

KEMISTAR CORPORATION LIMITED

CIN: L24233GJ1994PLC022845

Regd. Office: 604, Manas complex, Jodhpur Cross Road, Satellite, Ahmedabad-380015

Tel: 079-26923570 **Web:** www.kemistar.in **Email:** kemistarbse@gmail.com

NOTICE OF THE POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013, (the “**Act**”) read together with the Companies (Management and Administration) Rules, 2014, (“**The Rules**”) including any statutory modification, amendment or re-enactment thereof for the time being in force and applicable Clauses of the Listing Regulations, that the Resolutions appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot / e-voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the Postal Ballot Form (the “**Form**”) for your consideration.

The Board of Directors of the Company has appointed **Mr. Gaurav Zinzuwadiya**, Practicing Chartered Accountant (Membership No.150295), Ahmedabad as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desirous of exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 17.00 Hours IST on May 23, 2019, Thursday to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

The Company is pleased to offer Electronic Voting (‘**e-voting**’) facility established by National Securities Depository Limited as an alternative which would enable a member to cast votes electronically, instead of sending physical Postal Ballot Form. E-voting is optional. Shareholders may refer to notification relating to e-voting detailed in this notice.

The Scrutinizer will submit the report to the Managing Director of the Company, upon completion of scrutiny of Postal Ballots. The result of the Postal Ballot / e-voting shall be declared on May 25, 2019, Saturday and shall be communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company’s Website.

Following resolution to be passed as Ordinary Resolution

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditor Rules, 2014) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Audit Committee and approved by the Board of Directors at its meeting held on Wednesday, April 17, 2019 **M/s. S. D. Mehta & Co., Chartered Accountants** (Firm Registration No. **137193W**), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Jignesh Domadiya & Co., Chartered Accountants (Firm Registration No. 131400W), Ahmedabad.

RESOLVED FURTHER THAT M/s. S. D. Mehta & Co., Chartered Accountants (Firm Registration No. **137193W**), Ahmedabad be and are hereby appointed at Statutory Auditors of the Company and that they shall hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended on 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**By order of the Board of Directors
Kemistar Corporation Limited**

**Place: Ahmedabad
Date: April 17, 2019**

**Ketankumar Patel
Managing Director
(DIN: 01157786)**

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons for the proposed Resolution is appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, April 19, 2019
3. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot is being sent to the Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical Shareholding). For Members who have not registered their e-mail IDs, physical copy of the Notice of Postal Ballot along with Postal Ballot Form are being sent by permitted mode along with the postage pre-paid self-addressed business reply envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link: <https://www.evoting.nsdl.com> or from the 'Investors' section on the Company's website www.kemistar.in.
4. Resolutions passed by the Members through Postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Voting period commences on and from 9.00 a.m. (IST) April 24, 2019, Wednesday and ends at 5.00 p.m. (IST) on May 23, 2019, Thursday. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
6. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or Remote E-Voting. In case Members cast their votes through both the modes, voting done by Remote E-Voting shall prevail and votes cast through Physical Postal Ballot Forms will be treated as invalid.
7. The voting rights shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on April 19, 2019.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. The Board of Directors of the Company has appointed Mr. Gaurav Zinzuwadiya, Practicing Chartered Accountant (Membership No.150295), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Managing Director and in his absence to the Company Secretary of the Company and the result of the Postal Ballot will be announced on Saturday, May 25, 2019 at the Registered Office of the Company by 5.00 p.m. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.kemistar.in and on the Notice Board of the Company at its Registered Office and on the website of NSDL viz. <https://www.evoting.nsdl.com> and shall be communicated to the Stock Exchange where the shares of the Company are listed.
11. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
12. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Registrar and Transfer Agent viz., Accurate Securities & Registry (India) Pvt. Ltd. at accurate.rta@gmail.com. The Registrar and Transfer Agent / Company shall forward the same along with postage -prepaid self- addressed Business Reply Envelope to the Member.

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

Members desirous of exercising their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than Close of Working Hours (i.e. 17:00 Hours IST) on Thursday, May 23, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after the said time and date, it will be considered that no reply from the Member has been received.

VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; as amended from time to time, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice of Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the E-Voting facility.

How do I 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 <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.

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

4. Your User ID details are given below
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, yourPAN,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. Now you are ready for e-Voting as the Voting page opens.
2. 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.
3. Upon confirmation, the message "Vote cast successfully" will be displayed.
4. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
5. 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 cagaurav512@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 to atevoting@nsdl.co.in

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant To Section 102 of The Companies Act, 2013.

M/s. Jignesh Domadiya & Co., (FRN:131400W) Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to their pre-occupation, which resulted in casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on April 17, 2019 that M/s. S D Mehta & Co., Chartered Accountants (Firm Registration No. 137193W), Ahmedabad be appointed to fill the casual vacancy caused by the resignation of M/s. Jignesh Domadiya & Co., Chartered Accountants as the Statutory Auditors of the Company.

M/s. S D Mehta & Co., Chartered Accountants (Firm Registration No. 137193W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, are concerned or interested in the said resolution.

Place: Ahmedabad
Date: April 17, 2019

Registered Office:
604, Manas Complex,
Jodhpur Cross Road,
Ahmedabad-380015,
Gujarat, India

**For and on behalf of the Board of Directors
Kemistar Corporation Limited**

**Ketankumar Patel
Managing Director
(DIN: 01157786)**

KEMISTAR CORPORATION LIMITED

Regd. Office: 604, Manas complex, Jodhpur Cross Road, Satellite, Ahmedabad-380015
Tel: 079-26923570 Web: www.kemistar.in Email: kemistarbse@gmail.com

CIN: L24233GJ1994PLC022845

POSTAL BALLOT FORM

Postal Ballot Form No.: _____

1	Name & Registered Address of the Sole/first-named Shareholder in BLOCK LETTERS	
	Name (s) of Joint Holders (if any)	
3	Registered Folio No. /DP ID No./ Client ID No.>(*Applicable to investors holding Equity Shares in dematerialized form)	
4	Number of Equity Shares held	

I / We, hereby exercise my / our vote in respect of the following 'Ordinary Resolution' to be passed through Postal Ballot for the Special Business stated in the Notice dated April 17, 2019 of Kemistar Corporation Limited (the "Company") by sending my /our assent (**FOR**) or dissent (**AGAINST**) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Item No.	Description of the Resolution	No. of Equity Share(s) held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Appointment of M/s. S D Mehta & Co., Chartered Accountants as Statutory Auditor of the Company to fill the Casual Vacancy caused due to resignation of M/s. Jignesh Domadiya & Co. Chartered Accountants.			

Place:

Date:

(Signature of Member as per registered specimen)

Note:

- 1) Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
- 2) Last date for receipt of Postal Ballot Form by the Scrutinizer: May 23, 2019 Thursday (5:00 p.m.)
- 3) If the voting rights are exercised by e-voting, this form need not be used.

INSTRUCTIONS

1. A Member desirous of exercising her/ his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier.
Mr. Gaurav Zinzuwadiya, Scrutinizer,
Kemistar Corporation Limited
604, Manas Complex
Jodhpur Cross Road,
Ahmedabad - 380015, Gujarat, India
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on April 19, 2019.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
11. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the company or its Registrar and Transfer agent, Accurate Securities & Registry (India) Pvt. Ltd. 203 Shangrila Arcade, Above Samsung Showroom, Nr. Shyamal Cross Road, Satellite, Ahmedabad – 380015 or send an email at accurate.rta@gmail.com or kemistarbse@gmail.com or download the Postal Ballot Form from the Company's website www.kemistar.in
12. The Members can opt for any one mode of voting i.e., either by physical Postal Ballot Form or e-voting. The voting, both through postal ballot and through electronic mode shall commence from April 24, 2019 at 09:00 a.m. and shall end on May 23, 2019 at 5:00 p.m. In case, member(s) cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
13. The Company is pleased to offer e-voting facility, as an alternative, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. **THE DETAILED PROCEDURE FOR E-VOTING IS ENUMERATED IN THE NOTES TO THE POSTAL BALLOT NOTICE.**