

**NOTICE**

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** (Formerly Known as Jindal Online.com Limited) will be held on, **Monday, 18<sup>th</sup> day of September, 2017** 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, 2017 and the Report of the Board of Directors and Auditors thereon.

**Item No. 2- Re-Appointment of Director, who retires by rotation:**

To appoint a Director in place of Mr. Amit Agrawal (DIN: 00169061) 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 consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and on the recommendations of Audit Committee, **M/s. Saremal & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad**, be and are hereby appointed as the Statutory Auditors of the company in place of M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, the retiring Auditors of the company, to hold office for a term of 5 years from the conclusion of the 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting, on such remuneration, as shall be fixed by the Board of Directors of the Company, with the due approval of the Members at the ensuing Annual General Meeting and ratification thereof at every Annual General Meeting."

**SPECIAL BUSINESS:****Item No. 4- Appointment of Mr. Devkinandan Sharma as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Devkinandan Sharma (DIN: 07900496)**, who was appointed as an Additional Director (Category: Independent) of the Company w.e.f. 12<sup>th</sup> August, 2017 by the Board of Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 11<sup>th</sup> August, 2022 and whose term shall not be liable to retire by rotation."

**Item No. 5- Appointment of Ms. Amrita Khetan as Non Executive Non Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 161, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Amrita Khetan (DIN: 02781781)**, who was appointed as an Additional Director (Category: Non Executive Non Independent) of the Company w.e.f. 12<sup>th</sup> August, 2017 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (Category: Non Executive Non Independent) of the Company."

**Item No. 6- Amendment(S) to Memorandum of Association of the Company in accordance to the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 4,13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

- A. Part A of the Objects Clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:'
- B. Part B of the Objects Clause of the Memorandum of Association of the Company be titled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:'
- C. The existing Part C titled 'OTHER OBJECTS' of the Objects Clause in the Memorandum of Association of the Company be deleted."

**RESOLVED FURTHER THAT** the Clause IV, Liability Clause of the Memorandum of Association be and is hereby altered and substituted as under:

**Clause IV**

‘The liability of the member(s) of the Company is limited to the amount unpaid, if any, on the shares held by them.’

**RESOLVED FURTHER THAT** Pursuant to the Section 4,13 and Table A of Schedule I, read with the Companies (Incorporation) Rules, 2014 of the Companies Act, 2013, the draft copy of the new set of Memorandum of Association of the Company as per the prescribed rules and regulations stated in the Companies Act, 2013 be and is hereby substituted with the existing Memorandum of Association of the Company as per the Companies Act, 1956 and the same be and is hereby considered, approved by the Members; subject to the approval of Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 7- Adoption of new set of Articles of Association of Company in accordance to the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5,14 and Table F of Schedule I of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to adopt and approve the new set of Articles of Association in place of existing Articles of Association of the Company, subject to the approval of Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**On behalf of Board of Directors  
For, Kashyap Tele-Medicines Limited**

**Date : 12<sup>th</sup> August, 2017**

**Place : Ahmedabad**

Sd/-  
**(Amit Agrawal)**  
Managing Director  
DIN: 00169061

**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 **Monday, 11<sup>th</sup> September, 2017 to Monday, 18<sup>th</sup> September, 2017** (both days inclusive) for the purpose of the 23<sup>rd</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.
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 India Private Limited

5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off C G Road, Ellisbridge, Ahmedabad, Gujarat, 380006

Phone: - 079-26465179 E-mail ID: ahmedabad@linkintime.co.in

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8. The Company has designated and exclusive Email ID: investor.relations@jindalonline.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 to 7 as stated above is annexed hereto. The relevant details have been stipulated under in respect of Directors seeking appointments / re-appointments, are also 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. Amit Agrawal (DIN: 00169061), 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 the Notice.
14. The route map of the venue of the Annual General Meeting is designed at the last page of the Annual Report.
15. **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 e-voting").
  - 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 11<sup>th</sup> September, 2017 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 Monday, 11<sup>th</sup> September, 2017, 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 Friday, 15<sup>th</sup> September, 2017 (9:00 a.m.) and ends on Sunday, 17<sup>th</sup> September, 2017 (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 11<sup>th</sup> September, 2017, 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 capital of the Company as on the Cut-off date of 11<sup>th</sup> September, 2017.
  - viii. SPANJ & Associates, Practising Company Secretary (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 11<sup>th</sup> September, 2017, 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, 17<sup>th</sup> September, 2017 (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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. E.g. 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- 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. 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.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a 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.
- r) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

#### 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.

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- 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).

### Contact Details

<b>Company</b>	:	<b>Kashyap Tele- Medicines Limited</b> <b>CIN: L29110MH1995PLC085738</b> <b>Regd. Office:</b> 2 <sup>nd</sup> Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002 <b>Email Id:</b> <a href="mailto:investor.relations@jindalonline.com">investor.relations@jindalonline.com</a> <b>Corporate Office:</b> Suryarath", 1 <sup>st</sup> Floor, Panchwati, 1 <sup>st</sup> Lane, Ambawadi, Ahmedabad – 06 <b>Phone:</b> 079 -71001500 <b>Email Id:</b> <a href="mailto:investor.relations@jindalonline.com">investor.relations@jindalonline.com</a>
<b>Registrar and Transfer Agent</b>	:	<b>Link Intime India Private Limited</b> 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad, Gujarat- 380006 Phone :- 079-26465179 E-mail ID : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
<b>e-Voting Agency</b>	:	<b>Central Depository Services (India) Limited</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	:	<b>SPANJ &amp; Associates</b> Practising Company Secretary,Ahmedabad-380009 (Unique Code of Partnership Firm: P2014GJ34800) E-mail ID: <a href="mailto:csdoshiac@gmail.com">csdoshiac@gmail.com</a>

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

#### Item No.4

Pursuant to Section 161 of the Companies Act, 2013, Mr. Devkinandan Sharma (DIN: 07900496) was appointed as an Additional Director (Category: Independent) by the Board of Directors of the Company ("the Board") on 12<sup>th</sup> August, 2017 to hold office upto the date of ensuing Annual General Meeting of the Company. Due notice and deposit under Section 160 of the Act has been received from member of the Company proposing his appointment as a Director of the Company for a term of 5 years w.e.f. 12<sup>th</sup> August, 2017 upto 11<sup>th</sup> August, 2022 and whose period of office shall not be liable to determination by retirement of Directors by rotation.

