
NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on **Tuesday, 23rd August, 2022 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, 2022 including Balance Sheet as at 31st March, 2022, 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 Auditor thereupon.
2. To appoint a Director in place of Mr. Raghav Agrawal (DIN: 02264149), Non - Executive Non - Independent Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.
3. To re-appoint Statutory Auditor - M/s. Saremal & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad for a second consecutive term of 1 year.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further considering the recommendation of Audit Committee and subsequent approval of Board of Directors thereon, M/s. Saremal & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad, who have confirmed their eligibility to be re-appointed as Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second consecutive term of 1 year from the conclusion of this 28th AGM till the conclusion of 29th AGM and to conduct the statutory audit for the F.Y. 2022-2023 at such audit fees and terms and conditions as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Devkinandan Sharma (DIN: 07900496) as a Non-Executive Independent Director of the Company for a second consecutive term of 5 years:

To consider and if thought fit, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to section 149, 150, 152 & Schedule IV & other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17 of SEBI (LODR) Regulations, 2015 and Articles of Association of the Company and further considering the recommendation of Nomination and Remuneration Committee and subsequent approval of the Board of Directors thereon; the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Devkinandan Sharma (DIN: 07900496) as a Non-Executive Independent Director of the Company, whose first & existing term of appointment expires on 11th August, 2022 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 an Independent Director of the Company; to hold office for the second consecutive term of 5 (Five) years w.e.f. 12th August, 2022 upto 11th August, 2027 not liable to retire by rotation & on such terms and conditions as detailed in the explanatory statement annexed hereto, which is hereby approved and sanctioned, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be mutually decided by the Board of Directors and the re-appointing Independent Director from time to time.”

“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 SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devkinandan Sharma may be paid such amount of sitting fees or commission as decided by the Board from time to time & which if paid shall be within the limits stipulated under the Companies Act, 2013.”

“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.”

**For & on behalf of Board of Directors of
Kashyap Tele-Medicines Limited**

Date : 27th July, 2022
Place : Ahmedabad

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

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

Corporate Office:
UL/8, Upper Floor, Suryarath Complex,
Panchwati 1st Lane Ambawadi,
Ahmedabad – 380 006 Gujarat

NOTES:

1. Pursuant to General Circular No. 02/2022 dated 05th May, 2022 in relation to “Clarification on holding AGM through VC & OAVM”, the Ministry of Corporate Affairs (‘MCA’) has allowed the companies whose AGMs were due to be held in/ during the year 2022, to conduct their AGMs on or before 31st December, 2022 through VC/OAVM without the physical presence of the members at a common venue. Further, on receiving various representations, the Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 providing relaxation from Regulation 36(1)(b) of SEBI (LODR) Regulations, 2015 upto 31st December, 2022 in respect to sending hard copies of annual reports to the shareholders.

The above MCA Circulars & SEBI Circulars are to be read with the previously issued MCA General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 on account of the threat posed by COVID-19” and MCA General Circular Nos. 20/2020, 02/2021 and 19/2021 dated 05th May, 2020, 13th January, 2021 and 08th December, 2021, respectively, in relation to “Clarification on holding AGM through VC & OAVM” (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as “SEBI Circulars”)

Accordingly, in compliance with the aforementioned circulars, the 28th Annual General Meeting (“AGM”) of the Company will be held on Tuesday, 23rd August, 2022 at 3.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the businesses as set out in the Notice of AGM and therefore no physical presence of members is required.

2. The Explanatory Statement stating 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. 4 of the Notice is annexed hereto.
3. A brief profile of the Directors retiring by rotation and proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they 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.
4. 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.
5. 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 mode, physical attendance of members has been dispensed with and thus the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate members 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 their behalf to the Scrutinizer by e-mail on its registered e-mail address csdoshac@gmail.com or on the email ID of the Company i.e. investor.relations@kashyaptele-medicines.com or by uploading the same on “e-Voting” tab in shareholder’s login. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to attend & vote.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 28th Annual Report along with Notice of the AGM including general guidelines for participation at the 28th AGM through VC/OAVM, procedure for remote e-voting during the AGM, shall be sent only by electronic mode to those members 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, on the website of BSE Limited, i.e. www.bseindia.com and website of CDSL www.evotingindia.com.
8. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.;

