

# **KASHYAP TELE-MEDICINES LTD**

**(Formerly known as Jindal Online.com Limited)**

**22<sup>nd</sup> Annual Report 2015-2016**



**CORPORATE INFORMATION****BOARD OF DIRECTORS:**

<b>Mr. Amit Agrawal</b>	(DIN : 00169061)	: Managing Director
<b>Mr. Dinesh Jain</b>	(DIN : 00216803)	: Director
<b>Mr. Sanjeev Agrawal</b>	(DIN : 02009918)	: Director
<b>Mr. Giriwarsingh Shekhawat</b>	(DIN : 06940371)	: Independent Director
<b>Mr. Ravindra Joshi</b>	(DIN : 06940377)	: Independent Director
<b>Ms. Surabhi Agrawal</b>	(DIN : 06940374)	: Independent Director
<b>CS. Shifali Singh</b> (w.e.f 1 <sup>st</sup> March, 2016)		: Company Secretary & Compliance Officer

**BANKERS:****HDFC BANK LIMITED**

C.G. Road Branch  
Ahmedabad

**BANK OF INDIA**

Gurukul Branch  
Ahmedabad

**AUDITORS:****STATUTORY AUDITOR**

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

**SECRETRIAL AUDITOR**

**Mr. Ashish C. Doshi**  
Company Secretary  
Anison Bldg., 3rd Floor , SBI Lane,  
Nr. Stadium Circle, C.G Road,  
Navrangpura, Ahmedabad – 380 009

**REGISTERED OFFICE:**

2<sup>nd</sup> Floor, Pushpawati Building No. 2  
Chandanwadi, Girgaon Road,  
Mumbai – 480 002  
Email: - information@jindaltextiles.com  
CIN : L29110MH1995PLC085738

**CORPORATE OFFICE:**

“Suryarath”, 1st Floor,  
Panchwati, 1st Lane,  
Ambawadi, Ahmedabad – 06

**SHARE TRANSFER AGENT:**

Link In time India Private Limited (w.e.f : 27<sup>th</sup> May, 2016)  
C/13 Pannalal Silk Mills Compound,  
L B S Marg, Bhandup West,  
Mumbai 400 078  
E-mail ID : rnt.helpdesk@linkintime.co.in  
MCS Share Transfer Agent Limited  
Shatdal Complex, Opp. Bata Show Room,  
Ashram Road,  
Ahmedabad – 380 009.

**CONTENTS ..... PAGE**

<i>Notice of AGM</i> .....	02
<i>Directors' Report</i> .....	06
<i>Independent Auditors' Report</i> .....	22
<i>Balance Sheet</i> .....	25
<i>Statement of Profit &amp; Loss</i> .....	26
<i>Cash Flow Statement</i> .....	27
<i>Notes forming part of Financial Statements</i> .....	28

**NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** (Formerly Known as Jindal Online.com Limited) will be held on, Tuesday, 20<sup>th</sup> day of September, 2016 at **Jewel of Chembur Hotel, 1<sup>st</sup> Road, Opp. B.M.C Office, Chembur, Mumbai-400071 at 11.30 A.M.** to transact the following business:-

**ORDINARY BUSINESS:****Item No. 1 - Adoption of Financial Statement**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2016 and the Report of the Board of Directors and Auditors thereon.

**Item No. 2 – Appointment of Director**

To appoint a Director in place of Mr. Dinesh Jain (DIN 00216803) who retires from office by rotation and being eligible, offers himself for re-appointment.

**Item No. 3 – Appointment of Auditors and fixing their remuneration:**

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 22<sup>nd</sup> Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at such remuneration as may be mutually decided between Board of Directors & M/s Mehra Anil & Associates.

**SPECIAL BUSINESS****Item No. 4 – Re-appointment of Mr. Amit Agrawal as Managing Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permission and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Amit Agrawal (DIN : 00169061) as Managing Director of the Company as recommended by Board of Directors at their meeting held on 10<sup>th</sup> August, 2016 for a further period of 5 (Five) year with effect from 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2021, without remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Amit Agrawal shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

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

**Place :** Ahmedabad  
**Date :** 10<sup>th</sup> August, 2016

**CS. Shifali Singh  
Company Secretary**

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH A PROXY/PROXIES 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 Saturday, 17<sup>th</sup> September, 2016 to Tuesday, 20<sup>th</sup> September, 2016 (both days inclusive) for the purpose of the 22<sup>nd</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.

## KASHYAP TELE-MEDICINES LIMITED

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 Newly appointed Registrar and Share Transfer :-  
M/s Link Intime Private Limited  
C/13 Pannalal Silk Mills Compound, L B S Marg, Bhandup West, Mumbai 400 078  
Phone: - 022 - 25963838 E-mail:- rnt.helpdesk@linkintime.co.in
8. The Company has designated and exclusive Email ID: information@jindaltextiles.com for redressal 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 for easy identification of attendance at the meeting and number of shares held by them.
11. The Explanatory Statement pursuant to Sec 102(1) of Companies Act, 2013 in respect of Special Business under Item No. 4 as stated above is annexed hereto.
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. In terms of Section 152 of the Companies Act, 2013, Mr. Dinesh Jain (DIN 00216803), who retires from office by rotation and being eligible, offers himself for re-appointment. His Brief resume is attached at the end of the Notes to this Notice.
14. Details of the directors seeking Re-Appointment in the forthcoming Annual General Meeting:

