

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of **KASHYAP TELE-MEDICINES LIMITED** will be held on **Monday, 12th August, 2024 at 03:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Board’s Report and Report of the Statutory Auditors thereupon.
2. To appoint a Director in place of Mr. Amit Agrawal (DIN: 00169061), Managing Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Ayushman Khemka (DIN: 07939582) as a Non-Executive Non-Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Ayushman Khemka (DIN: 07939582) as “Non-Executive Non-Independent” Director; who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on Thursday, 18th July, 2024, as an Additional Director in the category of “Non-Executive Non-Independent” Director of the Company with effect from Friday, 19th July, 2024, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act and who is eligible for appointment, whose term shall be subject to retirement by rotation.”

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

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committees) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

4. Re-appointment of Mr. Mayank Khetan (DIN: 02412971) as a Non-Executive Independent Director of the Company for a second term of 5 consecutive years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Mayank Khetan (DIN: 02412971), who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 21st May, 2024, for his re-appointment for second term of 5 (five) consecutive years, who meets the criteria of independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of (5) five consecutive years with effect from 21st May, 2024 to 20th May, 2029 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and rules made thereunder read with Regulation 17(6)(a) of the Listing Regulation (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mayank Khetan (DIN: 02412971) may be paid sitting fees as may be agreed between him and the Board, within the limits stipulated under the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the company (including its Committees) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

5. Change in Category of Directorship of Mrs. Amrita Khetan (DIN: 02781781) from “Non-Executive Non-Independent Director” to “Non-Executive Independent Director” of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; the consent of the Members be and is hereby accorded for the change in Category of the Directorship of Mrs. Amrita Khetan (DIN: 02781781) from “Non-Executive Non-Independent Director” to “Non-Executive Independent Director” of the Company w.e.f. 19th July, 2024 to hold office for a first term of 5 (Five) consecutive years i.e. from 19th July, 2024 to 18th July, 2029 who meets the criteria of independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, on such terms and conditions as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and in such manner as may be mutually decided by the Board of Directors and the said Independent Director and whose term of appointment shall not be liable for retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and rules made thereunder read with Regulation 17(6)(a) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Amrita Khetan (DIN: 02781781) may be paid sitting fees as may be decided between her and the Board, within the limits stipulated under the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

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

Sd/-

**Amit Agrawal
Managing Director
DIN: 00169061**

**Date : 18th July, 2024
Place : Ahmedabad**

Registered Office:

2nd Floor, Pushpawati Building No. 2,
Chandanwadi, Girgaon Road,
Mumbai-400002, Maharashtra.

CIN: L29110MH1995PLC085738

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

Corporate Office:

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

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 09/2023 dated 25th September, 2023 read together with circulars dated 28th December, 2022, 05th May, 2022, 08th December, 2021, 14th December, 2021, 13th January, 2021, 05th May, 2020, 13th April, 2020, 08th April, 2020 & any other circulars thereof (hereinafter collectively referred to as “MCA Circulars”), allowed Companies whose AGMs are due in the Year 2023 or 2024, to conduct their Annual General Meeting (“AGM”) through VC or OAVM on or before 30th September, 2024 without the physical presence of the members at a common venue.

In accordance with the Securities and Exchange Board of India circulars dated 07th October, 2023, 05th January, 2023, 13th May, 2022, 15th January, 2021 and 12th May 2020 (hereinafter collectively referred to as “SEBI Circulars”), the Companies have been provided with the relaxation with requirement under regulation 36(1)(b) and 44(4) of the Listing Regulations for sending physical copies of financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith) and proxy form to the Shareholders for the AGMs conducted till 30th September, 2024.

Accordingly in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA and SEBI Circulars, the 30th Annual General Meeting (“AGM”) of the Company will be held on Monday, 12th August, 2024 at 03:00 P.M. (IST) through VC/OAVM facility to transact the businesses as set out in this Notice and therefore no physical presence of members is required.

2. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Regulations 17 and Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), in respect of Special Business Agenda no. 3, 4 and 5 as set out above is annexed hereto.
3. A brief profile of the Directors proposed to be appointed or re-appointed at this AGM, in respect of Special Business Agenda no. 3, 4 and 5 as set out in this Notice, nature of their expertise in specific functional areas, names of companies in which he/she holds Directorship & Membership/Chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel as stipulated under Section 152 of the Act, Regulations 26 & 36 of the Listing Regulations and Secretarial Standard – 2 issued by the ICSI, is provided in **Annexure 1** under the Explanatory Statement to this Notice.
4. At the Meeting, Mr. Amit Agrawal retires by rotation and, being eligible, offer himself for re-appointment. Further the Board of Directors of the Company recommends the re-appointment of Mr. Amit Agrawal.

Mr. Amit Agrawal is not disqualified from continuing as a Director in terms of Section 164 of the Act and has agreed to continue as a Director of the Company. He 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 dated 20th June, 2018.

Pursuant to the Section 152 of the Act, Regulation 36 of the Listing Regulations and Secretarial Standard – 2 issued by the ICSI, the brief profile of the Director and expertise in specific functional areas and other required details pertaining to Director retiring by rotation and eligible for re-appointment under the Ordinary Business Agenda No. 2 of the said Notice is tabled below:

NAME OF DIRECTOR	MR. AMIT AGRAWAL
Directors Identification Number (DIN)	00169061
Date of Birth & Age	28 th April, 1977, 47 Years
Nationality	Indian
Qualification	Master Degree of Business Administration from U.S.A.
Experience & Expertise	Mr. Amit Agrawal is having an overwhelming expertise, exposure, repute and vast knowledge into Advanced management and expansion of business, products and strategies into the Textile Sector and other major sectors. He possesses 25 Years of core experience in business management. It is believed that his continuing association with the Company will help the Company grow more and prosper.

Brief Resume	<p>Mr. Amit Agrawal has been associated with the Company since 1st February, 2001. He possess Master Degree of Business Administration from U.S.A.</p> <p>Mr. Amit Agrawal is having an overwhelming expertise, exposure, repete and vast knowledge into Advanced management and expansion of business, products and strategies into the Textile Sector and other major sectors. He possesses 25 Years of core experience in business management. It is believed that his continuing association with the Company will help the Company grow more and prosper.</p>
Date of first Appointment on the Board of the Company	1 st February 2001
Shareholding in the Company as on date of this notice	5,00,000 equity shares of the Company
Directorship held in other Companies as on date of this notice	<ol style="list-style-type: none"> 1. Aegios Polyfilms Private limited 2. Amitara Green Hi-Tech Park Private Limited 3. Centella Fibres Private Limited 4. Crystalize Research And Solutions Private Limited 5. Denimtex Emporio Private Limited 6. Durafine Polymers Private Limited 7. Expede-Tech Research & Development Private Limited 8. Goodcore Spintex Private Limited 9. Institches Creations Private Limited 10. Jindal Mobilitriv Private Limited 11. Jindal Shirtings Private Limited 12. Jindal Speciality Chemicals India Private Limited 13. Jindal Worldwide Limited 14. JM Volt Private Limited 15. Polyserene Private Limited 16. Premium Yoga Fitness Centre Private Limited 17. Swisscot (India) Private Limited 18. Textilia Worldwide Private Limited
Membership/Chairmanships held in Committees of other Companies as on date of this notice	<p>Mr. Amit Agrawal holds membership in following Committees of Jindal Worldwide Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
Names of the Listed Companies from which resigned/ceased in the past three years	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any other Directors and Key Managerial Personnel
Number of meetings of the Board of Directors of the Company as attended during the Financial Year 2023-2024	7 out of 7
Terms & Conditions	As may be mutually decided between Mr. Amit Agrawal and the Board from time to time and shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.
Last Remuneration Drawn	Nil
Remuneration proposed to be drawn	He may be paid such amount of sitting fees/remuneration as may be mutually agreed between him and the Board and which shall be within the limits stipulated under the Act.

5. The Company has appointed Central Depository Services (India) Limited ("CDSL") for providing e-voting facility including remote e-Voting and participation in the AGM through VC/OAVM facility.
6. 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.