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021. The above form is available on the website of the Company and the Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://kashyaptele-medicines.com/investor-relations/> and on the website of the Company’s Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. As per the provisions of Section 72 of the the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <https://kashyaptele-medicines.com/investor-relations/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA/Company in case the shares are held in physical form.
11. 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 members and Share Transfer Books of the Company will be closed from **Wednesday, 17th August, 2022, to Tuesday, 23rd August, 2022** (both days inclusive).
12. 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 digitally. Members seeking to inspect such documents can send an email to investor.relations@kashyaptele-medicines.com.
13. In case of any queries in regards to information stated in the Annual Report, the members may write to investor.relations@kashyaptele-medicines.com in order to get queries resolved.
14. **Instructions to members 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 members 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 atleast 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Committees of Board, 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 as maintained by the Depositories as on the Cut-off date i.e. Tuesday, 16th August, 2022 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 member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 16th August, 2022 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 member, the member shall not be allowed to change it subsequently.
 - vii. Members attending the meeting through VC/OAVM, who have not already casted 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 casted 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. Tuesday, 16th August, 2022.
- ix. M/s. SPANJ & Associates, 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 pursuant to Section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.
- 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 then the results of the voting shall be declared by the Company 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 members whose E-Mail Ids are not registered with the depositories/RTA for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- For Physical members - Please provide necessary details like Folio No., Name of members, 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.
 - For Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
 - 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 **Saturday, 20th August, 2022 at 9.00 a.m. and ends on Monday, 22nd August, 2022 at 5.00 p.m.** During this period, members of the Company holding shares either in physical form or in dematerialized form as on the **Cut-off date i.e Tuesday, 16th August, 2022**, may cast their vote electronically.
- xiv. **Instructions of members for Remote E-Voting and E-Voting During AGM and attending Meeting through VC/OAVM (for all individual members holding securities in demat mode):**
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members /retail members 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 members. 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.
 - In terms of the aforesaid SEBI Circular dated 9th December, 2020, Individual members 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. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of Members	Login Method
Individual Share-holders holding securities in Demat mode with CDSL	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsd.com 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 members (other than individual members) holding shares in Demat form & physical shareholders:

- a. The members should log on to the e-voting website 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) Members 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 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:

For members holding shares in Demat Form (other than individual) and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • members 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both 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 (v).

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.
- i. For members 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 No. 220730003 of 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 members and Custodians –Remote Voting:**
 - i.) Non-Individual members (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 members 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 members 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. Members 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. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- e. Further members 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. Members 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 members 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 members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those members, 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 members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

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

- a. If you have any queries or issues regarding attending AGM & e-Voting through 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, Mafatlat 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.

Contact Details

Company	: Kashyap Tele- Medicines Limited CIN: L29110MH1995PLC085738 Regd. Office : 2nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002, Maharashtra. Corporate Office: UL/8, Upper Floor, Suryarath Complex, Panchwati 1st 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: 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. 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

**For & on behalf of Board of Directors of
Kashyap Tele-Medicines Limited**

Date : 27th July, 2022
Place : Ahmedabad

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

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

Corporate Office:
UL/8, Upper Floor, Suryarath Complex,
Panchwati 1st Lane Ambawadi,
Ahmedabad – 380 006 Gujarat

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 TO ORDINARY & SPECIAL BUSINESS OF THE NOTICE:

ITEM NO. 3

To re-appoint Statutory Auditor - M/s. Saremal & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad for a second consecutive term of 1 year.

Pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013, the Members of the Company at the AGM of the Company held on 18th September, 2017 has appointed M/s. Saremal & Company, Chartered Accountants, Ahmedabad (Firm Registration No. 109281W), as the Statutory Auditors of the Company to hold the office for a term of 5 (Five) years from the conclusion of 23rd AGM till the conclusion of the 28th AGM to conduct the statutory audit from F.Y. 2017-2018 upto the F.Y. 2021-2022.

Accordingly, on recommendation of Audit Committee of the Company, the Board of Directors in its meeting held on 27th July, 2022 has proposed reappointment of M/s. Saremal & Co., Chartered Accountants as Statutory Auditors for a second consecutive term of 1 year from the conclusion of this 28th AGM till the conclusion of 29th AGM and to conduct the statutory audit for the F.Y. 2022-2023, due to expiry of their existing first term of appointment at the conclusion of the 28th AGM, subject to the approval of shareholders of the Company at this ensuing AGM.