Name	Mr. Dinesh Jain	Mr. Amit Agrawal
<b>DIN</b>	00216803	00169061
<b>Date of Birth</b>	02/10/1968	28/04/1977
<b>Date of First Appointment</b>	29/08/2005	01/02/2001
<b>Age</b>	48	39
<b>Educational Qualification</b>	Chartered Accountant	MBA
<b>Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. Axcel Computech Training Centre Limited</li> <li>2. Tanya Tradelinks Private Limited</li> <li>3. Tanya Infrastructure Private Limited</li> <li>4. Real Estate And Land Developers Private Limited</li> <li>5. DBS Homes Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Jindal Synthetics Limited</li> <li>2. Jindal Shirtings Private Limited</li> <li>3. Jindal Worldwide Limited</li> <li>4. Jindal Creations Limited</li> <li>5. Jindal Denifin Line Private Limited</li> <li>6. Bhagyalakshmi Spintex Private Limited</li> <li>7. Amitara Green Hi-Tech Textiles Park Private Limited</li> <li>8. Jindal (India) Polytex Private Limited</li> <li>9. Premium Yoga Fitness Centre Private Limited</li> <li>10. Shachee Weavers Private Limited</li> <li>11. Tarachand Recyclers Private Limited (<i>now known as Balaji WEFT Private Limited</i>)</li> <li>12. Yash Exports (India) Private Limited</li> <li>13. Tarachand Clean Initiative Private Limited (<i>now known as Niharika Threads Private Limited</i>)</li> <li>14. Bienville Estates Enterprise Private Limited</li> </ol>
<b>Membership/Chairmanships of Audit and stakeholders relationship committees</b>	N.A	<b>Jindal Worldwide Limited</b> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Stakeholder Relationship Committee – Member</li> </ol> <b>Kashyap Tele-Medicines Limited</b> Stakeholder Relationship Committee – Member
<b>Share holding in Kashyap Tele-Medicines Limited</b>	N.A	<b>1.05 %</b>

## **KASHYAP TELE-MEDICINES LIMITED**

15. The route map of the venue of the Annual General Meeting is mentioned on the last page of the Annual Report.

### **16. 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 Regulation 44 of SEBI (LODR) Regulation 2015, 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 are maintained by the Depositories as on the Cut-off date of 13<sup>th</sup> September, 2016 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. on Tuesday, 13<sup>th</sup> September, 2016, 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 Saturday, 17<sup>th</sup> September 2016 (9:00 A.M.) and ends on Monday, 19<sup>th</sup> September 2016 (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 13<sup>th</sup> September, 2016, 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 13<sup>th</sup> September, 2016.
- viii. CS Ashish C Doshi - SPANJ & Associates, Practising Company Secretaries (Unique Code of Partnership Firm: P2014GJ34800) Ahmedabad, 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 Scrutinizer shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall, submit a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the Annual General Meeting.

### **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 13<sup>th</sup> September, 2016, may obtain the login ID and password by sending request at Email ID : helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after, 19<sup>th</sup> September, 2016 (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.

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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

# 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

- 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/ Jindal online.com) 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 E-mail ID : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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).

## KASHYAP TELE-MEDICINES LIMITED

### Contact Details

<b>Company</b>	: <b>Kashyap Tele-Medicines Limited</b> 2 <sup>nd</sup> Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002 CIN: L29110MH1995PLC085738 <b>Email ID:</b> information@jindaltextiles.com
<b>Registrar and Transfer Agent</b>	: <b>Link In time India Private Limited</b> C/13 Pannalal Silk Mills Compound, L B S Marg, Bhandup West, Mumbai 400 078 Phone :- 022 - 25963838 E-mail :- rnt.helpdesk@linkintime.co.in
<b>e-Voting Agency</b>	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
<b>Scrutinizer</b>	: CS Ashish Doshi - SPANJ & Associates, Practising Company Secretaries E-mail ID: csdoshiac@gmail.com

### EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### Item No. 4

The Board of Directors of the Company in its meeting held on 10<sup>th</sup> August, 2016 extended the term of appointment of Mr. Amit Agrawal as Managing Director of the Company without remuneration for a period of 5 more years starting from 1<sup>st</sup> October, 2016 as recommended by Nomination and Remuneration Committee.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Amit Agrawal is as under:

- (a) Remuneration :NIL
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.  
The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (d) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 2 (two) month's prior notice in writing.
- (e) Mr. Amit Agrawal satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from Mr. Amit Agrawal:
  - i) Consent to act as the MD & CEO in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
  - ii) Intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;
  - iii) Declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Amit Agrawal under Section 190 of the Act.

#### **Brief resume of Mr. Amit Agrawal is given below:**

Mr. Amit Agrawal holds Master Degree of business Management from U.S.A and has a rich and varied 17 years experience in the field of IT and textiles industry. He has been involved in the Operation of the Company over a long period of time result of which it would be advantageous and in the interest of the Company if Mr. Amit Agrawal continues in the Employment as Managing Director of the Company.

Mr. Amit Agrawal is a committee member of the Stakeholders' Relationship Committee. The details of directorship held in other companies are given in the notes attached to the Notice.

The Boards commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Mr. Amit Agrawal is interested in the Resolution mentioned at Item No. 4 of the Notice with regards to his appointment. Other than Mr. Amit Agrawal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the resolution mention at Item No. 4 of the Notice.

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

**Place :** Ahmedabad  
**Date :** 10<sup>th</sup> August, 2016

**CS. Shifali Singh  
Company Secretary**



**DIRECTORS' REPORT 2015-16**

To,

The Members of

**Kashyap Tele - Medicines Limited**

(Formerly Known as Jindal Online.com Limited)

Your Directors have Pleasure in presenting the 22<sup>nd</sup> Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your Company for the Financial Year ended, 31<sup>st</sup> March, 2016.

