

KOME-ON COMMUNICATION LTD

CIN: L74110GJ1994PLC021216

Reg. Off: Block Number 338/Paiky 6/2, DhamdachiViHage Tai. & Dist. Vaisad, Gujarat 396001.

Email ID: info@komeon.in //Tel. No: 67085160 //Web: www.komeon.in

Date: 31.01.2022

To,
The Manager,
Listing Department
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Mumbai - 400001.

BSE Scrip Code:539910

Sub.: Outcome of the Board Meeting held on 31stJanuary, 2022.

Dear Sir/Madam,

In accordance with the Regulation 30 read with Part A of Schedule III and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby inform you that the Board of Directors in their meeting held on Monday, 31stday of January, 2022 have considered and approved the following:

1. Proposal for Amendment of Object Clause of Memorandum of Association of the Company. Details of the proposed amendments in the MOA has been mentioned in the notice uploaded on the BSE Website. The proposed amendment is subject to the approval of the shareholders upon which, the amended Memorandum of Association of the Company will be submitted to the Stock Exchange(s).
2. Notice of Postal Ballot for the approval of shareholders of the company, to give effect to the alteration of Memorandum of Association of the Company.

The Meeting of Board of Directors commenced at 3.30 PM and concluded at 4.15 PM.

This is for your information and records.
Thanking you.

Yours Faithfully,
For **Kome-on Communication Limited**



Harshad Vijay Thorve

Harshad Vijay Thorve
Director
DIN: 06605949

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POSTAL BALLOT NOTICE

[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 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), **KOME-ON COMMUNICATION LIMITED** ("the Company") is seeking the approval/ consent of Members for the Resolution, proposed to be passed through Postal Ballot / Electronic Voting (E-voting).

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The E-Voting facility is available at the link www.evoting.nsdl.com from 09:00 AM on Saturday, February 5, 2022, up to 05:00 PM on Sunday, March 6, 2022. E- Voting module will be blocked by NSDL at 05:00 PM on Sunday, March 6, 2022 and voting shall not be allowed beyond the said date and time.

Mr. Aditya Shah, Company Secretary in Practice, (Membership No. 58883 and CP No. 22912) has been appointed by the Board of Directors as Scrutinizer to conduct Postal Ballot and E-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny of the Postal Ballot including e-voting and the result of the voting by Postal Ballot and e-voting will be announced on or before **7th March, 2022** at the registered office of the company situated at the registered office of the Company. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. on or before **7th March, 2022** and shall be deemed to have been passed at the General Meeting of the Members.

Item No. 1. Alteration of Main Objects Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorized to accept, as it may deem fit, the approval of the Company be and is hereby accorded for alteration/modification, substitution, addition and deletion in the Objects Clause (Clause III) of the Memorandum of Association of the Company as follows:

A. The existing sub-clauses of Main Clause III(A) shall be substituted with the following:

1. To carry on business or businesses as , let out of studio (in the sense of contract) viz. Floors, Sound recording Studio, editing suit (Film/Video) Camera’s , Lights, Wardrobe, Hotel, Microphones, Trolleys, Cranes, Lab (processing and developing), gardens, sets, cars and allied equipments there to. To carry on business or businesses as manufacturers, Traders, importers, exporters, Commission agent and dealers in all kinds of production of Movies, Documentaries, T.V Serials, Ad Film, Educational Film , Social Films , Industrial Documentaries, Social Welfare Development Films, Children Films, Entertainment Films, Promotional Films. To carry on the business to produce, prepare, alter, develop, expose, edit, exhibit, make, remake, convert, buy, sell, run music, audio/video recording, mixing, along with sound design, audio editing & live sound and to act as agent, broker, distributor, proprietor,owner of the copy right, audio right and to do all other incidental acts for the attainment of the aforesaid objects of the company.
2. To open, establish & operate a comprehensively equipped music production company managing a fully equipped sound lab and studio for audit, video or any other media for pre and post recording services; providing services to every sort of clients and producing all kinds of music like songs, album, background scores, SFX, jingles, and Title Tracks whether contemporary or classical by employing or taking services of artists, musicians and bands. To conceptualize , establish & manage an independent record label providing music on all sorts of recording media whether online , offline , or otherwise and to own, manage , sell & authorize others to use any copyright, trademark , designs , license and other intellectual property rights belonging to the company as per mutually agreed contracts.

