

**NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on **Thursday, August 3, 2023 at 12.00 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 March 31, 2023 together with the Report of the Board of Directors and Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Ms. Amrita Khetan (DIN: 02781781), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and approve appointment of M/s. Ravi Karia & Associates, (FRN: 157029W), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company and to fix their remuneration

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

**“RESOLVED THAT** pursuant to provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Ravi Karia & Associates, (FRN: 157029W) Chartered Accountants, Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company for a period of 2 (two) years from the conclusion of this 29<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

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

**Date : June 17, 2023  
Place : Ahmedabad**

**Registered Office:**

2<sup>nd</sup> Floor, Pushpawati Building No. 2,  
Chandanwadi, Girgaon Road,  
Mumbai-400002, Maharashtra.

**CIN:** L29110MH1995PLC085738

**Email Id:** investor.relations@kashyaptele-medicines.com

**Amit Agrawal  
Managing Director  
DIN: 00169061**

**Corporate Office:**

UL/8, Upper Floor, Suryarath Complex,  
Panchwati 1<sup>st</sup> Lane, Ambawadi,  
Ahmedabad-380006, Gujarat.

**NOTES:**

1. Pursuant to General Circular No. 10/2022 dated December 28, 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 2023, to conduct their AGMs on or before September 30, 2023 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/7PoD-2/P/CIR/2023/4 dated January 05, 2023 providing relaxation from Regulation 36(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as “Listing Regulations”) up to September 30, 2023 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 April 08, 2020 and 17/2020 dated April 13, 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, 19/2021, 21/2021 and 02/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 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 May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter collectively referred to as “SEBI Circulars”).

Accordingly, in compliance with the aforementioned circulars, the 29<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on Thursday, August 3, 2023 at 12:00 P.M. (IST) 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. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 read with Regulations 17 and 36(5) of Listing Regulations and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Ordinary Business item no. 3 as set out above is annexed hereto.
3. 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 Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI) is provided in **Annexure A** 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 provisions of 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 their registered Email Id **csdoshiac@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 29<sup>th</sup> Annual Report along with Notice of the AGM including general guidelines for participation at the 29<sup>th</sup> AGM through VC/OAVM, procedure for remote e-voting during the AGM, shall be sent only by electronic mode to those members whose Email Ids are registered with the Company/ Depository/RTA. The same is also 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 i.e. **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), mandate, 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 November 03, 2021. The above forms

are available on the website of the Company. Further the Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details to the Shareholders whose details are not updated.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 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 Companies Act, 2013 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 Listing Regulations as amended from time to time, the Register of members and Share Transfer Books of the Company will be closed from **Thursday, July 27, 2023 to Thursday, August 3, 2023** (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](mailto: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](mailto: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 Listing Regulations, 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 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. July 27, 2023 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. Thursday, July 27, 2023 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 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. Thursday, July 27, 2023.
- 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. The Scrutinizer shall submit Scrutinizer'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 2 working days 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 Email Ids are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
  - a. For members holding shares in physical mode - 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.
  - b. For members holding shares in demat mode – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  - c. 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, July 31, 2023 at 9.00 a.m. and ends on Wednesday, August 2, 2023 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. Thursday, July 27, 2023** 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):**
  - a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Listing Regulations 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.
  - b. In terms of the aforesaid SEBI Circular dated December 9, 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

	<p>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 user. 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 &amp; 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 <b>NSDL</b>	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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>	<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 &amp; 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 <b>CDSL</b>	Members 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>	Members 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 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](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) 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](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 members holding shares in Demat Form (other than individual) and Physical Form</b>	
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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- 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. 230711010 of Kashyap Tele-Medicines Limited.
- 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](http://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](mailto: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](mailto: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 members 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 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](mailto: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. 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.
- i. 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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Contact Details**

<b>Company</b>	: <b>Kashyap Tele-Medicines Limited</b> CIN: L29110MH1995PLC085738 <b>Regd. Office</b> : 2 <sup>nd</sup> Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai - 400002, Maharashtra. <b>Corporate Office:</b> UL/8, Upper Floor, Suryarath Complex, Panchwati 1 <sup>st</sup> Lane Ambawadi, Ahmedabad - 380006 Gujarat. <b>Email Id:</b> investor.relations@kashyaptele-medicines.com <b>Website:</b> www.kashyaptele-medicines.com <b>Mobile No.:</b> +91-6359637788
<b>Registrar and Transfer Agent</b>	: <b>Link Intime India Private Limited</b> <b>Corp. Office:</b> 5 <sup>th</sup> 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>Email Id:</b> ahmedabad@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Phone No.:</b> 079-26465179
<b>E-Voting Agency</b>	: <b>Central Depository Services (India) Limited</b> <b>Email Id:</b> helpdesk.evoting@cdslindia.com
<b>Scrutinizer</b>	: <b>M/s. SPANJ &amp; Associates</b> Practicing Company Secretaries, Ahmedabad <b>Email Id:</b> csdoshiac@gmail.com