Particulars of re-appointment as per the Regulation 36(5) of SEBI (LODR) Regulations, 2015 & other applicable provisions, if any of any statute of law:

Particulars	Details
Date of Re-Appointment & Terms of Re-appointment	Re-Appointment for 2nd consecutive term of 1 year i.e. from the conclusion of 28 th AGM till the conclusion of 29 th AGM and to conduct the statutory audit for the F.Y. 2022-2023 at such amount of Audit fees and on such terms and conditions as may be agreed mutually between the said statutory auditors and the Board of Directors, subject to the approval from shareholders in this ensuing Annual General Meeting.
Basis of recommendation for re-appointment	Re-Appointment based on recommendation of Audit Committee of the Company
Credentials(Brief Profile) of the statutory auditor	M/s Saremal & Co. (Firm Registration No. 109281W) is a firm of Chartered Accountants situated at Ahmedabad, engaged in the profession of Financial and System Auditing, System Development Advisory services, Taxation, Financial and Investment Management, Investigation, Corporate Services; Management related services and Consultancy in Corporate and other allied laws since last 42 years. The firm is established in 1979 headed by its senior partner Shri S. P. Shah. The firm, since then, has been offering varied services to its clients. The firm is Peer Reviewed by ICAI and holds a valid Peer Review Certificate.

ITEM NO. 4

Re-appointment of Mr. Devkinandan Sharma (DIN: 07900496) as a Non-Executive Independent Director of the Company for a second consecutive term of 5 years:

Mr. Devkinandan Sharma was appointed as Independent Director of the Company with approval of members vide their Special Resolution in the AGM held on 18th September, 2017 for a first term of five years w.e.f. 12th August, 2017 to 11th August, 2022. Therefore due to expiry of his existing term, the Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Devkinandan Sharma as a Non-Executive Independent Director for a second consecutive term of 5 (Five) Years from 12th August, 2022 upto 11th August, 2027 on the Board of the Company.

Pursuant to the provisions of Section 149 read with the Schedule IV, Section 152 & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17 (1) (b) of the SEBI (LODR) Regulations 2015, the Articles of the Association of the Company; The Board as per the recommendation of Nomination and Remuneration Committee considers that given the background, experience and contributions made by Mr. Devkinandan Sharma during his tenure; the continued association of him would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director.

Brief Resume of Mr. Devkinandan Sharma is given below:

Mr. Devkinandan Sharma is commerce graduate and holds a Bachelor's Degree in Commerce from Rajasthan University. He have a rich and varied experience in the areas such as Business Management, Strategic Planning, Customer Engagement etc.

Declarations:

Mr. Devkinandan Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from him that he meets

the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. In the opinion of the Board he do fulfills the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

Further, pursuant to SEBI Circular No LIST/COMP/14/2018-19 dated 20th June, 2018 and on the basis of due verification, the Company hereby ensures that Mr. Devkinandan Sharma being re-appointed is not been debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. Also, the Company has received the respective declaration in this regard from the said Director.

Terms of Re-appointment:

Mr. Devkinandan Sharma is being re-appointed for the second consecutive term of 5 years w.e.f. 12th August, 2022 to 11th August, 2027. Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said re-appointing Director shall not be liable to retire by rotation. Further, 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 SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devkinandan Sharma may be paid such amount of sitting fees or commission as decided by the Board from time to time & which if paid shall be within the limits stipulated under the Companies Act, 2013.

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.

Candidature:

Pursuant to Section 160 of the Companies Act, 2013; a notice has been received from one of the member of the Company signifying the candidature of Mr. Devkinandan Sharma as an Independent Director and intention to propose his re-appointment as an Independent Director of the Company. Further, as the said re-appointment was recommended by the Nomination & Remuneration Committee of the Company; the requirement of making deposit of Rs. 1 Lakh for proposing candidature is dispensed away due to amendment made under Section 160 of the Companies Act, 2013 vide MCA Notification dated 09th February, 2018.

