

KEMISTAR CORPORATION LIMITED

604, Manas Complex, Nr. Jodhpur Cross Road, Satellite, Ahmedabad- 380015

NOTICE

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of Kemistar Corporation Limited (the "Company") will be held on Monday, September 10, 2018 at 11.00 A.M at 604 Manas Complex, Jodhpur Cross Road, Satellite, Ahmedabad- 380015 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Profit and Loss Account of the Company for the year ended March 31, 2018, together with Cash Flow Statement for the year ended March 31, 2018, Notes to Financial Statements, Boards' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Vasantbhai Savalia (DIN - 02249636), Director, who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution with or without modification as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s), M/s. Jignesh Domadiya & Co., (Membership No.136708) Chartered Accountants, be and is hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the AGM to be held in calendar year 2023 at a remuneration to be fixed by the Board of Directors of the Company in consultation with the Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS:

ITEM NO: 4 TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakh only) consisting of 85,00,000 (Eighty Five Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.12,00,00,000/- (Rupees Twelve Crore Only) Consisting of 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each."

"FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V asunder:

- V. The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each".

"FURTHER RESOLVED THAT any director or company secretary of the Company be and is here by severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

ITEM NO: 5.ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”) and in accordance with the provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the Stock Exchange where the Company’s Shares are listed and in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements), Regulations 2009 as amended, Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (“SEBI ICDR Regulations”) as may be applicable to the preferential issue of Equity Shares and other applicable Regulations of SEBI, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 2000 and rules and regulations as may be prescribed by the RBI and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchanges, ROC, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 34,82,920 (Thirty Four Lakhs Eighty Two Thousand Nine Hundred Twenty Only) Equity Shares of Rs. 10/- each at an issue price of Rs. 12.320 (including a premium of Rs. 2.320) per Equity Share as determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 in consideration of acquisition of around 40% stake in K P International Private Limited through swapping of shares after valuation done by Independent Chartered Accountants, to the persons as mentioned in the Explanatory Statement annexed to this Notice in such manner and on such other terms and conditions as the Board may in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the “Relevant Date”, as per the SEBI (ICDR) Regulations for the purpose of determination of issue price of the Equity Shares to be allotted pursuant to the preferential allotment is August 10, 2018 being the date 30 days prior to the date of Annual General Meeting scheduled to be held on September 10, 2018. August 11, 2018 being a week end, hence August 10, 2018 is considered as relevant date.”

“RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.”

“RESOLVED FURTHER THAT the allottees will swap their proposed Equity Shares stake in KP International Private Limited to the company as the consideration for preferential issue.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify the price, alter any of the terms and conditions of the issue, if necessary keeping in view the provisions of various Acts, Rules and Regulations in force from time to time.”

“RESOLVED FURTHER THAT the Company do apply for In-Principle Approval, prior to issue and allotment of Equity Shares, and apply for listing of the new Equity Shares on the Stock Exchange and thereby comply with the applicable regulations.”

“RESOLVED FURTHER THAT the Company do make an application to the Depositories for admission of the new Equity Shares.”

“RESOLVED FURTHER THAT the Securities shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or

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the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of Equity Shares and to do all acts, deeds and things in connection there with and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO: 6 ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended from time to time (“SEBI LODR Regulations”) and Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed and in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements) Regulations 2009 as amended from time to time (“SEBI ICDR Regulations), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; as may be applicable to the preferential issue of Equity Shares and other applicable regulations of SEBI, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the “ **Board**” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, RBI, Stock Exchanges, ROC, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 1,140,000 Equity Shares of Rs.10/- each on preferential allotment/private placement basis at a price of Rs. 12.320 including (premium of Rs. 2.320) per Equity Share, aggregating uptoRs.14,044,800 (Rupees One Crore Forty Lakhs Forty Four Thousand Eight Hundred) in accordance with SEBI (ICDR) Regulations to the following persons other than Promoters on such terms and conditions as the Board or Committee thereof may in its absolute discretion think fit,

Sr. No.	Name of the Proposed Investor(s)	Category of Investor	No. of Shares
1	Darshan Dave	PUBLIC	80,000
2	Anita Gandhi	PUBLIC	100,000
3	UpendraRabadiya	PUBLIC	80,000
4	Kirit Patel	PUBLIC	85,000
5	Smita Patel	PUBLIC	80,000
6	Ramesh Harkhani	PUBLIC	40,000

