

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on **Friday, 11th day of September, 2020 at 3.00 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the businesses mentioned below.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2020 including Balance Sheet as at 31st March, 2020, 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 Statutory Auditors thereon.
2. To appoint a Director in place of **Mr. Raghav Agarwal** (DIN: 02264149) Non Executive Non Independent Director, who retires by rotation and being eligible, offer himself for re-appointment.

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

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

Date: 7th August, 2020

Place: Ahmedabad

Registered Office:

2nd Floor, Pushpawati Building No. 2,
Chandanwadi, Girgaon Road,
Mumbai-400 002, Maharashtra

CIN: L29110MH1995PLC085738

E-mail ID : investor.relations@kashyaptele-medicines.com

NOTES:

1. In view of the ongoing COVID-19 pandemic, restrictions imposed on the movement of people and social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circular") has allowed the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly in compliance of the said circulars, the 26th AGM of the Company will be held through VC / OAVM.
2. The Company has appointed Central Depository Services (India) Limited (CDSL), to provide VC/OAVM facility for the AGM and ensuing AGM will be held through VC/OAVM.
3. Pursuant to aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and since, this AGM is being held through VC/OAVM modes, physical attendance of Members has been dispensed with and thus the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate members can attend and vote through VC/OAVM by submitting a duly certified copy of the Board Resolution authorizing their representative to attend and vote through e-voting on its behalf. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, the 26th Annual Report along with Notice of the AGM including general guidelines for participation at the 26th AGM through VC/OAVM, procedure for remote e-voting including during the AGM, is being sent only by electronic mode to those Members whose E-mail IDs are registered with the Company/Depository/R&T Agent. The same has also been uploaded on the website of the Company, i.e. www.kashyaptele-medicines.com.
6. Members attending the meeting through VC/OAVM, who have not cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
7. Members who have not registered their E-mail IDs are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Registrar and Share Transfer Agent (RTA)/Company for receiving all communications including annual report and notices, in electronic mode from the Company.
8. There being no special business, Explanatory Statement pursuant to provision of Section 102 of the Companies Act, 2013 is not applicable to the Company.
9. Members holding shares in 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/Depository Participant/Company. In case of any queries, complaints/ grievances, the Shareholders are requested to kindly contact to the RTA/Company.
10. With reference to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, Shareholders whose ledger folios have incomplete details with respect to PAN and Bank Account details or where there is any change in the bank account details provided earlier, they are requested to provide such particulars as are mandatorily required to be furnished to the Issuer Company/RTA for recording the same in the respective shareholders records.

Thus, for better compliance and for the purpose of updation of the correct and valid details, all the shareholders are requested to fill in the all the details as required in the said "KYC Updation Form" which forms a part of this Annual Report and send the signed "KYC Updation Form" to the RTA of the Company and a copy of same to the Company.

11. 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, approval of requests for effecting transfer of securities (except in case of transmission or transposition of securities) has been restricted w.e.f. 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.
12. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred as "Listing Regulations"), as amended from time to time, the Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 5th September, 2020, to Friday, 11th September, 2020** (both days inclusive) for the purpose of the 26th AGM.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investor.relations@kashyaptele-medicines.com.
14. In case of any queries in regards to information stated in the Annual Report, the Members may write to investor.relations@kashyaptele-medicines.com to receive an email response.
15. In terms of Section 152 of the Companies Act, 2013, Regulations 26(4) and 36(3) of Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI), Information of Director eligible for re-appointment at this AGM are provided in the "Annexure to the Notice".
16. **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, Secretarial Standard-2 issued by the ICSI, MCA Circulars and SEBI Circular, the Company is pleased to provide electronic voting facility (remote e-voting during e-voting period and e-voting during the period at which meeting will be conducted) to the Members of the Company so as to facilitate them to cast their vote on all resolution set forth in this notice electronically, through remote e-voting as well as the e-voting service facility provided by CDSL.
 - ii. The Members can attend the AGM through the VC/OAVM mode before and after 30 minutes of the scheduled time of the commencement of the Meeting by following the procedure mentioned in part of this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - iii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - iv. 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. Friday, 4th September, 2020** shall be entitled to avail the facility of remote e-voting or e-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.
 - v. Any person if will become the shareholder of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the **Cut-off date i.e. Friday, 4th September, 2020** shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting by attending the AGM through VC/OAVM.
 - vi. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - vii. Members attending the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