The Boards recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Name	Mr. Devkinandan Sharma
DIN	07900496
Date of Birth	23 rd November, 1971
Date of First Appointment	12 th August, 2017
Age	50 Years
Educational Qualification	Bachelors of Commerce
Experience and expertise and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Devkinandan Sharma is having rich and varied experience of around 24 years in the field of Business Management, Strategic Planning, Customer Engagement and Risk Mitigation.</p> <p>Further, the Company desires to appoint a person who can provide his valuable expertise and advice on the growth and expansion activities of the Company which further requires an expertise in managing the business with effective customer engagement.</p> <p>Accordingly, the Board of Directors of the Company looking at the expertise and experience of Mr. Devkinandan Sharma in Business Management, Strategic Planning and Customer Engagement is of the view that he can fulfil the requirements of the desired role in pronounced manner</p>
Remuneration last drawn	NIL
Directorship held in other companies as on 31st March, 2022	<ol style="list-style-type: none"> 1. JILCO SECURITIES PRIVATE LIMITED 2. PLANET SPINNING MILLS PRIVATE LIMITED 3. SHACHEE WEAVERS PRIVATE LIMITED 4. JINDAL INTEGRATED TEXTILE PARK PRIVATE LIMITED 5. NIHARIKA THREADS PRIVATE LIMITED 6. SNEHAL OVERSEAS PRIVATE LIMITED 7. YASH EXPORTS (INDIA) PRIVATE LIMITED 8. BELLFIELD POWER INCEPTION PRIVATE LIMITED 9. SHIV SHAKTI WEAVTX PRIVATE LIMITED 10. BIENVILLE ESTATES ENTERPRISE PRIVATE LIMITED

Membership / Chairmanship in Committees of other companies as on 31st March, 2022	NIL
Shareholding in the Company as on 31st March, 2022	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 (2021-2022)	4 out of 4
Candidature	The Company has duly received candidature for re-appointment of Mr. Devkinandan Sharma as Independent Director of the Company from one of the member of the Company.
Names of listed entities (including this listed entity): a. in which the Director holds the directorship b. the membership/Chairman of Committees of the board c. from which the person has resigned in the past three years	<p>a. Director(Non-Executive Independent Director) in Kashyap Tele-Medicines Limited</p> <p>b. Member & Chairman of Audit Committee & Nomination & Remuneration Committee of Kashyap Tele-Medicines Limited</p> <p>c. Nil</p>
Shareholding of Non-Executive Director in the listed entity, including shareholding as a beneficial owner	Nil as on 31 st March, 2022

ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS RETIRING BY ROTATION AND BEING ELIGIBLE SEEKING RE-APPOINTMENT AT THE 28TH AGM OF THE COMPANY:

Name	Mr. Raghav Agrawal
Designation	Non-Executive Non Independent Director
DIN	02264149
Date of Birth	20 th April, 1988
Date of First Appointment	21 st May, 2019
Age	34 Years
Educational Qualification	Graduate in Business Administration in Economics from Michigan State University, USA
Experience and expertise	He is having over 12 years of vast experience in Business Management, 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.
Terms and conditions of Appointment/Re-appointment	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.
Remuneration last drawn	NIL
Directorship held in other companies as on 31st March, 2022	<ol style="list-style-type: none"> 1. CHEMICANT PRIVATE LIMITED 2. DURAFINE POLYMERS PRIVATE LIMITED 3. WEALTHVISER CAPITAL PRIVATE LIMITED 4. JINDAL SPECIALITY CHEMICALS INDIA PRIVATE LIMITED 5. MARVELTECH INDUSTRIAL TEXTILE PARK PRIVATE LIMITED 6. KSHIPAN ESTATES AND ENTERPRISE PRIVATE LIMITED 7. NIHARIKA THREADS PRIVATE LIMITED 8. AMITARA INDUSTRIES PRIVATE LIMITED 9. ROSABELLE TEXTILES PRIVATE LIMITED 10. TARACHAND IMPEX PRIVATE LIMITED 11. JINDAL DENIM (INDIA) PRIVATE LIMITED 12. GAYATRI WEAVERS PRIVATE LIMITED 13. YASH WEAVERS PRIVATE LIMITED 14. UMA WEAVERS PRIVATE LIMITED 15. AMITARA GREEN HI-TECH PARK PRIVATE LIMITED 16. JINDAL CREATIONS PRIVATE LIMITED 17. BHAGYALAKSHMI SPINTEX PRIVATE LIMITED
Membership / Chairmanship in Committees of other companies as on 31st March, 2022	NIL
Shareholding in the Company as on 31st March, 2022	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director of the Company/ Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year (2021-2022)	4 out of 4