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7	ParshottambhaiHarkani	PUBLIC	40,000
8	Vasantben Desai	PUBLIC	45,000
9	DhirenKanubhai Patel HUF	PUBLIC	85,000
10	JagdishAkhani	PUBLIC	80,000
11	AartiThakkar	PUBLIC	80,000
12	Aashka Patel	PUBLIC	50,000
13	Siddharta Patel	PUBLIC	50,000
14	Mosmi Mehta	PUBLIC	40,000
15	ChandrikaHarkhani	PUBLIC	40,000
16	Shardaben Patel	PUBLIC	45,000
17	Dimple Shah	PUBLIC	40,000
18	Jivrajbhai Patel	PUBLIC	80,000
	Total		1,140,000

“RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottees by way of a preferential issue or allotment shall inter-alia be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within period of 15(fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (ii) The Equity Shares to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “Relevant Date” for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is August 10, 2018 being the date 30 days prior to the date of Annual General Meeting scheduled to be held on September 10, 2018. August 11, 2018 being a week end, hence August 10, 2018 is considered as relevant date.
- (iv) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI(ICDR) Regulations;
- (v) The Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The entire consideration price for subscription to the Equity Shares shall be received from the Allottee’s Bank account;

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations”

“RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

ITEM NO: 7 REGULARISATION OF ADDITIONAL DIRECTOR MR. MAHESHKUMAR BALDHA

To consider and if thought fit to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** for Regularization of Additional Director Mr. Maheshkumar Dhanjibhai Baldha:

“RESOLVED THAT Mr. Mr. Maheshkumar Dhanjibhai Baldha, who was appointed as an Additional Director with effect from April 27, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Maheshkumar Dhanjibhai Baldha (holding DIN 06542441), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting and that he shall not be liable to retire by rotation.”

Registered Office:
604, Manas Complex
Jodhpur Cross Road, Satellite
Ahmedabad - 380 015

By and Order of the Board
KEMISTAR CORPORATION LIMITED

Ketankumar Patel
(DIN: 01157786)

Place: Ahmedabad
August 11, 2018

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less the 48 hours before the commencement of the meeting. A Proxy Form for the AGM is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send at the registered office of the Company a certified true copy of the relevant Board Resolution or upload it on the e-voting portal together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto
4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.
5. Pursuant to Regulation 36 of SEBI LODR Regulations, 2015, additional information related to Directors recommended for appointment/re-appointment at the Annual General Meeting appears in the Director's Report and Accounts.
6. The register of Members and the share Transfer Books of the Company will remain closed from September 04, 2018 to September 06, 2018 (both days inclusive) for the purpose of 24th Annual General Meeting.
7. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company.
8. Members who have not registered / updated their e-mail addresses with Company/ Purva Shareregistry (I) Pvt. Ltd., if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
9. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) to the Company / Purva Shareregistry (I) Pvt. Ltd as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.

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11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
12. All documents referred to in the Notice will be available for inspection at the Company's registered office between 11:00 am and 1:00 pm upto September 10, 2018 on all days (except Saturdays, Sundays and public holidays).
13. Members holding shares in electronic mode:
 - a. are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI for every participant in securities market.
 - b. are advised to contact their respective DPs for availing the nomination facility.
14. Information and instructions relating to Remote e-voting are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services arranged by NSDL. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on September 7, 2018 (9:00 am) and ends on September 9, 2018 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 3, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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<https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or Your User ID is: CDSL) or Physical

- a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.
- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

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3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Company's Details:

KEMISTAR CORPORATION LIMITED

604, Manas Complex,
Jodhpur Cross Road,
Satellite
Ahmedabad - 380 015
CIN: L24233GJ1994PLC022845
E-mail ID: kemistarbse@gmail.com

Registrar and Transfer Agent

Purva Sharegistry (India) Pvt. Ltd.
Unit no. 9
Shiv Shakti Ind. Estt.
J .R. Borichamarg
Opp. Kasturba Hospital Lane
Lower Parel (E)
Mumbai 400 011

E-Voting Agency

National Securities Depository Limited (NSDL)

Scrutinizer

GAURAV N. ZINZUWADIYA
834 Gala Empire,
Opp. Doordarshan Tower,
Drive In Road,
Thaltej, Ahmedabad- 380054

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice dated August 11, 2018.

