

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on, **Wednesday, 21st day of August, 2019** at 11.30 a.m. at **Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai-400 071, Maharashtra**, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Amrita Khetan (DIN: 02781781), who retires by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment and Regularisation of Mr. Mayank Khetan (DIN: 02412971) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions:**

“RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 20th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, relevant rules and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and Regulations 16(1)(b), 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment and regularisation of Mr. Mayank Khetan (DIN: 02412971); who was appointed as an Additional Director of the Company w.e.f. 21st May, 2019, in terms of Section 161(1) of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting and being qualified for appointment as an Independent Director 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; as an Independent Director of the Company for a term of five consecutive years i.e. w.e.f. 21st May, 2019 to 20th May, 2024 and whose term shall not be subject to retirement by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with

Regulation 17(6)(a) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mayank Khetan may be paid sitting fees or commission as may decided by the Board within the limits stipulated under the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director, for and on behalf of the Company, be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies.”

4. **Appointment and Regularisation of Mr. Raghav Agrawal (DIN: 02264149) as a Non-Executive Non-Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 20th May, 2019 and pursuant to the provisions of Sections 152, 161 read with relevant rules and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and Regulation 17 of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment and regularisation of Mr. Raghav Agrawal (DIN: 02264149); who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 21st May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013; as a Director in the category of Non-Executive Non-Independent Director of the Company, whose term shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17(6)(a) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Raghav Agrawal may be paid sitting fees or commission as may decide by the Board within the limits stipulated under the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director, for and on behalf of the Company, be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies.”

5. Re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 13th July, 2019 and pursuant to the provisions of Sections 149, 152 read with Schedule IV, relevant rules and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and Regulations 16(1)(b), 17 and other applicable provisions, if any, of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company; whose existing term of appointment expires at this Annual General Meeting of the Company and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Listing Regulations 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; to hold office for the second term of 5 (Five) consecutive years w.e.f. 22nd August, 2019 upto 21st August, 2024 and whose term shall not be subject to retirement by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17(6)(a) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Surabhi Agrawal may be paid sitting fees or commission as may decide by the Board within the limits stipulated under the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director, for and on behalf of the Company, be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies.”

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

Sd/-

Amit Agrawal

Managing Director

DIN: 00169061

Date : 13th July, 2019

Place: Ahmedabad

Registered Office:

2nd Floor, Pushpawati Building No. 2,

Chandanwadi, Girgaon Road,

Mumbai-400 002, Maharashtra

CIN: L29110MH1995PLC085738

E-mail ID: investor.relations@jindalonline.com

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 25TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT HOURS) BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 A PROXY FOR ANY OTHER PERSON OR MEMBER. THE PROXY HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. Relevant Explanatory Statements pursuant to provisions of Section 102 of the Companies Act, 2013 read with Regulation 17 of Listing Regulations, in respect of Special Businesses i.e. item nos. 3 to 5, as set out are annexed hereto.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, as amended from time to time, the Register of Members and Share Transfer Books of the Company will be closed from **Thursday, 15th August, 2019 to Wednesday, 21st August, 2019** (both days inclusive) for the purpose of the 25th Annual General Meeting.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting. The Route Map of the venue of the Annual General Meeting is appended at the last page.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the meeting and number of shares held by them.
7. The documents referred to in the notice are open for inspection at the Corporate Office of the Company on all working days between 11.00 a.m. to 1.00 p.m., except Sundays and holidays, up to the date of Annual General Meeting.
8. Members holding shares in terms of physical mode and dematerialized mode are requested to notify immediately the change of their address, email ID and bank particulars to the Registrar and Share Transfer Agent (RTA)/Depository Participant/ Company. In case of any queries, complaints/grievances, the Shareholders are requested to kindly contact to the RTA/ Company.
9. With reference to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, security holders whose ledger folios have incomplete details with respect to PAN and Bank Account details, they need to provide such particulars as are mandatorily required to be furnished to the Issuer Company/ RTA for registration in the folio. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to the RTA/ Company for registration/update.
10. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1st April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take necessary actions to dematerialize their physical Equity Shares of the Company promptly. The detailed procedure of conversion of physical shares into dematerialization form is available on the website of Central Depository Services (India) Limited (CDSL), National Securities Depository Limited (NSDL) and Company on their website: www.cdslindia.com, www.nsdl.co.in and www.kashyaptele-medicines.com, respectively.
11. In terms of Section 152 of the Companies Act, 2013, Information of Director eligible for appointment/re-appointment at this Annual General Meeting as required under Regulations 26(4) and 36(3) of Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI) are provided in the “Annexure to the Notice.”
12. Process and manner for members opting for voting through Electronic means:
 - i. In compliance with provisions of 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, Regulation 44 of Listing Regulations and Secretarial Standard-2 issued by the ICSI, 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 facility provided by Central Depository Services (India) Limited (CDSL).
 - 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 i.e. Wednesday, 14th August, 2019** shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting. 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 Annual General Meeting and prior to the **Cut-off date i.e. Wednesday, 14th August, 2019** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the Annual General Meeting by following the procedure mentioned in this part.
 - iv. The remote e-voting period shall commence on **Sunday, 18th August, 2019 at 9:00 a.m. and ends on Tuesday, 20th August, 2019 at 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 i.e. Wednesday, 14th August, 2019**, 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 Annual General Meeting and the members attending the meeting who have not 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 i.e. Wednesday, 14th August, 2019.**
- viii. M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Poll paper at the Annual General Meeting, in a fair and transparent manner.
- ix. The Scrutinizer shall immediately, after the conclusion of voting at Annual General Meeting, will first count the votes cast at the Annual General Meeting, 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.
- 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. E.g. 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.