**1. FINANCIAL HIGHLIGHTS:****(Amount in ₹)**

Particulars	31/03/2016	31/03/2015
Revenue from Operations	1260000	1200000
Other Income	18926	9140
<b>Total Revenue</b>	<b>1278926</b>	<b>1209140</b>
<b>Expenditure:</b>		
Changes in inventories of finished goods, work – in – progress and Stock – in Trade	0	0
Employee benefit expense	465230	374089
Depreciation and Amortization Expenses	0	0
Other Expenses	511399	528966
<b>Total Expenses</b>	<b>976629</b>	<b>903055</b>
<b>Profit Before Tax</b>	<b>302297</b>	<b>306085</b>
<b>Tax Expenses:</b> (1) Current Tax	57600	0
(2) Deferred Tax	0	0
<b>Profit/ (Loss) for the period</b>	<b>244697</b>	<b>306085</b>
Earning per Equity Share of the face value ₹ 1 each Basic & Diluted in (₹)	<b>0.005</b>	<b>0.006</b>

**2. HIGHLIGHTS OF PERFORMANCE:**

The total income of the company has been increased to ₹ 12,78,926/- in the Financial Year 2015-16 from ₹ 12,09,140 in Previous Year 2014-15 at a growth rate of 5.77%. The total expense of the Company is ₹ 976629 in Financial Year 2015-16 as compared to ₹ 903055 in previous year 2014-15. The profit of the Company has decreased to ₹ 2,44,697 as compared to the profit of ₹ 3,06,085 in Previous Year 2014-15.

**3. DIVIDEND:**

Your Directors regretted their inability to recommend any dividend to the members of the Company for the Financial Year ended on 31<sup>st</sup> March, 2016.

**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:**

In term of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 dated 2<sup>nd</sup> September, 2015 issued by Securities Board of India, the provision of Regulation 27(2), read with, Clause 15 of the chapter IV of Listing Regulation, is applicable to all listed entities having a paid up share capital of ₹ 10 Crores and above and Net worth of ₹ 25 crore or more.

Since the paid up capital of the Company is below ₹ 10 crore and also the net worth of the company is below ₹ 25 Crore, the provisions of the of Regulation 27(2), read with Clause 15 of the chapter IV of the Listing Regulation will not be applicable to the Company, thus The Management Discussion and Analysis Report and Corporate Governance Report are not forming part of the board Report.

**7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no Dividend declared in 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 31<sup>st</sup> March, 2016.

**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".

## KASHYAP TELE-MEDICINES LIMITED

### 10. MEETINGS OF THE BOARD:

During the Financial Year 2015-16, four Board Meetings were held viz on **30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 6<sup>th</sup> November, 2015 and 8<sup>th</sup> February, 2016**. The maximum gap between any two meetings did not exceed 120 days. The board was presented with all relevant information at its meeting including information as required under SEBI (LODR) Regulations, 2015.

Attendance of Directors at the Meeting of board of Director held during the year is as under:

Name of Director	Date of Meeting of Board of Directors			
	30 <sup>th</sup> May, 2015	14 <sup>th</sup> August, 2015	6 <sup>th</sup> November, 2015	8 <sup>th</sup> February, 2016
Mr. Amit Agrawal	Leave of Absence	✓	✓	✓
Mr. Dinesh Jain	✓	✓	✓	✓
Mr. Sanjeev Agrawal	✓	✓	Leave of Absence	✓
Mr. Girwarsingh Shekhawat	✓	✓	✓	✓
Mr. Ravindra Joshi	✓	Leave of Absence	✓	✓
Ms. Surabhi Agrawal	✓	✓	✓	✓

### BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

In Accordance with the Provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dinesh Jain, Director of the Company will retire by rotation and being eligible; offer himself for re-appointment at the ensuing Annual General Meeting:

The following are the Key Managerial Personnel of the company pursuant to Section 203 of Companies Act 2013:-

**Managing Director** : Mr. Amit Agrawal

**Company Secretary** : CS Shifali Singh

Mr. Amit Agrawal, was appointed as Managing Director for the term of Five consecutive years with effect from 1<sup>st</sup> October, 2011 by the Shareholders at meeting held on 13<sup>th</sup> July, 2012. The Board of Directors at their meeting held on 10<sup>th</sup> August, 2016 has approved re-appointment of Mr. Amit Agrawal as Managing Director for a period of five years, subject to the approval of the Shareholder. Accordingly approval is sought for his re-appointment as Managing Director of the Company for a period of five years effective from 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2021.

The Board of Directors in its meeting held on 8<sup>th</sup> February, 2016 appointed Ms. Shifali Singh as Company Secretary of the Company w.e.f 1<sup>st</sup> March, 2016. The Company is in search of suitable personnel to be appointed as CFO (Key Managerial Personnel). The Company will appoint this KMP as and when finds suitable candidate for the same.

### 11. 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 and not liable to retire by rotation.

1. Ms. Surabhi Agrawal
2. Mr. Girwarsingh Shekhawat
3. Mr. Ravindra Joshi

All Independent Directors have given declarations as required under Section 149(7) of the Act, that they meet all the criteria of Independence as laid down under Section 146(6) of the Companies Act, 2013.

During the year, the Non-Executive Director of the Company had no pecuniary relationship or transaction with the Company.

### 12. AUDITORS

#### (a) Statutory Auditor:

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 as recommended by Board of Directors at their meeting held on 10<sup>th</sup> August, 2016 for the Financial Year. 2016-17, as approved by the members at their 22<sup>nd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2016.

#### (b) Secretarial Auditor:

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 CS. Ashish C. Doshi - SPANJ & Associates, Practising Company Secretaries, Ahmedabad (Unique Code of Partnership Firm: P2014GJ34800) as Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2016-17.

The Secretarial Audit Report of CS. Ashish C. Doshi, Practising Company Secretary for the Financial Year ended 31<sup>st</sup> March, 2016, is annexed as "Annexure B".

#### (c) Internal Auditor:

The Board of Directors has appointed M/s. Jagdish Verma & Company, Chartered Accountants, Ahmedabad (FRN: 103837W) as Internal Auditors of the Company for the Financial Year 2016-17 in their Board of Directors Meeting held on 27<sup>th</sup> May, 2016.

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.

**13. 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 (50,000 Shares of ₹20/- each/-)	Investment in Equity Shares (unquoted)	—	10,00,000
2.	Melwino Industries Ltd	Investment (55,000 Shares of ₹20/- each/-)	Investment in Equity Shares (unquoted)	—	11,00,000

**14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT 2013:**

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. 15 attached to and forming part of the accounts.