ITEM NO. 4- INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The Current Authorized Share Capital of the Company is Rs.8,50,00,000/- (Rupees Eight Crore Fifty Lakh only) consisting of 8,500,000 (Eighty Five Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

The resolution set out in Item No. 3 seeks to alter the capital clause of Memorandum of Association in order to increase the existing Authorized Share Capital of Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakh only) consisting of 8,500,000 (Eighty Five Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to be increased to Rs. 12,00,00,000/-(Rupees Twelve Crore Only) Consisting of 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

Resolution set out in Item No. 4 and 5 is relating to issue of further equity shares on preferential basis, that requires increase in Authorized Share Capital therefore, it is necessary to amend the capital clause of the Memorandum of Association. Pursuant to the provisions of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out alteration in the Memorandum of Association of the Company.

The Directors recommend the resolution as set out in Item No. 3 for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company is in any way concerned or interested, financially or otherwise, in the resolution set out at **Item No. 3** of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company between 11:00 a.m. and 5:00 p.m. on all working days except Saturdays, up to the date of the Annual General Meeting.

ITEM NO. 5 & 6 - ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH AND ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS:

Material Facts relating to the Preferential Issue of Equity Shares:

Your Company is acquiring 40% stake in KP International Pvt. Ltd. (KPIL) to make it wholly owned subsidiary. Your Company proposes to issue Equity Shares for consideration other than Cash on a Swap Share basis to the Shareholders of KPIL.

For the said purpose, the Board of Directors have approved execution of a Swap Arrangement amongst Kemistar Corporation Ltd., KPIL and promoters of KPIL. According to the terms of the Swap Arrangement, it is proposed to issue upto 34,82,920 Equity Shares of your Company to the shareholders of KPIL. Your Board has approved the same at its meeting held on August 11, 2018. The Proposed preferential issue is for consideration other than cash by way of share swap, will be subject to customary compliances including receipt of Shareholders' approval, compliance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto and the provisions of the Companies Act, 2013, Listing Agreement, Memorandum and Articles of Association of your Company, other applicable rules, regulations and guidelines.

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Information pertaining to the proposed preferential allotment in terms of the Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

1. Object(s) of the preferential Issue: Item No.4

To acquire 40% stake in K P International Private Limited by way of swapping of Shares from the Shareholders of K P International Private Limited and making it 100% subsidiary of the Company. It is proposed to issue and allot upto 34,82,920 (Thirty Four Lakhs Eighty Two Thousand Nine Hundred and Twenty) equity shares as the Purchase Consideration.

Object(s) of the preferential Issue: Item No.5

To meet general business requirements addressing Working Capital needs as well as expansion of business activities, the Company has proposed the Issue of 11,40,000 Equity Shares of Rs.10/- each at a price of Rs. 12.320 (including premium of Rs. 2.320 per Equity Shares) on Preferential Basis to selected person to meet its capital requirements in due course.

2. Number of shares and names of Allottees: Item No.4

Sr. No.	Name of the Proposed Allottee	Category	No. of shares proposed to be allotted	Names of the Ultimate Beneficiaries/Owners
1	Mr. Ketankumar Patel	Promoter	814,870	Mr. Ketankumar P Patel
2	Mr. Parshottambhai Patel	Promoter	708,050	Mr. Parshottambhai M. Patel
3	Patel Ketankumar Parshottamdas HUF*	Promoter Group	661,500	Mr. Ketankumar P Patel Mrs. Anjana Ketankumar Patel
4	Mrs. Anjana Patel	Promoter Group	1,298,500	Mrs. Anjana Ketankumar Patel
	Total		34,82,920	

*Post allotment Patel Ketankumar Parshottamdas HUF will form part of the promoter group in terms of Regulation 2(zb) of SEBI (ICDR) Regulations 2009