7. The Board of Directors appointed **M/s. SPANJ & Associates**, Practicing Company Secretaries, Ahmedabad as the Scrutinizer to scrutinize the remote e-voting process before the AGM as well as e-voting process during the AGM fairly and transparently.
8. Pursuant to provisions of Section 112 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Pursuant to provisions of Section 113 of the Companies Act, 2013, Institutional/Corporate members can attend and vote through VC/OAVM by submitting a duly certified copy of the Board Resolution authorizing their representative to attend and vote through e-voting on 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.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 30th Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and 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 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**.
10. 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 3rd November, 2021 and incidental circulars thereof. The above form is available on the website of the Company and the Company has sent letters for furnishing the required details.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and other applicable circulars, has mandated all listed companies to process investors service requests only in dematerialization form of securities 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 or Form ISR-5 in case of transmission, 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. Further, members holding physical shares are urged to dematerialize their holding to avail the various benefits.
12. As per the provisions of Section 72 of the Act and SEBI Circulars, 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.
13. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of the Listing Regulations, as amended from time to time, the Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, 6th August, 2024 to Monday, 12th August, 2024** (both days inclusive).
14. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act 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**.
15. 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.
16. **Instructions to members for voting through electronic means and attending the AGM:**
 - A. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and MCA

Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-voting’s agency. 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.

- B.** The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- C.** 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 Act.

D. The instructions for e-voting and joining virtual meeting is as under:

- (i) The remote e-voting period begins on **Friday, 9th August, 2024 at 09:00 A.M. (IST)** and ends on **Sunday, 11th August, 2024 at 05:00 P.M. (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 5th August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the time of meeting.
- (iii) Pursuant to Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders in respect of all shareholders’ resolutions, however in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020, 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, it has been 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members/Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

Type of Members/Shareholders	Login Method
	<p>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 CDSL website www.cdslindia.com and click on login & 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 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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.com or call at : 022 - 4886 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
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.

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN 240719007 for the Kashyap Tele-Medicines Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cDSLindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory 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 at **csdoshiac@gmail.com** and to the Company at the email address viz; **investor.relations@kashyaptele-medicines.com** (designated email address of Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- E. 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 e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for 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/EGM.
- 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 meeting** mentioning their name, demat account number/folio number, email id, mobile number at **investor.relations@kashyaptele-medicines.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **investor.relations@kashyaptele-medicines.com**. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- (i) **For Physical shareholders** – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)

- (ii) **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.

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 1800 22 55 33.
- 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 1800 22 55 33.

Contact Details

Company	: Kashyap Tele- Medicines Limited CIN: L29110MH1995PLC085738 Regd. Office : 2 nd Floor, Pushpawati Building No. 2, Chandanwadi, Girgaon Road, Mumbai-400002, Maharashtra Corporate Office: UL/8, Upper Floor, Suryarath Complex, Panchwati 1 st Lane Ambawadi, Ahmedabad - 380006 Gujarat. E-mail ID: investor.relations@kashyaptele-medicines.com Website: www.kashyaptele-medicines.com Mobile No.: +91-6359637788
Registrar and Transfer Agent	: Link Intime India Private Limited Corp. Office: 5 th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad, Gujarat, 380 006 Email Id: ahmedabad@linkintime.co.in Website: www.linkintime.co.in Phone No.: 079-26465179
E-Voting Agency	: Central Depository Services (India) Limited Email Id: helpdesk.evoting@cdslindia.com
Scrutinizer	: M/s. SPANJ & Associates Practicing Company Secretaries, Ahmedabad Email Id: csdoshiac@gmail.com

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

Date : 18th July, 2024
Place : Ahmedabad

Registered Office:
2nd Floor, Pushpawati Building No. 2,
Chandanwadi, Girgaon Road,
Mumbai-400002, Maharashtra.
CIN: L29110MH1995PLC085738
Email Id: investor.relations@kashyaptele-medicines.com

Sd/-
Amit Agrawal
Managing Director
DIN: 00169061

Corporate Office:
UL/8, Upper Floor, Suryarath Complex,
Panchwati 1st Lane, Ambawadi,
Ahmedabad-380006, Gujarat.

Explanatory Statement pursuant to Section 102 of the Act read with Regulations 17 of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India

AGENDA NO. 3

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 18th July, 2024 has appointed Mr. Ayushman Khemka (DIN: 07939582) as an Additional Director in the category of “Non-Executive Non-Independent Director” with effect from 19th July, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), Mr. Ayushman Khemka shall hold office upto the date of this Annual General Meeting and is eligible for regularisation and appointment as Director of the Company.