**15. 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.

**16. 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.

**17. 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 31<sup>st</sup> March, 2016.

**18. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 & Regulation 17 of SEBI Listing Regulations 2015 (LODR), 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.

**19. COMMITTEES OF THE BOARD:**

The Company's Board has the following Committees:

- i. Audit Committee
- ii. Stakeholder Relationship Committee
- iii. Nomination & Remuneration Committee

**(i) AUDIT COMMITTEE**

As on 31<sup>st</sup> March, 2016 the Audit Committee comprise of 3 Directors/Members out of which 2 are Independent Directors. All the Members of the Audit Committee are well Qualified, experienced and possess sound knowledge of finance, accounting practices and internal controls.

The composition of Audit Committee and details of meetings of Audit Committee and attendance of the members at the meetings during the Financial Year 2015-16 are as under:

Name of Directors/ Members	Category	Attendance at the Audit Committee Meeting Held on			
		30 <sup>th</sup> May, 2015	14 <sup>th</sup> August, 2015	6 <sup>th</sup> November, 2015	8 <sup>th</sup> February, 2016
Ms. Surabhi Agrawal (Chairman)	Non-Executive Independent	✓	✓	✓	✓
Mr. Giriwarsingh Shekhawat	Non-Executive Independent	✓	✓	✓	✓
Mr. Dinesh Jain	Executive Director	✓	✓	✓	✓

## KASHYAP TELE-MEDICINES LIMITED

### (ii) STAKEHOLDER RELATIONSHIP COMMITTEE

In Compliance of Provisions of Section 178 of Companies Act, 2013, Board has constituted Stakeholders' Relationship Committee *inter alia*, to consider and review the Complaints received from shareholders. The Composition of Stakeholder Relationship Committee as on 31<sup>st</sup> March, 2016 and attendance of the members during the Financial Year 2015-16 is as under:

Members	Category	Number of meeting held	Number of meeting attended
Mr.Girwarsingh Shekhawat (Chairman)	Non-Executive Independent	4	4
Mr.Amit Agrawal	Managing Director	4	3
Mr.Dinesh Jain	Executive Independent	4	4

### (iii) NOMINATION AND REMUNERATION COMMITTEE AND POLICY THEREON

In Compliance with Section 178 of the Companies Act, 2013, the Board has constituted the "Nomination and Remuneration Committee" (NRC). During the year under review, one meeting of NRC was held on 8<sup>th</sup> February, 2016.

The Composition of Nomination and Remuneration as on 31<sup>st</sup> March, 2016 and attendance of the members during the year 2015-16 is as under:

Director	Category	Number of meeting attended
Ms. Surbhi Agrawal(Chairman)	Non-Executive Independent	1
Mr. Ravindra Joshi	Non-Executive Independent	1
Mr. Girwarsingh Shekhawat	Non-Executive Independent	1

#### **Policy for selection and appointment of Directors and Key Managerial Personnel and their remuneration**

The Nomination and Remuneration Committee (NRC) has adopted a Charter which, *inter alia*, deals with the manner of selection of Board of Directors and Key Managerial Personnel and their remuneration.

#### **A. 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 1<sup>st</sup> 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 ensure that, no such Director should serve as an Independent Director in more than seven listed entities, further any Director who is serving as a Whole-time Director in any listed entity shall serve as an Independent Director in not more than 3 listed entities.

#### **• Evaluation:**

During the year under review, the Committee shall carried out evaluation of performance of every Director, KMP and Senior Management Personnel.

- **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.

**B. 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 1<sup>st</sup> April unless otherwise decided by the board.
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 thereunder.

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 ₹ 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.

**20. 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.

**21. INTERNAL CONTROL SYSTEM:**

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,

## **KASHYAP TELE-MEDICINES LIMITED**

process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant Audit observations and corrective actions thereon was presented before the Board.

### **22. 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.

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

The company is not required 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 Personnel.

### **24. 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 the Ahmedabad 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. LISTING AGREEMENT**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of Capital Markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed companies were required to enter into the Listing Agreement within six months from the effective date. The Company entered into listing agreement with the BSE & ASE.

### **25. 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<sup>th</sup> February, 2015, trading in securities of the company have been suspended due to various reasons w.e.f. 4<sup>th</sup> March, 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

### **26. 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 for 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.

### **27. 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 2015-16, the Company has not received any Complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2016.

### **28. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3) (c) & 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.

### **29. 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/-*

**Amit Agrawal  
Managing Director  
(DIN : 00169061)**

**Place :** Ahmedabad  
**Date :** 10<sup>th</sup> August, 2016

**ANNEXURE TO DIRECTORS' REPORT****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31<sup>st</sup> March, 2016****(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:**

CIN	<b>L29110MH1995PLC085738</b>
Registration Date	20/02/1995
Name of the Company	KASHYAP TELE-MEDICINES LIMITED
Category/Sub-category of the Company	Company Limited by Shares/Indian Non- Government Company
Address of the Registered office & contact details	2nd Floor ,Pushpavati Bldg, Chandan Wadi, Mumbai, Maharashtra - 400002
Whether listed company	YES
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link In time India Private Limited ( <i>w.e.f</i> : 27 <sup>th</sup> May, 2016) C/13 Pannalal Silk Mills Compound,L B S Marg, Bhandup West, Mumbai 400 078 Phone :- 022 - 25963838 E-mail ID : rnt.helpdesk@linkintime.co.in MCS Share Transfer Agent Limited Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.

