

ANNEXURE – D TO DIRECTORS' REPORT: - MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Overview:**

Kashyap Tele-Medicines Limited ("the Company") is engaged into Information Technologies Related Services and is engaged into the business of Software sales also. The Company is a public limited company incorporated in India and having its registered office in Mumbai, Maharashtra and Corporate office in Ahmedabad, India. The Company's shares are listed with BSE Limited.

These financial statements of the Company for the year ended 31st March 2018 have been prepared in accordance with Ind AS. The Company has prepared its financial statements that comply with IndAS. For the purposes of transition to IndAS, the Company has followed the guidance prescribed under Ind AS 101- First Time adoption of Ind AS as prescribed under Section 133 of the Companies Act, 2017 read with relevant Rules made thereunder.

1. Industry Structure and Development:

Recent forecasts for technology spending have shown growth – for example Gartner from 5.8% to 6.7% and Forrester from 3.9% to 5.1%. Part of this growth has been driven by increased investment to support digital initiatives. Global Digital spend is expected to increase from USD 180 Bn in 2017 to USD 310 Bn in 2020 growing over 20% YoY, as per Everest research. Digital technology is throwing up a new set of opportunities for the technology industry. Digital technologies are increasingly becoming all pervasive and are not only blurring the boundaries between business units (technology, finance, marketing etc.) but also between companies; it is now no longer tech and non-tech companies. Many companies especially in the banking, automotive and manufacturing sector are re-positioning themselves as technology companies.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded, according to a report by NASSCOM.

2. Opportunities:

The global IT-BPM market stood at USD 1.3 trillion in 2017 (excl. hardware) showing a growth of 4.3% over 2016 and packaged software was the fastest growth segment. India is also world's biggest BPM destination. The e-commerce industry itself is growing at a CAGR of near 20%. Geopolitical factors and the resultant headwinds have impacted the Indian IT-BPM industry as well. However, despite multiple headwinds, Industry continues to grow and establish itself as a Digital partner for the world. India's IT-BPM industry today stands at USD 167 billion market and employees around 4 million people. The industry is projected to add USD 14-16 in F.Y. 2019. In F.Y. 2018, IT-BPM exports from India are expected to reach USD 126 billion, a 7.7% YoY growth. ER&D and product development continues to be the fastest growing segment at 12.8% driven by the demand

for AECS-autonomous, electrification, connectivity and shared mobility.

3. Financial Condition and Operational performance:**a. Share Capital**

The Company has at present only one class of shares. The Authorized Share Capital is 15,00,00,000 Equity shares of ₹1 each, constituting to ₹15,00,00,000. There was no increase in the issued, subscribed and paid up capital of the Company during the year under review.

b. Shareholder Funds

The total shareholder funds were ₹2,34,68,633 as at 31st March, 2018 against ₹2,30,69,507 as of the previous year end, an increase of 1.73% YoY.

c. Profit & Loss account

The Profit after tax (PAT) for the year ended 31st March 2018 is ₹3,99,126.

d. Fixed Assets

During the year 2017-18 there was no addition in the asset of the Company.

e. Net Worth

The return on Net worth (RONW) for the year ended 31st March, 2018 is 58.80%.

f. Income

The revenue from operations for the year ended 31st March, 2018, of ₹8,40,000 and ₹9,60,000 were derived from IT Services and Software Sale, respectively.

g. Earnings before Interest, Depreciation and Tax (EBIDTA)

The Company achieved Earnings before Interest, Depreciation and Tax (EBIDTA) of ₹5,02,037 against ₹4,65,361 as of the previous year end.

h. Earnings per share (EPS)

Earnings per share (EPS) remained unchanged for the year ended 31st March, 2018 and previous year ended 31st March, 2017 as ₹0.01.

4. Segment Wise / Product Wise Performance:

As the Company is only in one line of business, product wise disclosure of performance is not required to be made.

5. Risks and Concerns:

Risk is an inherent part of any business. There are various types of risks that threaten the existence of a Company like Strategic Risk, Technology Risk, Political Risk, Business Risk, Finance

Risk, Foreign Exchange Risk, Environment Risk, Personnel Risk, Operational Risk, Reputation Risk, Regulatory Risk, Geography Risk, Competition Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & return.

6. Internal Control System and their adequacy:

Internal control systems are a set of policies, processes and procedures put in place to help achieve the strategic objectives of an organization. Good controls encourage operational efficiency and compliance with laws and regulations, as well as minimizing the chance of errors, theft and fraud. At the same time internal controls also enhance the reliability and accuracy of accounting data.

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. This has been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company always adheres to set guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements.

The statutory Auditors of the Company, have audited the financial statements forming part of this Annual Report and have issued an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting. The Board of Directors has also appointed Internal Auditors as recommended by the Audit Committee with a well-defined internal audit scope. Based on the report of the Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

7. Business Outlook:

The Management of the Company is looking for a steady growth of the Company and aims at maximizing the shareholders wealth by way of earning maximum profits at low investment costs.

8. Material Developments in Human Resources /Industrial Relations:

The Company recognizes human capital as an extremely important and strategic resource and honors the dignity of each employee irrespective of position and highly values the cultural diversities of employees. Your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. Human Resources continue to get primary focus of the management and the Company regards its human resources amongst its most valuable assets.

CERTIFICATION BY MANGING DIRECTOR

To,
The Board of Directors,
Kashyap Tele-Medicines Limited

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Amit Agrawal, Managing Director of the Company, hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of their knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated

the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

- D. We further certify that we have indicated to the auditors and the Audit committee:
 - 1) there have been no significant changes in internal control over financial reporting during the year;
 - 2) there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) there have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Ahmedabad
Date : 19th May, 2018

Amit Agrawal
Managing Director
DIN - 00169061