Mr. Ayushman Khemka is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, the Company has received consent and other necessary disclosures from Mr. Ayushman Khemka for his appointment as a Non-Executive Non Independent Director. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

The Company has received a notice under Section 160 of the Act from a member intending to propose the candidature of Mr. Ayushman Khemka as a Director of the Company.

The Board considers that keeping in view his vast expertise, experience and knowledge, it is desirable and justifiable and in the interest of the Company to avail services of Mr. Ayushman Khemka as a Non-Executive Non Independent Director.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure-1** to this Notice.

Except Mr. Ayushman Khemka, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in this resolution set out in the Notice. The Board of Directors recommends the Ordinary Resolution set out at Agenda No. 3 of the Notice for approval by the Members of the Company.

AGENDA NO. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 17th May, 2024, has re-appointed Mr. Mayank Khetan (DIN: 02412971) as an Additional Director in the category of Non-Executive Independent Director with effect from 21st May, 2024.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of Shareholders for appointment or re-appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in compliance of the same, his re-appointment is proposed at this AGM.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director will not be liable to determination by retirement of directors by rotation. The resolution contained in Agenda no. 4 of this Notice, accordingly, seeks members’ approval for re-appointment of Mr. Mayank Khetan as a Non-Executive Independent Director on the Board of the Company on the terms and conditions as specified in the letter of appointment.

The Nomination and Remuneration Committee has reviewed the capabilities of Mr. Mayank Khetan vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the re-appointment of Mr. Mayank Khetan as a Non-Executive Independent Director, for second term of 5 (Five) consecutive years effective from 21st May, 2024 to 20th May, 2029.

In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. In the opinion of the Board, Mr. Mayank Khetan is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

Mr. Mayank Khetan has given his consent to continue to act as the Director of the Company and has also declared that he meets the criteria of Independence under Section 149(6) of the Act. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. The Company has received all such disclosures from Mr. Mayank Khetan, as required under the Listing Regulations and the Act.

As required under Section 160 of the Companies Act, 2013 (“Act”), the Company has received a notice in writing from a member signifying the intention to propose the re-appointment of Mr. Mayank Khetan as a Director for second term of 5 (Five) consecutive years.

The Board was satisfied that the re-appointment of Mr. Mayank Khetan is justified considering his knowledge, experience and expertise.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure-1** to this Notice.

Except, Mr. Mayank Khetan, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Agenda No. 4 of the Notice. The Board of Directors recommends the Special Resolution set out at Agenda No. 4 of this Notice for approval of the members.

AGENDA NO. 5

The Members are hereby informed that based on the performance evaluation and due rich and varied experience into Advanced management, leadership and strategies of Mrs. Amrita Khetan (DIN: 02781781) and further for retaining the involvement of the professionalized personnel in Management of the Company more independently; considering the recommendations of Nomination and Remuneration Committee; the Board of Directors in its meeting held on 18th July, 2024 proposed and recommended change in category of directorship of Mrs. Amrita Khetan (DIN: 02781781) from existing “Non-Executive Non-Independent Director” to “Non-Executive Independent Director” with effect from 19th July, 2024 to hold office for a first term of 5 (Five) consecutive years i.e. from 19th July, 2024 to 18th July, 2029, subject to the approval of shareholders in this Annual General Meeting; in pursuance to the provisions of Section 149 read with the Schedule IV, Section 152 & other applicable provisions of the Act, provisions of the Listing Regulations, and the Articles of Association of the Company.

Pursuant to Section 149(13) of the Act, the term of the said Director shall not be liable to retire by rotation. She may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be agreed between her and the Board, within the limits stipulated under the Act.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received her declaration that she meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the Listing Regulations and is completely independent from the management of the Company. Further the said Director has not been debarred or disqualified from being appointed or continuing as Director of Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. Thus, in the opinion of the Board, the said Director fulfils all such other conditions as specified both in the Act and rules framed thereunder and the Listing Regulations for being an Independent Director of the Company.

Pursuant to Section 160 of the Act; a notice has been received from one of the shareholder of the Company, signifying the candidature of Mrs. Amrita Khetan as an Independent Director and intention to propose the change in her Category of Directorship as an Independent Director of the Company.