- x. The resolutions shall be deemed to be passed on the date of the Meeting, subject to the same being passed with requisite majority.
13. **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 **14th August, 2019**, 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, 20th August, 2019 at 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.

- 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 of the Company i.e. "Kashyap Tele-Medicines Limited" 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 i.e. 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.
- p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q) 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.

Shareholders can also use Mobile app - "m - Voting" for e-voting. M - Voting app is available on Apple, Android and 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 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 Email 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

Contact Details

Company	:	Kashyap Tele - Medicines Limited CIN: L29110MH1995PLC085738 Regd. Office : 2 nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400 002, Maharashtra Corporate Office: "Suryarath" 1 st Floor, Panchwati, 1 st Lane, Ambavadi, Ahmedabad-06 E-mail ID: investor.relations@jindalonline.com Website: www.kashyaptele-medicines.com Mobile No.: +91-6359637788
Registrar and Transfer Agent	:	Link Intime India Private Limited Corp. Office: 5 th 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, 380 006 E-mail ID: ahmedabad@linkintime.co.in Website: www.linkintime.co.in Phone No.: 079-26465179
E-Voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	:	M/s. SPANJ & Associates Practicing Company Secretaries, Ahmedabad – 380 009 E-mail ID: csdoshiac@gmail.com

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

Date : 13th July, 2019
Place: Ahmedabad

Registered Office:
2nd Floor, Pushpawati Building No. 2,
Chandanwadi, Girgaon Road,
Mumbai-400 002, Maharashtra
CIN: L29110MH1995PLC085738
E-mail ID: investor.relations@jindalonline.com

Sd/-
Amit Agrawal
Managing Director
DIN: 00169061

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF LISTING REGULATIONS

ITEM NO. 3

Appointment and Regularisation of Mr. Mayank Khetan (DIN: 02412971) as an Independent Director of the Company:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their respective meetings held on 20th May, 2019 has appointed Mr. Mayank Khetan as an Additional Director in the category of Independent Director w.e.f. 21st May, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mayank Khetan holds office upto the date of this Annual General Meeting and is eligible for regularisation and appointment as Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member intending to propose the candidature of Mr. Mayank Khetan as a Director of the Company and his term of office shall not liable to be determined by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Mayank Khetan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has received declarations from Mr. Mayank Khetan that he meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and is independent of the management.