He satisfies all the applicable conditions as set out under Companies Act, 2013 for being eligible for the appointment of Independent Director. The Company has received from him:

- Consent to act as a Director 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.
- Declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Companies Act, 2013.

Copy of the draft letter for appointment setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, between 10.30 a.m. to 12.30 p.m.

Mr. Devkinandan Sharma aged 45 years is a commerce graduate and has completed his B. Com from Rajasthan University. He has rich and varied experience of more than 19 years in Textile Field. He is also a member of Nomination and Remuneration Committee of the Company. He does not hold any shares in the Company.

Brief resume of Mr. Devkinandan Sharma, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se are provided in the Annexure to Notice.



Save and except above, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the above resolutions.

The Board of Directors recommends the ordinary resolution as set out at item no. 4 of the notice for your approval.

**Item No. 5**

Pursuant to Section 161 of the Companies Act, 2013, Ms. Amrita Khetan (DIN: 02781781) was appointed as an Additional Director (Category: Non Executive Non Independent) by the Board of Directors of the Company ("the Board") on 12<sup>th</sup> August, 2017 to hold office upto the date of ensuing Annual General Meeting of the Company. Due notice and deposit under Section 160 of the Act has been received from member of the Company proposing his appointment as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

She satisfies all the applicable conditions as set out under Companies Act, 2013 for being eligible for the appointment of Director. The Company has received from her:

- i) Consent to act as a Director 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 she is not disqualified to become a director under the Act;
- iii) Declaration under Section 152 of the Act to the effect that she is not disqualified to become a director under the Act.

Copy of the draft letter for appointment setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, between 10.30 a.m. to 12.30 p.m.

Ms. Amrita Khetan aged 46 years is a Commerce Graduate and having a degree of Bachelor of Arts from renowned University. She does not hold any shares in the Company.

Brief resume of Ms. Amrita Khetan, nature of her expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se are provided in the Annexure to Notice.

Save and except above, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the above resolutions.

The Board of Directors recommends the ordinary resolution as set out at item no. 5 of the notice for your approval.

**Item No. 6**

The existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force w.e.f. 1<sup>st</sup> April, 2014, require stating the Objects Clause and Liability Clause of MOA in a different manner. In view of the said requirements, the Objects Clause and the Liability Clause are proposed to be amended as under:

- A. The Objects Clause will now have 2 parts viz. Part A - 'The Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the objects specified in clause 3(A)'.
- B. The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.
- C. The Liability Clause is proposed to state that the liability of the member(s) of the Company is limited to the amount unpaid, if any, on the shares held by them.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.30 a.m. to 12.30 p.m.

The Board of Directors vide its resolution 12<sup>th</sup> August, 2017 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the members to be passed as a Special Resolution.

None of the Director(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution as set out at item no. 6 of the notice for your approval.

**Item No. 7**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1995. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

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It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 12<sup>th</sup> August, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.30 a.m. to 12.30 p.m.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

The Board of Directors recommends the Special Resolution as set out at item no. 7 of the notice for your approval.

**On behalf of Board of Directors  
For, Kashyap Tele-Medicines Limited**

Sd/-  
**(Amit Agrawal)**  
Managing Director  
DIN: 00169061

**Date : 12<sup>th</sup> August, 2017**  
**Place : Ahmedabad**

### ANNEXURE TO THE NOTICE Brief Particulars of Directors being appointed/re-appointed are as under:-

Name	Mr. Amit Agrawal	Ms. Amrita Khetan	Mr. Devkinandan Sharma
DIN	00169061	02781781	07900496
Date of Birth	28 <sup>th</sup> April, 1977	21 <sup>st</sup> January, 1971	23 <sup>rd</sup> November, 1971
Date of First Appointment	01 <sup>st</sup> February, 2001	12 <sup>th</sup> August, 2017	12 <sup>th</sup> August, 2017
Age	40	46	45
Educational Qualification	MBA	B.A.	B.Com
Directorship held in other companies	1. Jindal Worldwide Limited 2. Balaji Weft Private Limited 3. Jindal Denifin Line Private Limited 4. Jindal (India) Polytext Private Limited 5. Jindal Synthetics Limited 6. Shachee Weavers Private Limited 7. Jindal Shirts Private Limited 8. Bienville Estates Enterprise Private Limited 9. Amitara Green Hi-Tech Textiles Park Private Limited 10. Premium Yoga Fitness Centre Private Limited 11. Suryaside Fitness LLP	1. Tarachand Impex Limited	NONE
Membership/ Chairmanships of Audit and stake holders relationship committees	<b>Jindal Worldwide Limited</b> 1. Stakeholder Relationship Committee – Member <b>Kashyap Tele-Medicines Limited</b> Stakeholder Relationship Committee – Member	NONE	<b>Kashyap Tele-Medicines Limited</b> 1. Nomination and Remuneration Committee
Share holding in Kashyap Tele-Medicines Limited	1.05% (5,00,000 Equity Shares of ₹ 1/- each)	NIL	NIL