- viii. 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. Friday, 4th September, 2020.**
- ix. 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 e-voting on the date of the AGM, in a fair and transparent manner.
- x. 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 and 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 who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the AGM.
- xi. The resolutions shall be deemed to be passed on the date of the Meeting, subject to the same being passed with requisite majority.
- **Process for those shareholders whose E-Mail Ids are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
 - I. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA.
 - II. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by contacting their respective Depository Participant or to Company/RTA.
 - III. The Company/RTA shall coordinate with CDSL and provide the login credentials accordingly.
 - **The instructions for shareholders for remote e-voting are as under:**
 - a.) The remote e-voting period shall commence on **Tuesday, 8th September, 2020 at 9.00 a.m. and ends on Thursday, 10th September, 2020 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. Friday, 4th September, 2020**, may cast their vote electronically.
 - b.) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - c.) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - d.) Click on "Shareholders" module.
 - e.) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log in at **<https://www.cdslindia.com>** from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.
 - f.) Next enter the Image Verification as displayed and Click on Login.
 - g.) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.

h.) If you are a first time user follow the steps given below:

For Shareholders 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"> 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.

- i.) After entering these details appropriately, click on "SUBMIT" tab.
- j.) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- k.) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l.) Click on the EVSN of the Company i.e. "Kashyap Tele-Medicines Limited" on which you choose to vote.
- m.) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n.) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o.) 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.
- p.) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q.) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r.) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s.) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login should be mailed to 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@kashyaptele-medicines.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting 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. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- **The instructions for shareholders for e-voting during the AGM are as under:-**
 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - **The instructions for shareholders attending the AGM through VC/OAVM are as under:**
 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. For ease of conduct, shareholders who would like to ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) days prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at company mail id i.e. investor.relations@kashyaptele-medicines.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company mail id i.e. investor.relations@kashyaptele-medicines.com. These queries will be replied by the Company suitably by email.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

Contact Details

Company	: Kashyap Tele- Medicines Limited CIN: L29110MH1995PLC085738 Regd. Office : 2 nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002, Maharashtra Corporate Office: UL/8, Upper Floor, Suryarath Complex, Panchwati 1 st Lane Ambawadi, Ahmedabad - 380006 Gujarat E-mail ID: investor.relations@kashyaptele-medicines.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 E-mail ID: csdoshiac@gmail.com

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

Date: 7th August, 2020

Place: Ahmedabad

Registered Office:

2nd Floor, Pushpawati Building No. 2,
Chandanwadi, Girgaon Road,
Mumbai-400 002, Maharashtra

CIN: L29110MH1995PLC085738

E-mail ID: investor.relations@kashyaptele-medicines.com

Sd/-
Amit Agrawal
Managing Director
DIN: 00169061

**ANNEXURE TO THE NOTICE
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 26TH AGM OF THE COMPANY**

Name	Mr. Raghav Agrawal Non Executive Non Independent Director
DIN	02264149
Date of Birth	20 th April, 1988
Date of First Appointment	21 st May, 2019
Age	32 Years
Educational Qualification	Graduate in Business Administration in Economics from Michigan State University, USA
Experience and expertise	He is having over 10 years experience in expansion of new services, products and strategies. He is an expert in Project Execution, Qualitative and quantitative economic analysis, Strategic Planning, Leadership Development, Customer Engagement and Risk Mitigation.
Remuneration last drawn	NIL
Directorship held in other companies as on 31st March, 2020	<ol style="list-style-type: none"> 1. Amitara Resorts Private Limited 2. Amitara Green Hi-Tech Park Private Limited 3. Amitara Industries Private Limited 4. Artsy Weaves Private Limited 5. Bhagalakshmi Spintex Private Limited 6. Bienville Estates Enterprise Private Limited 7. Gayatri Weavers Private Limited 8. Jindal Creations Private Limited 9. Jindal Denim (India) Private Limited 10. Jindal Speciality Chemicals India Private Limited 11. Jindal Integrated Textile Park Private Limited 12. Kshipan Estates And Enterprise Private Limited 13. Niharika Threads Private Limited 14. Rosabelle Textiles Private Limited 15. Tarachand Impex Private Limited 16. Uma Weavers Private Limited 17. Yash Weavers Limited
Membership / Chairmanship in Committees of other companies as on 31st March, 2020	YASH WEAVERS LIMITED <ul style="list-style-type: none"> • Audit Committee-Chairman • Nomination and Remuneration Committee-Chairman
Shareholding in the Company as on 31st March, 2020	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year (2019-2020)	4 out of 5