Copy of the letter for appointment of Mr. Mayank Khetan as an Independent Director, setting out the terms and conditions of appointment is available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

The Board considers that continued association of Mr. Mayank Khetan would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Except Mr. Mayank Khetan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in this resolution set out in the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

ITEM NO. 4

Appointment and Regularisation of Mr. Raghav Agrawal (DIN: 02264149) as a Non-Executive Non-Independent Director of the Company:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their respective meetings held on 20th May, 2019 has appointed Mr. Raghav Agrawal as an Additional Director of the Company in the category of Non-Executive Non-Independent Director w.e.f. 21st May, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Raghav Agrawal holds office upto the date of this Annual General Meeting and is eligible for regularisation and appointment as Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member intending to propose the candidature of Mr. Raghav Agrawal as a Director of the Company and his term of office shall be liable to be determined by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Raghav Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

The Board considers that keeping in view his vast expertise and knowledge, it is desirable and in the interest of the Company to avail services of Mr. Raghav Agrawal as a Director.

Except Mr. Raghav Agrawal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in this resolution set out in the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

ITEM NO. 5

Re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company:

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 20th Annual General Meeting held on 19th September, 2014, Mrs. Surabhi Agrawal

was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto this Annual General Meeting due to expiry of her existing term of appointment as an Independent Director of the Company on this Annual General Meeting, she is eligible for re-appointment for one more term period.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 13th July, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and relevant rules of the Companies Act, 2013 and Regulations 16(1)(b), 17 of the Listing Regulations and based on her skills, experience, knowledge, contributions made by her during her tenure and outcome of performance evaluation of the Independent Directors, the approval is sought by the Members of the Company for re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company for the second term of 5 (five) consecutive years w.e.f. 22nd August, 2019 upto 21st August, 2024 and she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mrs. Surabhi Agrawal, being eligible for re-appointment as Independent Director for the second term providing her consent in writing to act as director pursuant to the Section 152(5) of the Company Act, 2013. The Company has also received a declaration from Mrs. Surabhi Agrawal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Listing Regulations. Mrs. Surabhi Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mrs. Surabhi Agrawal to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mrs. Surabhi Agrawal setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

The Board Considers that the Company will be benefited by her re-appointment, as her contribution is likely to be immense for valuable experience and knowledge. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mrs. Surabhi Agrawal as an Independent Director of the Company.

Except Mrs. Surabhi Agrawal and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in this resolution set out in the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

ANNEXURE TO THE NOTICE**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25th ANNUAL GENERAL MEETING**

Name	Ms. Amrita Khetan	Mr. Mayank Khetan	Mr. Raghav Agrawal	Mrs. Surabhi Agrawal
DIN	02781781	02412971	02264149	06940379
Date of Birth	21 st January, 1971	15 th March, 1987	20 th April, 1988	23 rd September, 1982
Date of First Appointment	12 th August, 2017	21 st May, 2019	21 st May, 2019	6 th August, 2014
Age	48 Years	32 Years	31 Years	36 Years
Educational Qualification	Graduation in Arts	Graduate in Science and MBA from Kanpur University	Graduate in Business Administration in Economic from Michigan State University, USA	Master in Business Administration
Experience and expertise	9 years of vast experience & expertise in Strategic thinking and Business Management	10 years of rich experience in Textiles Sector. He has extensive experience and expertise in the fields of the Textile Business, Business Strategy, Sales and Marketing.	Over 9 years in creation of new services, products and strategies. He is an expert in Project Execution, Strategic Planning, Leadership Development, Customer Engagement and Risk Mitigation.	More than 5 years of experience and expertise in Business Management.
Terms and conditions of Appointment/Re-appointment	NA	As per the resolution at item no. 3 of the Notice convening Annual General Meeting to be held on 21 st August, 2019 read with explanatory statement thereto	As per the resolution at item no. 4 of the Notice convening Annual General Meeting to be held on 21 st August, 2019 read with explanatory statement thereto	As per the resolution at item no. 5 of the Notice convening Annual General Meeting to be held on 21 st August, 2019 read with explanatory statement thereto
Remuneration last drawn	NIL	NA	NA	NIL
Directorship held in other companies	1. Tarachand Impex Limited	1. Jindal Texofab Limited 2. Tarachand Impex Limited	1. Kshipan Estates And Enterprise Private Limited 2. Bienville Estates Enterprise Private Limited 3. Uma Weavers Private Limited 4. Gayatri Weavers Private Limited 5. Rosabelle Textiles Private Limited 6. Jindal Creations Limited 7. Bhagyalakshmi Spintex Private Limited 8. Artsy Weaves Private Limited 9. Yash Weavers Limited 10. Amitara Resorts Private Limited 11. Amitara Green Hi-Tech Park Private Limited	NIL
Membership / Chairmanship in Committees of other companies as on 31st March, 2019	NIL	NIL	NIL	NIL
Shareholding in the Company as on 31st March, 2019	NIL	NIL	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year (2018-19)	7 out of 7	NA	NA	5 out of 7

