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**NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **27<sup>th</sup> Annual General Meeting** of the Shareholders of **KASHYAP TELE-MEDICINES LIMITED** will be held on **Thursday, 9<sup>th</sup> September, 2021 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 consider and adopt the **Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021 including Balance Sheet as at 31<sup>st</sup> March, 2021, 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 Ms. Amrita Khetan (DIN: 02781781), who retires by rotation and being eligible, offer herself for re-appointment.

**SPECIAL BUSINESS:**

3. To Re-appoint Mr. Amit Agrawal (DIN: 00169061) as Managing Director of the Company:

To consider and if thought fit, pass the following Resolution as an Ordinary resolution

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (LODR) Regulations, 2015 consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Amit Agrawal (DIN : 00169061) as Managing Director of the Company as recommended by Nomination and Remuneration Committee and approved by the Board of Directors in their meeting held on 18<sup>th</sup> June, 2021 for a further period of 5 (Five) years with effect from 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2026, without remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** pursuant to section 152(6) of the Companies Act, 2013, the Directorship of Mr. Amit Agrawal shall be liable to determination by retirement of directors by rotation and he shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

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

**Date : 10<sup>th</sup> August, 2021**

**Place : Ahmedabad**

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

**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**

**NOTES:**

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Regulation 17 and 36 of SEBI (LODR) Regulations, 2015 and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Special Business under Item No. 3 of the Notice is annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2021, respectively and by General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as "MCA Circulars") allowed companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their AGMs on or before 31<sup>st</sup> December, 2021 through VC/OAVM, without the physical presence of the shareholders at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 the validity of which has been extended till 31<sup>st</sup> December, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ("SEBI Circulars").

In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI (LODR) Regulations, 2015 the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of shareholders. In accordance with the MCA Circulars, Special Business mentioned at Item No. 3 of the Notice is considered as unavoidable in nature by the Board of Directors of the Company.

3. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
4. Pursuant to aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the shareholder is not available for this AGM and since, this AGM is being held through VC/OAVM modes, physical attendance of shareholders has been dispensed with and thus the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate shareholders can attend and vote through VC/OVAM 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.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 27<sup>th</sup> Annual Report along with Notice of the AGM including general guidelines for participation at the 27<sup>th</sup> AGM through VC/OAVM, procedure for remote e-voting during the AGM, is being sent only by electronic mode to those shareholders whose E-mail IDs are registered with the Company/Depository/RTA. The same shall also be made available on the website of the Company, i.e. [www.kashyaptele-medicines.com](http://www.kashyaptele-medicines.com), on the website of BSE Limited, i.e. [www.bseindia.com](http://www.bseindia.com) and website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
7. Shareholders 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. Shareholders 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.
9. The Company's Statutory Auditors, M/S. Saremal & Company, Chartered Accountants, Ahmedabad (FRN: 109281W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the AGM of the shareholders held on 18<sup>th</sup> September, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the Companies (Amendment) Act, 2017 effective from 07<sup>th</sup> May, 2018, the requirement of seeking ratification of the shareholders for the appointment of the Statutory Auditors has been withdrawn from the Act. In view of the foregoing amendment, ratification by the shareholders for continuance of their appointment is not being sought at this AGM.

10. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which she holds directorship and Membership/Chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel as stipulated under Section 152 of the Companies Act, 2013, Regulations 26 and 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

11. With reference to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> 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 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.

12. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> 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. 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1<sup>st</sup> April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the shareholders 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](http://www.cdslindia.com), [www.nsdl.co.in](http://www.nsdl.co.in) and [www.kashyaptele-medicines.com](http://www.kashyaptele-medicines.com) respectively.

13. 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 (LODR) Regulations, 2015, as amended from time to time, the Register of shareholders and Share Transfer Books of the Company will be closed from **Friday, 3<sup>rd</sup> September, 2021 to Thursday, 9<sup>th</sup> September, 2021** (both days inclusive) for the purpose of the 27<sup>th</sup> AGM.

14. 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. Shareholders seeking to inspect such documents can send an email to [investor.relations@kashyaptele-medicines.com](mailto:investor.relations@kashyaptele-medicines.com).

15. In case of any queries in regards to information stated in the Annual Report, the shareholders may write to [investor.relations@kashyaptele-medicines.com](mailto:investor.relations@kashyaptele-medicines.com) to receive an email response.