**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)

S. No.	Name and Description of main products/ Services	NIC Code of the Product/ service**	% to total turnover of the company
1	Information Technologies related	62099	100%

\*\* Source: National Industrial Classification (NIC - 2008)

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

S. 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

## KASHYAP TELE-MEDICINES LIMITED

### 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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</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	0	14915000	31.25	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	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>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	27000	0	27000	0.056	27000	0	27000	0.056	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<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>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	14973452	0	14973452	31.37	14857662	0	14857662	31.13	-0.24
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	7163390	36030	7199420	15.09	7215365	36330	7251695	15.19	0.10
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7691588	0	7691588	16.11	7754103	0	7754103	16.25	0.14
c) Qualified Foreign Investor	69108	0	69108	0.14	69108	0	69108	0.14	0.00
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	386532	0	386532	0.81	387532	0	387532	0.81	0.00
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	<b>30286070</b>	<b>36030</b>	<b>30322100</b>	<b>63.54</b>	<b>30285770</b>	<b>36330</b>	<b>30322100</b>	<b>63.54</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>30313070</b>	<b>36030</b>	<b>30349100</b>	<b>63.60</b>	<b>30312770</b>	<b>36330</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>47685970</b>	<b>36030</b>	<b>47722000</b>	<b>100</b>	<b>47685670</b>	<b>36330</b>	<b>47722000</b>	<b>100</b>	<b>0.00</b>



**B) Shareholding of Promoter-**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2015]			Share holding at the end of the year [As on 31-March-2016]			% 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.	Particulars	Shareholding at the beginning of the year - 2015		Date wise increase / decrease in share holding during the year specifying the reasons for increase /decrease (e.g. Allotment / transfer / bonus/ sweat equity etc.):	Cumulative shareholding at the end of the year - 2016	
		No. of shares held	% of total shares of the company		No of shares held	% of total shares of the company
Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year - 2015		Datewise increase/decrease in shareholding during the year	Cumulative Shareholding at the end of the year - 2016	
		No. of shares held	% of total shares of the company		No of shares held	% of total shares of the company
i	AMITARA INDUSTRIES LTD.	12380751	25.9435	N.A.	12380751	25.9435
ii	SNEHAL OVERSEAS PRIVATE LIMITED	1108020	2.3218	N.A.	1108020	2.3218
iii	KAILASH T AGRAWAL	820000	1.7183	N.A.	820000	1.7183
iv	HITESH KARNAWAT	394423	0.8265	N.A.	394423	0.8265
v	ANUP KUMAR SINGHANIA	342500	0.7177	N.A.	342500	0.7177
vi	VINOD SHARES LIMITED	338377	0.7091	N.A.	338377	0.7091
vii	RISHAB KUMAR JAIN	335000	0.702	N.A.	335000	0.702
viii	SUSHILA DEVI LALIT KUMAR KARNAWAT	321091	0.6728	N.A.	321091	0.6728
ix	SHRINATHJI DYE CHEM EXPORT PVT LTD	250000	0.5239	N.A.	250000	0.5239
x	PANKAJ HIRALAL DESAI	250000	0.5239	N.A.	250000	0.5239

Notes: 1. Paid up Share Capital of the Company (Face Value ₹ 1/-) at the end of the year is ₹ 47,722,000/-.  
 2. The details of holding have 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.

## 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 - 2015		Date wise increase / decrease in share holding during the year specifying the reasons for increase /decrease (e.g. Allotment / transfer / bonus/ sweat equity etc.):	Cumulative shareholding at the end of the year - 2016	
		No. Of shares held	% of total shares of the company		No of shares held	% of total shares of the company
1.	Mr. Amit Agrawal	500000	1.05%	-	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	-	15,000/-	-	-
	(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	-	15,000/-	-	-

\*\* Total remuneration paid to the Company Secretary during the year is ₹ 15,000/-. Remuneration paid to CS Shifali Singh was ₹ 15000, w.e.f 1<sup>st</sup> March, 2016.

### 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	-	-	-	-	-

Form No. MR-3

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016*[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)

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2016 has 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:

We 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, 2016 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 there under 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits ) Regulations, 2014;
  - (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;

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

We 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 Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

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 records of BSE Ltd shows the old name. Moreover, We have been informed that as per letter dated 27/02/2015 of BSE Ltd., trading in securities of the company had been suspended w.e.f. 04/03/2015 due to various reasons as mentioned therein. The company has informed that they are in process of making representation to appropriate authority

## **KASHYAP TELE-MEDICINES LIMITED**

for revocation of suspension of trading in securities. The company has also received communication from BSE seeking information relating to situation of its registered office and sought evidences and proof for establishing existence of its registered. As informed by the company, necessary information as required by BSE has been provided.

VI. We further report that having regard to the compliance managing system prevailing in the Company we were given to understand that there are no sector specific laws applicable and therefore we have not verified compliance management system for the same

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove however as reported earlier, since there is no sector specific law applicable to the company, compliance management system for sector specific laws was not verified. We were given to understand that the company was registered with Reserve Bank of India as Non Banking Finance Company and since it decided to change its business activities, the company made application for cancellation of its registration with RBI and after submission of application for cancellation, it has also discontinued doing compliances as required under the relevant regulations applicable to NBFC companies. However, the company has received a communication from RBI seeking explanations for non submission of certain documents as required under the RBI regulations applicable to NBFC companies since cancellation application was pending. We were given to understand that the company has provided necessary explanations to Reserve Bank of India. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances of the laws and regulations mentioned hereinabove as applicable to the Company.

### **We 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. During the year under review, Ms. Shifali Singh was appointed as Company Secretary of the Company w.e.f. 01<sup>st</sup> March, 2016. However we were given to understand that Company is in process of searching suitable candidates for post of Chief Financial Officer as Key Managerial Personnel for compliance with the provisions of section 203 of the Companies Act, 2013.

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.

**We 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 sector specific laws, rules, regulations and guidelines.

**We further report that** during the audit period of the Company 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 :** 10/08/2016

Signature:

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

**Membership No:** 3544

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

Note : 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 and Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship 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 Act and rules made there under.
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 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
11. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time

**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, 2016.

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.