The Board of Directors was satisfied that the appointment of Mrs. Amrita Khetan is justified considering her knowledge, experience and expertise.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure-1** to this Notice.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mrs. Amrita Khetan. Accordingly, consent of the members is hereby sought for passing a Special Resolution as set out at Agenda No. 05 of this Notice of this Annual General Meeting, in relation to the Change in Category of Directorship as stated above and thus the Board of Directors recommends the Special Resolution for the approval of the shareholders of the Company.

ANNEXURE 1 TO THE NOTICE

Particulars	Name of Director-Agenda No. 3	Name of Director –Agenda No. 4	Name of Director –Agenda No. 5
	Mr. Ayushman Khemka	Mr. Mayank Khetan	Mrs. Amrita Khetan
Directors Identification Number (DIN)	07939582	02412971	02781781
Date of Birth & Age	14 th July, 1999 & 25 years old	15 th March, 1987 & 37 years old	21 st January, 1971 & 53 years old
Nationality	Indian	Indian	Indian
Qualification	Bachelor of Science in Business Administration	Graduate in Science and MBA from Kanpur University	Post Graduate in Master of Arts in Sociology from Techno Global University and Bachelor of Arts from Kanpur Vishwavidyalaya and Bachelor of Education from Gujarat University
Brief Resume, Experience and Nature of expertise in specific functional areas	He is the COO at Bharat Glass Tube Limited and has approx. 3 years of rich expertise and experience in marketing, management and Business Strategy.	He has approx. 15 years of rich and elite experience in Textiles Sector and he also possess experience and expertise in the fields of the Business Strategy, Sales, Marketing, banking and finance sector.	She has approx. 12 years of rich experience in mentorship in Programme Management. She is working as a Team Lead & Pedagogical mentor in Redbricks Education Foundation and also experienced and expertised in strategic thinking and Business management.
Date of first Appointment on the Board of the Company	19 th July, 2024	21 st May, 2019	12 th August, 2017
Shareholding in the Company as on date of this notice	Nil	Nil	300 Equity shares of the Company
Directorship held in other Companies as on date of this notice	Skyair Services Pvt. Ltd.	1. Uma Weavers Pvt. Ltd. 2. Jindal Texofab Ltd.	Nil
Membership/Chairmanships held in Committees of other Companies as on date of this notice	Nil	Nil	Nil
Names of listed companies from which resigned/ ceased in the past three years	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Directors and Key Managerial Personnel	Not related to any Directors and Key Managerial Personnel	Not related to any Directors and Key Managerial Personnel
Number of meetings of the Board of Directors of the Company as attended during the Financial Year 2023-2024	Not Applicable	7 out of 7	5 out of 7
Terms & Conditions of appointment / re-appointment	His term of office shall be liable to determine by rotation as provided under Section 152(6) of the Act and has been appointed on such other terms as may be mutually agreed with the Board of Directors	His term of office shall not be liable to determine by rotation as provided under Section 152(6) of the Act and has been re-appointed on such other terms as may be mutually agreed with the Board of Directors	Her term of office shall not be liable to determine by rotation as provided under Section 152(6) of the Act. The change in designation has been approved on such other terms as may be mutually agreed with the Board of Directors

ANNEXURE 1 TO THE NOTICE

Remuneration Last Drawn	Nil	Nil	Nil
Remuneration proposed to be paid	He may be paid such amount of sitting fees/remuneration as may be mutually agreed between him and the Board and which shall be within the limits stipulated under the Act.	He may be paid such amount of sitting fees/remuneration as may be mutually agreed between him and the Board and which shall be within the limits stipulated under the Act.	She may be paid such amount of sitting fees/remuneration as may be mutually agreed between her and the Board and which shall be within the limits stipulated under the Act.
Skills and capabilities required for the role and the manner in which Director meets such requirements	As per 'Qualification' and 'Brief Resume, Experience and Nature of expertise in specific functional areas' as mentioned above.	As per 'Qualification' and 'Brief Resume, Experience and Nature of expertise in specific functional areas' as mentioned above.	As per 'Qualification' and 'Brief Resume, Experience and Nature of expertise in specific functional areas' as mentioned above.

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

**Date : 18th July, 2024
Place : Ahmedabad**

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