire by rotation. Notices has been received from member(s) proposing Mr. Ravindra Joshi, Mr. Girwarsingh Shekhawat & Ms.Surabhi Agrawal as a candidates for the office of Director of the Company.

Mr. Ravindra Joshi, Mr. Girwarsingh Shekhawat & Ms.Surabhi Agrawal have also given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act

In the opinion of the Board Mr. Ravindra Joshi, Mr. Girwarsingh Shekhawat & Ms.Surabhi Agrawal fulfills the conditions specified in the Companies Act, 2013 and rules framed there under for their appointment as an Independent Director of the Company and are Independent of the management.

Brief resume of directors pursuant to clause 49 of the Listing Agreement is attached with the explanatory statement.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Ravindra Joshi, Mr. Girwarsingh Shekhawat & Ms.Surabhi Agrawal and their relatives

Registered Office:

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

Place : Ahmedabad

Date : 14th August, 2014

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

**Sd/-
Managing Director**

Brief Particulars of Directors being appointed/re-appointed are as under:-

| | | | | |
|--|--|--------------------|---------------------------|---------------------|
| Name in Full | Mr. Dinesh Jain | Mr. Ravindra Joshi | Mr. Girwarsingh Shekhawat | Ms. Surabhi Agarwal |
| DIN | 00216803 | 06940377 | 0694371 | 06940379 |
| Date of Birth | 02/10/1968 | 02/03/1973 | 15/06/1965 | 23/09/1982 |
| Date of Appointment | 29/08/2005 | 01/07/2014 | 01/07/2014 | 01/07/2014 |
| Educational Qualification | Chartered Accountant | Graduation | Under Graduate | M.B.A |
| Directorship held in other Companies: | 1. Tanya Tradelinks Private Limited 2. Tanya Infrastructure Private Limited 3. Real Estate And Land Developers Private Limited 4. Axcel Computech Training Centre Limited. 5. Dbs Affordable Home Strategy Limited 6. Dbs Homes Private Limited 7. Academy For Sustainable Habitat Research And Management | N.A | N.A | N.A |
| Memberships/ Chairmanships of Committees across Public Companies | N.A | N.A | N.A | N.A |
| Number of Shares held in the Company: | N.A | N.A | N.A | N.A |

DIRECTOR'S REPORT 2013-14

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

Your Directors take pleasure in presenting the 20th Annual Report of your Company together with the Audited Accounts for the Financial Year ended on 31st March, 2014.

FINANCIAL RESULT:

(Amount in `)

| <u>Particulars</u> | <u>2013-2014</u> | <u>2012-2013</u> |
|--|------------------|------------------|
| Revenue from operations | 1200000 | 892478 |
| Other Income | 0 | 8400 |
| Total Expenditure | 980983 | 841189 |
| Fin. Charges | 0 | 0 |
| Gross Op. Profit Before Depreciation, Exceptional, Extraordinary Items and Taxation but after Interest | 219017 | 59689 |
| Depreciation | 15348 | 15348 |
| Exceptional Items | 0 | (70000) |
| Profit before Extraordinary Items and Tax | 219017 | 129689 |
| Extraordinary Items | 0 | 0 |
| Profit (Loss) Before Tax | 219017 | 129689 |
| Tax Expense | 0 | 0 |
| Profit (Loss) for the period | 219017 | 129689 |
| Earning Per Share | 0.005 | 0.003 |

OPERATION AND FUTURE OUTLOOK:

During the year under review, the Company's total turnover was ` 12,00,000/- and Operating Profit was ` 2,19,017/- as against during the previous year the same was ` 8,92,478 and ` 1,29,689 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 31st March, 2014.

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, Dinesh Jain 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 `) | |
|--------------|-------------|-----------|
| | 2013-2014 | 2012-2013 |
| (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 31.03.2014 is annexed hereto.

INDUSTRIAL RELATIONS:

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