**16. Instructions to shareholders for voting through electronic means and attending the AGM:**

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), MCA Circulars and Secretarial Standard-2 issued by the ICSI, 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. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

ii. The shareholders can join the AGM through VC/OAVM mode 30 minutes before and after 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 at least 1000 shareholders 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 shareholders 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. Shareholders whose names are recorded in the Register of shareholders or in the Register of Beneficial Owners as maintained by the Depositories as on the Cut-off date i.e. Thursday, 2<sup>nd</sup> September, 2021 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 becomes the shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 2<sup>nd</sup> Thursday, 2021 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. Shareholders 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 shareholders 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 shareholders 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. Thursday, 2<sup>nd</sup> September, 2021.
- 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.
- xii. 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:**
  - a. 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.
  - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  - d. On receipt of above, the Company/RTA shall coordinate with CDSL and provide the login credentials accordingly.
- xiii. The remote e-voting period shall commence on **Monday, 6<sup>th</sup> September, 2021 at 9.00 a.m. and ends on Wednesday, 8<sup>th</sup> September, 2021 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 Thursday, 2<sup>nd</sup> September, 2021**, may cast their vote electronically.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

**xiv. Instructions for Shareholders for Remote E-Voting and E-Voting During AGM and attending Meeting through VC/OAVM (for all individual shareholders holding securities in demat mode):**

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- b. In terms of the aforesaid SEBI Circular dated 9<sup>th</sup> December, 2020, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants as per the login method tabled below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**xv. Login method for e-Voting and joining virtual meeting for shareholders (other than individual shareholders) holding shares in Demat form & physical shareholders:**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID
  - i) For CDSL: 16 digits beneficiary ID,
  - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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 e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form (other than individual) and Physical Form</b>
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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the memberid/folio number in the Dividend Bank details field as mentioned in instruction(v).</li> </ul>

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for Kashyap Tele-Medicines Ltd.
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. 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.
- q. Facility for Non – Individual Shareholders and Custodians –Remote Voting:**
- i.) 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.
  - ii.) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - iii.) 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.
  - iv.) 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.

- v.) 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.
- vi.) 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**xvi. Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:**

- a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. The link for VC/OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. 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.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at the company's email id viz, **investor.relations@kashyaptele-medicines.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries **7 days prior to the AGM** mentioning their name, demat account number/folio number, email id, mobile number at company's email id. These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. 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.
- j. 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.

**xvii. Queries or issues in attending AGM & e-voting:**

- a. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 and 022-23058542/43.
- b. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 on 022-23058542/43.



<b>Contact Details</b>	
<b>Company</b>	: <b>Kashyap Tele- Medicines Limited</b> <b>CIN : L29110MH1995PLC085738</b> <b>Regd. Office :</b> 2nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002, Maharashtra. <b>Corporate Office :</b> UL/8, Upper Floor, Suryarath Complex, Panchwati 1st Lane, Ambawadi, Ahmedabad - 380006 Gujarat <b>E-mail ID: investor.relations@kashyaptele-medicines.com</b> <b>Website: www.kashyaptele-medicines.com</b> Mobile No.: +91-6359637788
<b>Registrar and Transfer Agent</b>	: <b>Link Intime India Private Limited</b> <b>Corp. Office:</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, 380 006. <b>E-mail ID: ahmedabad@linkintime.co.in</b> <b>Website: www.linkintime.co.in</b> Phone No.: 079-26465179
<b>E-Voting Agency</b>	: <b>Central Depository Services (India) Limited</b> <b>E-mail ID: helpdesk.evoting@cdslindia.com</b>
<b>Scrutinizer</b>	: <b>M/s. SPANJ &amp; Associates</b> Practicing Company Secretaries, Ahmedabad <b>E-mail ID: csdoshiac@gmail.com</b>

**Date : 10<sup>th</sup> August, 2021**  
**Place : Ahmedabad**

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

**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**

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 AND 36 OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF SPECIAL BUSINESS UNDER ITEM NO. 3 OF THE NOTICE:**

**ITEM NO. 3**

**To Re-appoint Mr. Amit Agrawal (DIN: 00169061) as Managing Director of the Company:**

Mr. Amit Agrawal was re-appointed as Managing Director of the Company by the shareholders in 22<sup>nd</sup> AGM dated 20<sup>th</sup> September, 2016 for a period of five years w.e.f. 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2021 and thus due to expiry of his existing term of appointment, the Board of Directors of the Company in its meeting held on 18<sup>th</sup> June, 2021 has considered and approved re-appointment of Mr. Amit Agrawal as Managing Director of the Company without remuneration for a period of 5 years w.e.f. 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2026 as recommended by Nomination and Remuneration Committee.

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

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

Mr. Amit Agrawal is a committee member of the Stakeholders' Relationship Committee of the Company.

**Declarations:**

Mr. Amit Agrawal satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from Mr. Amit Agrawal:

- i) Consent to act as the MD in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- ii) Intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;
- iii) Declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.

**Broad particulars of the terms of re-appointment of Mr. Amit Agrawal is as under:**

- i) Remuneration, perquisites and benefits :NIL
- ii) Tenure & Term of Re-appointment: 5 years w.e.f. 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2026
- iii) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- iv) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- v) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- vi) The office of the Managing Director may be terminated by the Company or the concerned Director on such terms and conditions as may be decided by the Board and the Managing Director mutually.