Number of shares and names of Allottees: Item No.5

Sr. No.	Name of the Proposed Allottee	Category	No. of shares proposed to be allotted	Names of the Ultimate Beneficiaries/Owners
1	Mr. Darshan Dave	PUBLIC	80,000	Mr. Darshan Dave
2	Mrs. Anita Gandhi	PUBLIC	100,000	Mrs. Anita Gandhi
3	Mr. Upendra Rabadiya	PUBLIC	80,000	Mr. Upendra Rabadiya
4	Mr. Kirit Patel	PUBLIC	85,000	Mr. Kirit Patel
5	Ms. Smita Patel	PUBLIC	80,000	Ms. Smita Patel
6	Mr. Ramesh Harkhani	PUBLIC	40,000	Mr. Ramesh Harkhani
7	Mr. Parshottambhai Harkani	PUBLIC	40,000	Mr. Parshottambhai Harkani
8	Mrs. Vasantben Desai	PUBLIC	45,000	Mrs. Vasantben Desai
9	Dhiren Kanubhai Patel HUF	PUBLIC	85,000	1. Dhiren Kanubhai Patel 2. Dipti Dhiren Patel 3. Dhrumi Dhiren Patel 4. Mahi Dhiren Patel
10	Mr. Jagdish Akhani	PUBLIC	80,000	Mr. Jagdish Akhani
11	Ms. Aarti Thakkar	PUBLIC	80,000	Ms. Aarti Thakkar
12	Ms. Aashka Patel	PUBLIC	50,000	Ms. Aashka Patel

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13	Mr. Siddharta Patel	PUBLIC	50,000	Mr. Siddharta Patel
14	Ms. Mosmi Mehta	PUBLIC	40,000	Ms. Mosmi Mehta
15	Mrs. Chandrika Harkhani	PUBLIC	40,000	Mrs. Chandrika Harkhani
16	Mrs. Shardaben Patel	PUBLIC	45,000	Mrs. Shardaben Patel
17	Ms. Dimple Shah	PUBLIC	40,000	Ms. Dimple Shah
18	Mr. Jivrajbhai Patel	PUBLIC	80,000	Mr. Jivrajbhai Patel
	Total		11,40,000	

3. The proposal of the Promoters / Directors / Key Management Persons of the Issuer to subscribe to the offer:

The above mentioned Promoter and Director will be issued Shares and none of the other Directors or Key Management Person of the Company intends to subscribe to the Offer being proposed under Special Resolution of the Notice for approval of Members at this meeting.

4. Shareholding Pattern of the Company before and after the proposed Issue:

The shareholding pattern before and after the offer would be as under:

Sl. No.	Category	Pre Issue*		Preferential Allotment of Equity Shares	Post Issue#	
		No. of Equity Shares held	% of Equity Share holding		No. of Equity Shares held	% of Equity Share holding
A	Promoters' holding :					
	1. Indian :					
	Individual /HUF	45,63,448	73.41	34,82,920	80,46,368	74.23%
	Bodies Corporate	-	-	0	-	-
	Sub Total	45,63,448	73.41	0	80,46,368	74.23%
	Foreign Promoters	-	-	0	-	-
	Sub Total (A)	45,63,448	73.41	34,82,920	80,46,368	74.23%
B	Non-Promoters' holding :					
	2. Mutual funds /UTI	-	-	0	-	-
	Financial Institutions/ Banks	-	-	0	-	-
	Insurance Companies / Govt. Institutions	-	-	0	-	-
	Foreign Institutional Investors	-	-	0	-	-
	Sub Total	-	-	0	-	-
	3. Bodies Corporate	3,080	0.05	0	3,080	0.03
	Individual holding	16,49,904	26.54	1,140,000	2,789,904	25.74
	Foreign Companies	-	-	0	-	-
	Non-Resident Individuals	-	-	0	-	-
	Clearing Member	32	0.00	0	32	0.00
	HUF	24	0.00	0	24	0.00
	Any					
	Sub Total (B)	16,53,040	26.59	1,140,000	2,793,040	25.77
	Grand Total	62,16,488	100.00	4,622,920	10,839,408	100.00

*Above shareholding pattern is prepared based on Shareholding of the Company as on June 30, 2018.

On assumption that entire 4,622,920 Equity Shares may be allotted pursuant to the shareholders' resolution. However, if any Equity Shares are not issued / allotted, the figures will change accordingly.

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5. Consequential Changes in the Voting Rights:

Voting Rights will change according to the change in the shareholding pattern mentioned above.

6. Proposed time within which the allotment shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI or Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval as the case may be.

7. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable for the proposed preferential issue of Equity shares.

8. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

9. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of proposed allottee	Category	Pre-issue shareholding		Allotment No. of shares	Post issue shareholding	
			No. of shares	%		No. of shares	%
1.	Mr. Ketankumar Patel	Promoter	2,98,144	4.80	814,870	11,13,014	10.27
2.	Mr. Parshottambhai Patel	Promoter	11,25,940	18.11	708,050	18,33,990	16.92
3.	*Patel Ketankumar Parashottamdas HUF	Promoter	0	0.00	661,500	661,500	6.10
4.	Mrs. Anjana Patel	Promoter	55,800	0.90	1,298,500	1,354,300	12.49
5.	Darshan Dave	Public	-	-	80,000	80,000	0.74
6.	Anita Gandhi	Public	-	-	100,000	100,000	0.92
7.	Upendra Rabadiya	Public	-	-	80,000	80,000	0.74
8.	Kirit Patel	Public	60,000	0.97	85,000	145,000	1.34
9.	Smita Patel	Public	-	-	80,000	80,000	0.74
10.	Ramesh Harkhani	Public	60,000	0.97	40,000	100,000	0.92
11.	Parshottambhai Harkani	Public	35,000	0.56	40,000	75,000	0.69
12.	Vasantben Desai	Public	-	-	45,000	45,000	0.42
13.	Dhiren Kanubhai Patel HUF	Public	-	-	85,000	85,000	0.78
14.	Jagdish Akhani	Public	-	-	80,000	80,000	0.74
15.	Aarti Thakkar	Public	-	-	80,000	80,000	0.74
16.	Aashka Patel	Public	-	-	50,000	50,000	0.46
17.	Siddharta Patel	Public	-	-	50,000	50,000	0.46
18.	Mosmi Mehta	Public	5024	0.08	40,000	45,024	0.42
19.	Chandrika Harkhani	Public	40,000	0.64	40,000	80,000	0.74
20.	Shardaben Patel	Public	-	-	45,000	45,000	0.42
21.	Dimple Shah	Public	-	-	40,000	40,000	0.37
22.	Jivrajbhai B Patel	Public	-	-	80,000	80,000	0.74

* Post allotment Patel Ketankumar Parshottamdas HUF will form part of the promoter group in terms of Regulation 2(zb) of SEBI (ICDR) Regulations 2009

10. Pricing of Preferential issue:

The proposed preferential issue of 34,82,920 Equity Shares of Rs. 10 each for consideration other than Cash on preferential basis will be made at such Price including premium being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations. The Preferential issue of 11,40,000 Equity Shares of Rs. 10 each is made to persons other than promoters at a price of Rs. 12.320 (including premium of Rs. 2.320) as per the Valuation Report.

11. Basis on which price has been arrived at along with report of the Independent Chartered**Accountant:**

The shares of the Company are listed and traded on BSE Ltd (BSE). Shares of the Company are not frequently traded on BSE and the issue price will be determined under Regulation 76 A of the SEBI (ICDR) Regulations.

Your Company has appointed M/s. Patel & Jesalpura, Chartered Accountants, Ahmedabad for carrying out the Valuation of KPIL, who have vide their report dated August 10, 2018 computed the Value of per Equity Share of KPIL at Rs. 30.184 and fair value of per Equity Share of Kemistar Corporation Limited at Rs. 12.320.

The SWAP Ratio has been arrived at 245:100 i.e., Two Hundred and Forty Five Equity Shares of the Target Company for every One Hundred shares of KPIL swapped. This results in issuance of 34,82,920 Equity Shares of Rs. 10/- each by Kemistar Corporation Limited to the certain Equity Shareholders of KP International Private Limited

These reports will be made available for inspection on any working day between 11:00 a.m. to 1.00 p.m. on all working days except Saturdays, Sunday and holidays, up to the date of the Annual General Meeting.

12. Relevant Date:

The "Relevant Date" in terms of Regulation 71 of the SEBI (ICDR) Regulations for determination of issue price of Equity Shares is August 10, 2018 being the date 30 days prior to the date of Annual General Meeting scheduled to be held on September 10, 2018. August 11, 2018 being a week end, hence August 10, 2018 is considered as relevant date.

13. Auditors' Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue of Equity Shares is being made in accordance with the requirements of SEBI (ICDR) Regulations, and will be made available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting. The Auditors' Certificate shall also be laid before the Annual General Meeting.

14. Lock in Period:

The Equity Shares allotted on preferential basis shall be subject to lock-in for such periods as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

15. Sale / Transfer of Equity Shares:

The proposed allottees have confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

16. Undertakings

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the SEBI (ICDR) Regulations.

Others:

- a) The Company has allotted 43,50,096 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 14.77 (including premium of Rs. 4.77) per Equity Share to the Promoters, Promoters Group/ investors on preferential basis pursuant to acquisition of stake in K P International Pvt. Ltd. in accordance with section 62 of the Companies Act, 2013 pursuant to the