For and on behalf of Board of Directors of  
Kashyap Tele-Medicines Limited

Date : June 17, 2023  
Place : Ahmedabad

Amit Agrawal  
Managing Director  
DIN: 00169061



**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATIONS 17 AND 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE)**

**ITEM NO. 3**

**To consider and approve appointment of M/s. Ravi Karia & Associates, (FRN: 157029W), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company and to fix their remuneration**

In accordance with the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Saremal & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 109281W), Statutory Auditors of the Company shall retire at the conclusion of the 29<sup>th</sup> AGM of the Company.

The Board of Directors of the Company at their meeting held on June 17, 2023, based on the recommendation of the Audit Committee, have recommended the appointment of M/s. Ravi Karia & Associates, Chartered Accountants (Firm Registration No. 157029W) as the Statutory Auditors of the Company, by the Members at the 29<sup>th</sup> AGM of the Company for a term of 2 (two) consecutive years from the conclusion of 29<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM of the Company, at an annual remuneration of INR 30,000/- (Rupees Thirty Thousand Only) for financial year 2023-2024 besides reimbursement of travelling and out of pocket expenses incurred. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

There is no material change in the remuneration paid to M/s. Saremal & Co, Chartered Accountants, (Firm Registration No. 109281W), the retiring Statutory Auditors, for the statutory audit conducted for financial year 2022-2023 and the remuneration proposed to be paid to M/s. Ravi Karia & Associates, Chartered Accountants, (Firm Registration No. 157029W) for the financial year 2023-2024. After evaluating all the proposals and considering various factors such as presence at various locations, firm experience, audit fees, relationship management etc.

M/s. Ravi Karia & Associates, Chartered Accountants (Firm Registration No. 157029W) has been recommended to be appointed as the Statutory Auditors of the Company. M/s. Ravi Karia & Associates, (the "Firm") is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants ("ICAI") of India with Firm Registration No. 157029W. The Firm was established on April 2, 1964 and is a partnership firm. It has its office at A-604, Infinity, Besides Ramada Hotel, Corporate Road, Prahlad Nagar, Ahmedabad - 380015. The Firm has a valid Peer Review certificate issued by the ICAI. It is primarily engaged in providing Audit and Assurance, CFO Service, Financial Statement Closure Process remediation, Accounting Manual Service, Tax and Regulatory Services including M&A, International Tax Advisory, Direct Tax Compliance service, GST Services and Corporate Compliances etc.

Pursuant to provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the Company has received written consent from M/s. Ravi Karia & Associates, Chartered Accountants (Firm Registration No. 157029W) and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

As required under the Listing Regulations, M/s. Ravi Karia & Associates, Chartered Accountants (Firm Registration No. 157029W), has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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

**ANNEXURE A TO THE NOTICE**

**DETAILS FOR RE-APPOINTMENT OF DIRECTORS {DISCLOSURE UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE) AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.**

At the Meeting, Ms. Amrita Khetan, retires by rotation and being eligible, offer herself for re-appointment. Further the Board of Directors of the Company recommends her re-appointment. The information or brief profile to be provided for the aforesaid Director is set out in the Explanatory Statement.

NAME	Ms. Amrita Khetan (Non-Executive Non-Independent Director)
Directors Identification Number (DIN)	02781781
Date of Birth & Age	January 21, 1971, 52 Years
Nationality	Indian
Qualification	Graduation in Arts
Experience & Expertise	Ms. Amrita Khetan has 13 Years of vast expertise & experience in Designing, strategic thinking and Business Management. She has been sharing her vast knowledge & experience with various fora including with students of educational institutes.
Date of first appointment on the Board of the Company	August 12, 2017
Shareholding in the Company as on March 31, 2023	300 Equity Shares
Directorship held in other Companies as on March 31, 2023	NIL
Membership/Chairmanships held in Committees of other Companies as on March 31, 2023	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board of Directors of the Company as attended during the Financial Year 2022-2023	4 out of total 5
Terms & Conditions	Same terms and conditions as exist at time of appointment as Non-Executive Non-Independent Director w.e.f August 12, 2017 and the same shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.
Remuneration Last Drawn	NIL

Ms. Amrita Khetan is not disqualified from continuing as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to continue as a Director of the Company. She is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated June 20, 2018.

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

Date : June 17, 2023  
Place : Ahmedabad

Amit Agrawal  
Managing Director  
DIN: 00169061