Signature:  
**Name of Company Secretary:** Ashish C. Doshi  
**Membership No:** 3544  
**C. O. P. No:** 2356

**Place :** Ahmedabad  
**Date :** 10/08/2016

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.** CIN L29110MH1995PLC085738 ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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 31<sup>st</sup> March, 2016
- 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, 2016 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.



## KASHYAP TELE-MEDICINES LIMITED

- e) On the basis of written representations received from the Directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
- g) 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;
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements,
  - 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
  - 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 : 27-05-2016

### ANNEXURE ("A") 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)

- The company does not hold any fixed assets. Thus, paragraph 3(i) of the order is not applicable.
- The company does not hold any physical inventory. Thus, paragraph 3(ii) of the order is not applicable.
- The company has not granted any loans to the parties covered in the register maintained under section 189 of the Companies Act. Thus, paragraph 3(iii) of the order is not applicable.
- In respect of loans given and investments made provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- According to the information and explanations given to us, the Company has not accepted any deposits during the year. Thus, paragraph 3 (v) of the order is not applicable.
- The Company is not required to maintain cost records for the financial year 2015-16 in terms of section 148(1) of the Act and the rules made thereon.
- The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales 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.
- According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- No money raised by way of initial public offer or further public offer (including debt instruments) and term loans. Thus, paragraph 3(ix) of the order is not applicable.
- 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.
- Managerial remuneration has not been paid or provided. Thus, paragraph 3(xi) of the order is not applicable.
- As company is not a Nidhi company, paragraph 3(xii) of the order is not applicable.
- All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements.
- The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review
- The company has not entered into any non-cash transactions with directors or persons connected with him
- The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

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

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

Place : AHMEDABAD  
Date : 27-05-2016

**ANNEXURE (" B") TO INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of Kashyap Tele-Medicines Limited on the standalone financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Kashyap Tele-Medicines Ltd. ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Place : AHMEDABAD  
Date : 27-05-2016

**KASHYAP TELE-MEDICINES LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	48919500	48919500
(b) Reserves and Surplus	2	(26219417)	(26400943)
<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	109494	53391
Short-term provisions	5	57600	0
<b>Total</b>		22897177	22601948
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
<i>Tangible assets</i>		0	0
(b) Non-current investments	6	2100000	2100000
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances	7	18003236	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	1284853
(d) Cash and cash equivalents	9	1483258	1058553
(e) Short-term loans and advances	10	25830	56754
(f) Other current assets		0	0
<b>Total</b>		22897177	22601948

Significant Accounting Policies and Notes on Accounts '15'

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

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

**PLACE : AHMEDABAD**  
**DATE : 27-05-2016**

**COMPANY SECRETARY**  
(Ms. Shifali Singh)

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

**MANAGING DIRECTOR**  
(Mr. Amit Y. Agrawal)  
(DIN:00169061)

**DIRECTOR**  
(Mr. Girwarsingh Shekhawat)  
(DIN:06940371)

**KASHYAP TELE-MEDICINES LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016**

Particulars	Note	As at	As at
		31st March, 2016 ₹	31st March, 2015 ₹
(1) Revenue from operations	11	1260000	1200000
(2) Other Income	12	18926	9140
<b>Total Revenue</b>		<b>1278926</b>	<b>1209140</b>
(3) Expenses:			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0	0
Employee benefit expense	13	465230	374089
Depreciation		0	0
Amortization expense		0	0
Other expenses	14	511399	528966
<b>Total Expenses</b>		<b>976629</b>	<b>903055</b>
(4) <b>Profit before exceptional and extraordinary items and tax</b>		<b>302297</b>	<b>306085</b>
Exceptional Items		0	0
Profit before extraordinary items and tax		<b>302297</b>	<b>306085</b>
Extraordinary Items		0	0
(5) <b>Profit before tax</b>		<b>302297</b>	<b>306085</b>
(6) <b>Tax expense:</b>			
Current tax		57600	0
Deferred tax		0	0
(7) <b>Profit/(Loss) for the period</b>		<b>244697</b>	<b>306085</b>
(8) Earning per equity share:			
Basic & Diluted		0.005	0.006
Significant Accounting Policies and Notes on Accounts	'15'		

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

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

**PLACE : AHMEDABAD**  
**DATE : 27-05-2016**

**COMPANY SECRETARY**  
**(Ms. Shifali Singh)**

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

**MANAGING DIRECTOR**  
**(Mr. Amit Y. Agrawal)**  
**(DIN:00169061)**

**DIRECTOR**  
**(Mr. Girwarsingh Shekhawat)**  
**(DIN:06940371)**

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST, 2016

PARTICULARS	31.03.2016 ₹	31.03.2014 ₹
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before tax as per statement of Profit and Loss	244697	306085
Adjustment	0	0
<b>Operating Profit before Working Capital Changes</b>	244697	306085
Adjustments for :		
Change in Trade receivables	0	160610
Change in other receivables	129476	20170
Change in Current Liabilities	113703	(58405)
<b>Cash generated from operations</b>	487876	428460
Direct Tax paid	63171	0
<b>Cash flow before extraordinary items</b>	424705	428460
Extra ordinary Items	0	0
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	424705	428460
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>	0	0
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	0	0
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>	0	0
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	0	0
Net change in Cash and Cash Equivalents	424705	428460
Cash and Cash equivalents at the beginning of the period	1058553	630093
Cash and Cash equivalents at the end of the period	1483258	1058553