KASHYAP TELE-MEDICINES LIMITED

Regd. Office: -2nd Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-400002, MH

Corp. Office: - "Suryarath", 1st Floor, Panchwati, 1st Lane, Ambawadi, Ahmedabad-06, GJ

Phone: - +91-6359637788, **Email:** - investor.relations@jindalonline.com; **CIN:** - L29110MH1995PLC085738

Attendance Slip

(To be presented at entrance)

25th Annual General Meeting of the Company to be held on Wednesday, 21st August, 2019 at 11:30 A.M.

At Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai- 400 071

Folio No. _____ **DP ID No.** _____ **Client ID No.** _____

No. of Shares held _____

Name of the Member: _____ **Signature:** _____

Name of the Proxy holder: _____ **Signature:** _____

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

KASHYAP TELE-MEDICINES LIMITED
Regd. Office: -2nd Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai-400002, Maharashtra.

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Phone: - +91-6359637788, **Email:** - investor.relations@jindalonline.com; **CIN:** - L29110MH1995PLC085738

FORM NO. MGT-11
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 No. /Client ID No. : _____ DP ID No. _____

I/We, being the member(s) of _____ equity shares of the above named company, hereby appoint

1. Name : _____ E-mail: _____

Address : _____

Signature: _____, or failing him

2. Name : _____ E-mail: _____

Address : _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on the **21st August, 2019 at 11.30 A.M at Jewel of Chembur Hotel, 1st Road, opp. B.M.C Office, Chembur, Mumbai-400 071** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2019 including Balance Sheet as at 31 st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Amrita Khetan (DIN: 02781781), who retires by rotation and being eligible, offer herself for re-appointment.		
3.	Appointment and Regularisation of Mr. Mayank Khetan (DIN: 02412971) as an Independent Director of the Company.		
4.	Appointment and Regularisation of Mr. Raghav Agrawal (DIN: 02264149) as a Non-Executive Non-Independent Director of the Company.		
5.	Re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company.		

Signed this _____ day of _____ 2019

Signature of Shareholder _____ Signature of Proxy holder (s) _____

Affix
Revenue
Stamp
₹ 1

Note:

- 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.
- A Proxy need not be a Member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
- ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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

Regd. Office : 2nd Floor, Pushpawati Building, Chandanwadi, Girgaon Road, Mumbai - 400 002, Maharashtra.

Corp. Office : "Suryarath", 1st Floor, Panchwati, 1st Lane, Ambawadi, Ahmedabad - 380 006, Gujarat.

CIN : L29110MH1995PLC085738

25th Annual General Meeting of the Company to be held at Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai on Wednesday, 21st August, 2019 at 11.30 A.M.

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:

Sr. No.	ITEM No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2019 including Balance Sheet as at 31 st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Ms. Amrita Khetan (DIN: 02781781), who retires by rotation and being eligible, offer herself for re-appointment.			
3	Appointment and Regularisation of Mr. Mayank Khetan (DIN: 02412971) as an Independent Director of the Company.			
4	Appointment and Regularisation of Mr. Raghav Agrawal (DIN: 02264149) as a Non-Executive Non- Independent Director of the Company.			
5	Re-appointment of Mrs. Surabhi Agrawal (DIN: 06940379) as an Independent Director of the Company.			

Place :
Date :

(Signature of Shareholder)

ROUTE MAP OF 25TH AGM VENUE



KASHYAP TELE-MEDICINES LIMITED

📍 At Jewel of Chembur Hotel, 1st Road, Opp. B.M.C Office, Chembur, Mumbai- 400 071, MH