

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** (Formerly Known as Jindal Online.com Limited) will be held on, Tuesday, 20th day of September, 2016 at **Jewel of Chembur Hotel, 1st 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 31st 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 22nd 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 10th August, 2016 for a further period of 5 (Five) year with effect from 1st October, 2016 to 30th 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 : 10th 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, 17th September, 2016 to Tuesday, 20th September, 2016 (both days inclusive) for the purpose of the 22nd 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.

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

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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 13th 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, 13th 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, 17th September 2016 (9:00 A.M.) and ends on Monday, 19th 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 13th 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 13th 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 13th 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, 19th September, 2016 (5.00 P.M.).
- b) The shareholders should log on to the e-voting website 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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.
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 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.
- 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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Contact Details

Company	: Kashyap Tele-Medicines Limited 2 nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002 CIN: L29110MH1995PLC085738 Email ID: information@jindaltextiles.com
Registrar and Transfer Agent	: Link In time India 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
e-Voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	: 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 10th 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 1st 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:

- Remuneration :NIL
- 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.
- 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.
- 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.
- 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:
 - 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;
 - 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;
 - 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 : 10th August, 2016

**CS. Shifali Singh
Company Secretary**