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

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested financially or otherwise, in passing of the above mentioned resolution, except the re-appointing Director himself i.e.

Mr. Amit Agarwal, Dr. Yamunadutt Agrawal (Promoter of the Company and relative of the re-appointing Director) & Kaushal Agarwal (relative of the re-appointing Director) to the extent of their shareholding interest in the company wherever applicable.

The Boards recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

<b>Name</b>	<b>Mr. Amit Agrawal</b>
<b>DIN</b>	00169061
<b>Date of Birth</b>	28 <sup>th</sup> April, 1977
<b>Date of First Appointment</b>	01 <sup>st</sup> February 2001
<b>Age</b>	44 Years
<b>Educational Qualification</b>	Master Degree of Business Management from USA
<b>Experience and expertise</b>	He is having experience of over 22 years 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. He possess core experience in textile industry.
<b>Remuneration last drawn</b>	NIL
<b>Directorship held in other companies as on 31<sup>st</sup> March, 2021</b>	<ol style="list-style-type: none"> <li>1. BALAJI WEFT PRIVATE LIMITED</li> <li>2. JINDAL DENIFIN LINE PRIVATE LIMITED</li> <li>3. SAROJ WEAVERS PRIVATE LIMITED</li> <li>4. JINDAL SHIRTINGS PRIVATE LIMITED</li> <li>5. SHAPE OF YOU PRIVATE LIMITED</li> <li>6. AMITARA GREEN HI-TECH PARK PRIVATE LIMITED</li> <li>7. PREMIUM YOGA FITNESS CENTRE PRIVATE LIMITED</li> <li>8. JINDAL WORLDWIDE LIMITED</li> <li>9. JINDAL SPECIALITY CHEMICALS INDIA PRIVATE LIMITED</li> <li>10. DEEPSHIKHA EXIM PRIVATE LIMITED</li> <li>11. AEGIOS POLYFILMS PRIVATE LIMITED</li> <li>12. APPARELLELY TEXTILES PRIVATE LIMITED</li> <li>13. GOODCORE SPINTEX PRIVATE LIMITED</li> <li>14. SPINBELL TEXTILES PRIVATE LIMITED</li> <li>15. FINETRENDS TEXTILES PRIVATE LIMITED</li> <li>16. DENIMADE TEXTILES PRIVATE LIMITED</li> <li>17. EXPEDE-TECH RESEARCH &amp; DEVELOPMENT PRIVATE LIMITED</li> <li>18. CRYSTALIZE RESEARCH AND SOLUTIONS PRIVATE LIMITED</li> </ol>
<b>Membership / Chairmanship in Committees of other companies as on 31<sup>st</sup> March, 2021</b>	JINDAL WORLDWIDE LTD. <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Stakeholders Relationship Committee-Member</li> <li>• Corporate Social Responsibility Committee-Member</li> <li>• Operational Committee-Member</li> </ul>
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2021</b>	Mr. Amit Agrawal holds 5,00,000 equity shares of the Company (1.05 % of total shareholding)
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel
<b>Number of meetings of the Board attended during the Financial Year (2020-2021)</b>	5 out of 5
<b>Candidature details</b>	The Company has duly received candidature for re-appointment of Mr. Amit Agrawal as managing director of the Company from one of the shareholder of the Company.

**ANNEXURE TO THE NOTICE**
**DETAILS OF DIRECTORS RETIRING BY ROTATION AND BEING ELIGIBLE SEEKING RE-APPOINTMENT AT THE 27<sup>TH</sup> AGM OF THE COMPANY:**

<b>Name</b>	<b>Ms. Amrita Khetan</b>
<b>Designation</b>	Non-Executive Non Independent Director
<b>DIN</b>	<b>02781781</b>
<b>Date of Birth</b>	21 <sup>st</sup> January, 1971
<b>Date of First Appointment</b>	12 <sup>th</sup> August, 2017
<b>Age</b>	50 Years
<b>Educational Qualification</b>	Graduation in Arts
<b>Experience and expertise</b>	11 Years of vast experience & expertise in strategic thinking and Business Management
<b>Terms and conditions of Appointment/Re-appointment</b>	As may be mutually decided by the Board of Directors from time to time and shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.
<b>Remuneration last drawn</b>	NIL
<b>Directorship held in other companies</b>	NIL
<b>Membership / Chairmanship in Committees of other companies as on 31st March, 2021</b>	NIL
<b>Shareholding in the Company as on 31st March, 2021</b>	NIL
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director of the Company / Key Managerial Personnel of the Company
<b>Number of meetings of the Board attended during the Financial Year (2020-21)</b>	4 out of 5