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

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

**PLACE : AHMEDABAD**  
**DATE : 27-05-2016**

**COMPANY SECRETARY**  
**(Ms. Shifali Singh)**

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

**MANAGING DIRECTOR**  
**(Mr. Amit Y. Agrawal)**  
**(DIN:00169061)**

**DIRECTOR**  
**(Mr. Girwarsingh Shekhawat)**  
**(DIN:06940371)**

**KASHYAP TELE-MEDICINES LIMITED****NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
<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,2016		As at 31 March,2015	
	% 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	As at
	31st March, 2016	31st March, 2015
	₹	₹
<b>Note : 2 Reserve &amp; Surplus</b>		
<b>Profit &amp; Loss A/c</b>		
As at Commencement of the Year	(26400943)	(26603987)
Less : Carrying amounts of Fixed Assets debited to retained earning where useful life of asset is NIL as on 01.04.14	0	103041
Less : Tax expenses related previous year	63171	0
Add : Transferred from Profit & Loss Account	244697	306085
	<u>(26219417)</u>	<u>(26400943)</u>
<b>Note : 3 Other Long Term Liabilities</b>		
Security deposits received	30000	30000
	<u>30000</u>	<u>30000</u>

## KASHYAP TELE-MEDICINES LIMITED

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>Note : 4 Other Current Liabilities</b>		
Creditor for expenses	103385	53391
TDS payable	6109	0
	<u>109494</u>	<u>53391</u>
<b>Note : 5 Short-term provisions</b>		
Provision for Income tax	57600	0
	<u>57600</u>	<u>0</u>
<b>Note : 6 Non-Current Investments</b>		
<b>Investment in equity instruments (Unquoted)</b>		
KHANDELWAL INFRASTRUCTURE P. LTD. (50000 Shares of ₹ 20/- each )	1000000	1000000
MELWINO INDUSTRIES LTD (55000 Shares of ₹ 20/- each)	1100000	1100000
	<u>2100000</u>	<u>2100000</u>
<b>Note : 7 Long-Term Loans &amp; Advances</b>		
<b>Unsecured, considered good</b>		
<b>A) Security Deposits</b>		
Telephone Deposit	34052	34052
<b>B) Loans and advances to related parties</b>	3822798	3921350
<b>C) Other Long term Advances</b>	14146386	14146386
	<u>18003236</u>	<u>18101788</u>
<b>Note : 8 Trade Receivables</b>		
Debtors outstanding for a period exceeding six months		
Unsecured, Considered Good	1284853	1284853
	<u>1284853</u>	<u>1284853</u>
<b>Note : 9 Cash &amp; Bank balances</b>		
Cash in Hand	4400	4400
Balance with Scheduled Banks :		
In Current Accounts	1478858	1054153
	<u>1483258</u>	<u>1058553</u>
<b>Note : 10 Short-term Loans &amp; Advances</b>		
<b>Balances with government authorities</b>		
<b>Unsecured, considered good</b>		
Advance Income Tax & TDS	25830	56754
	<u>25830</u>	<u>56754</u>

**KASHYAP TELE-MEDICINES LIMITED**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>Note : 11 Revenue from operations</b>		
Income from IT Services	990000	960000
Software Sale	270000	240000
	<b>1260000</b>	<b>1200000</b>
<b>Note :13 Other Incomes</b>		
Dividend	12600	8400
Interest on TDS refund	6326	740
	<b>18926</b>	<b>9140</b>
<b>Note : 14 Employees Remuneration &amp; benefits</b>		
Salary, Allowances & other Benefits	465230	374089
	<b>465230</b>	<b>374089</b>
<b>Note : 15 Other Expenses</b>		
Audit Fee	13483	13483
Legal & Professional charges	80360	20108
Printing & Stationery Exps.	12075	11000
Repairs & Maintenance Exps.	4708	5506
Bank Charges	11	0
Advertisement Exps.	95791	92342
Listing Fees	251069	186783
Filling Fees	5668	15415
Travelling Exp.	34208	18697
Office Exp.	0	5000
Postage & Courier Exp.	14026	0
Balances Written off	0	160632
	<b>511399</b>	<b>528966</b>



**NOTE-15**

**15.1 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.

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

15.3 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.

15.4 Contingent liabilities as on 31/03/2016 are : NIL (NIL)

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

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

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

15.7 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.

**15.8 RELATED PARTY DISCLOSURE:**

Name Of Party	Nature Of Transaction	Nature Of Relationship	Trasanction Amount	Outstanding Amount
Deepshikha Exim Pvt. Ltd.	Sale	Enterprises over which Key Managerial Personnel are able to exercise significant influence	60000	0
Jindal Denim (India) 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 Weavers Pvt. Ltd.	Sale		60000	0
Jilco Securities Ltd.	Receipt against loan		98552	3822798 (Dr.)

## **KASHYAP TELE-MEDICINES LIMITED**

---

15.9 Deferred Tax asset/ liability as on 31/3/2016 is Rs. NIL and provision for the same is not provided due to absence of tax effect on time difference.

15.10 Auditors Remuneration (incl. Service Tax) Rs. 13483/- (Rs. 13483/-)

15.11 Managerial Remuneration Rs. NIL (NIL)

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

15.13 Notes 1 to 15 form integral part of financial statements.

---

As per our report of even date,

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

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

**PLACE : AHMEDABAD  
DATE : 27-05-2016**

**COMPANY SECRETARY  
(Ms. Shifali Singh)**

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

**MANAGING DIRECTOR  
(Mr. Amit Y. Agrawal)  
(DIN:00169061)**

**DIRECTOR  
(Mr. Girwarsingh Shekhawat)  
(DIN:06940371)**

**FORM NO. MGT-11**

**KASHYAP TELE-MEDICINES LTD.**

**(Formerly known as Jindal Online.Com Limited)**

**Regd. Office:** -2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-400002.

**Corp off:** - "Suryarath", 1<sup>st</sup> Floor, Panchwati, 1<sup>st</sup> Lane, Ambawadi, Ahmedabad-06

**Phone:** - (079)-71001500, **Email:** - information@jindaltextiles.com, **CIN:** - L29110MH1995PLC085738

**PROXY FORM**

*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio / DP ID Client ID No. : \_\_\_\_\_

I /We being the member(s) holding \_\_\_\_\_ Equity 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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on the 20<sup>th</sup> September of 2016 At, 11.30 A.M at Jewel of Chembur Hotel, 1<sup>st</sup> Road, opp. B.M.C Office, Chembur, Mumbai-400071 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No. Description of Resolution**

1. Adoption of audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 and reports of the Board of Directors and the Auditors thereon.
2. Appoint a Director in place of Mr. Dinesh Jain (holding DIN : 00216803) who retires by rotation an being eligible, offers himself for re-appointment
3. Appointment of M/s Mehra Anil & Associates (Registration No. 117692W), Chartered Accountants, as Auditors.
4. Re-appointment of Mr. Amit Agrawal (DIN: 00169061) as Managing Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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

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

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.