3. To carry on the business of production of television programmes, television serials, films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, cable, broadband, web, internet, radio and any other broadcast medium and to print, publish, sell and market newspapers, magazines and any other print form of content publication in regional languages and to deal in establishing, maintaining and managing studios, television channels and film production equipment and facilities, producing, buying, selling, import and export of content and information in print, audio, video and any other forms. To carry on the business of Resellers and Distribution Activities, Digital Marketing Services, Artificial intelligence, machine learning, and smart things which includes but not limited to IT Product and Software Sales, Domain Registration and Hosting Services, System Integrators for Providing Partner Services, Search Engine Optimization, Search Engine Marketing, Social Media Marketing, Content Marketing, Email Marketing, Programmatic Media Buying for Digital Campaigns, Video Campaigns, Artificial Intelligence (AI) & Advanced Machine Learning, Intelligent Apps, Intelligent Things Virtual & Augmented Reality, Conversational Systems.
4. To deal with and grant with various licenses for the attaining of the main object of the Company and to carry on the business of engaged in originating, developing and producing commercial feature films, broadcasting, telecasting, relaying, transmitting, content developing, animation / graphics / sound effects, distributing, Release or running any video, audio, voice, over television, radio, internet, telecom or any other media, Video On Demand or any other services. To carry on the business of providing Support Services whether information technology enabled or otherwise, including but not limited to providing back office services, enterprise content and data services, business analysis, business intelligence , advertising, public relations, business, commercial and administrative services in India and abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, and to settle any queries, difficulties or doubt that may arise in this regard, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to execute all such applications, affidavits, undertakings, documents, deeds and writings as they may in their absolute discretion deem fit, necessary, desirable or expedient, including but not limited to accept any modification or alteration suggested by the competent authorities.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”

Place: Mumbai
Date: 31.01.2022

By order of the Board of Directors of
Kome-On Communication Limited

Sd/-

Badri Prasad Joshi
Whole Time Director

Notes:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form only to the email addresses registered with the Company's Registrar and Transfer Agent.
3. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot/ E-Voting for businesses set out of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, January, 28 2022 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. The Postal Ballot period shall commence from 5th February, 2022, at 9.00 AM and shall conclude on 6th March, 2022 at 5.00 PM.
6. Members are requested to vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before 5.00 P.M. on the 6th March, 2022. (**'Last Date'**).
7. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company's website <http://www.komeon.in>
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General meeting of the members convened in that behalf.
9. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or any other person authorized by the Chairman for this purpose i.e. on or before **7th March, 2022**.
10. A copy of this notice has been placed on the website of the Company <http://www.komeon.in> and shall remain on the website until the last date for receipt of the postal ballots from the shareholders. The Email Communication of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at info@komeon.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self attested copy of any document (eg.: Driving License, Election

Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to **info@komeon.in**.

12. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and in terms of Reg. 44 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorized Agency to provide e-voting facility
13. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on Monday, 07.03.2022., at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Sunday, March 6, 2022, being the last date specified by the Company for e-voting.

Procedure / Instruction for Voting

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective

	ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below :

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 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in

process for those shareholders whose email ids are not registered

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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 aditya@csadityashah.co.in 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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@komeon.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@komeon.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Board of Directors at its meeting held on 31st January, 2022, decided to alter main objects clause of the Memorandum of Association (MOA) in order to enable the Company to carry out the above new line of business activities mentioned in the proposed resolution. The alteration of Objects Clause of MOA requires the approval of shareholders by means of Special Resolution pursuant to Section 13 of the Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approval of members shall be taken through postal ballot in case of alteration of main objects of the company.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Place: Mumbai
Date: 31.01.2022

**By order of the Board of Directors of
Kome-On Communication Limited**

Sd/-

**Badri Prasad Joshi
Whole Time Director**