Affix  
Revenue  
Stamp  
(15 paise)

**KASHYAP TELE-MEDICINES LTD.**

**(Formerly known as Jindal Online.Com Limited)**

**Regd. Office:** -2<sup>nd</sup> Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-400002.

**Corp off:** - "Suryarath", 1<sup>st</sup> Floor, Panchwati, 1<sup>st</sup> Lane, Ambawadi, Ahmedabad-06

**Phone:** - (079)-71001500, **Email:** - information@jindaltextiles.com, **CIN:** - L29110MH1995PLC085738

**Attendance Slip**

**(To be presented at entrance)**

**22<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, 20<sup>th</sup> September, 2016 at 11:30 A.M.**

at Jewel of Chembur Hotel, 1<sup>st</sup> Road, Opp. B.M.C Office, Chembur, Mumbai- 400071

**Folio No.** \_\_\_\_\_ **DP ID No.** \_\_\_\_\_ **Client ID No.** \_\_\_\_\_

**Name of the Member:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

**Name of the Proxyholder:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



**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** : L29110MH1995PLC08573822<sup>nd</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 Tuesday, 20<sup>th</sup> September, 2016 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:

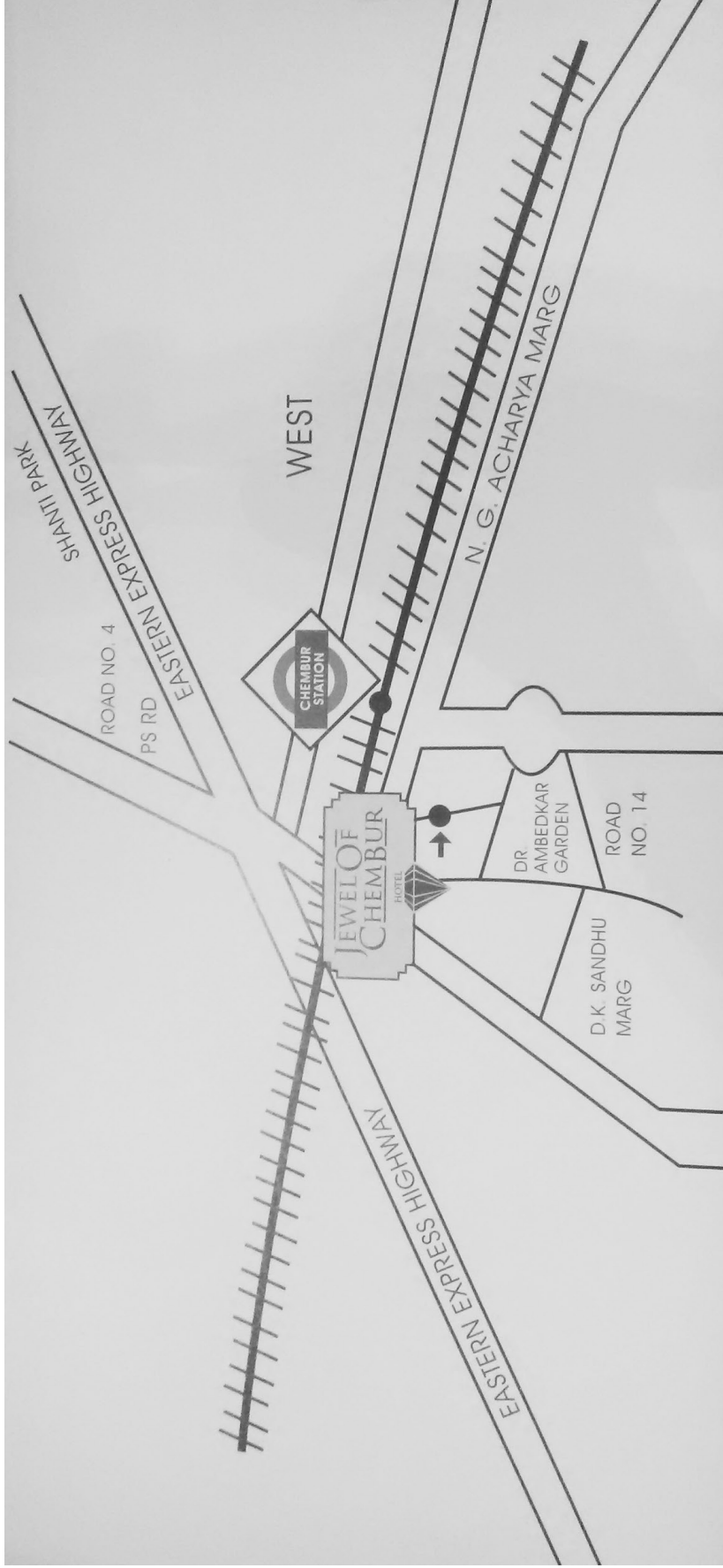
No	ITEM No.	No. of by me Shares held	I assent to the Resolution	I dissent from the Resolution
1	Adoption of audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 and reports of the Board of Directors and the Auditors thereon.			
2	Appoint a Director in place of Mr. Dinesh Jain (holding DIN : 00216803) who retires by rotation and being eligible, offers himself for re-appointment			
3	Appointment of M/s Mehra Anil & Associates (Registration No. 117692W), Chartered Accountants, as Auditors.			
4.	Re-appointment of Mr. Amit Agrawal (DIN: 00169061) as Managing Director of the Company.			

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.