

KOME-ON COMMUNICATION LTD

CIN: L74110GJ1994PLC021216

Reg. Off.: Block Number 338/Paiky 6/2, Dhamdachi Village Tal. & Dist. Valsad, Gujarat 396001.

Email ID: info@komeon.in //Tel. No: 9820430218 //Web: www.komeon.in

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the resolution appended below are proposed to be passed by the members as Special Resolution by way of Postal Ballot/electronic voting (e-voting). The proposed Special Resolution and Explanatory Statement setting out the material facts concerning the items of special business pursuant to Section 102(1) of the Companies Act, 2013 are annexed hereto along with a Postal Ballot Form:

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from "Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist.Valsad GJ 396001" to "Unit No. 2, Gala No. 2, Shiv Shankar Industrial Estate No. 1, Behind Burmashell Petrol Pump, Waliv, Vasai (East), Palghar-401208.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

2. Appointment of Mr. Gajendra Salvi as Chairman cum Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval members of the Company and by the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authority in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of Mr. Gajendra Salvi (DIN: 07904814) as Chairman cum Managing Director of the Company and to hold office for a term upto five consecutive years upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and or to make modification as may be deemed to be in the best interest of the Company."

3. Alteration of main Objects of the Company:

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

"RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for insertion of the below mentioned New Main object clauses in addition to existing clauses, by insertion of the objects pertaining to degradable bags, biodegradable bags, compostable bags, zero-waste packaging material etc in Clause III of Part A of the Memorandum of Association of the Company. The new clause III Part A is read as follows:

A. MAIN OBJECTS

4.To carry on the business of manufacturing, process, buy, sell, import, export, dealers, contractors, agents, suppliers, stockiest, representatives, engineers, designers, consultants or otherwise deal in all kinds of raw materials, finished & semi-processed environmentally friendly products like degradable bags, biodegradable bags, compostable bags, zero-waste packaging material including the business of Thermoplastic, Reinforced Plastics, Composite, Sheeting, Laminates, Addictives, biodegradable & compostable film, poly film, Epoxy, Chemicals and their all type of finish products composting of all type of domestic, agricultural and industrial waste and all other plastic materials of all kind that may be in existence or may be developed in future in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Balkrishna Pandya
Company Secretary

Place: Valsad
Date: 15th October, 2018

Registered Office:
Block No. 338/Paiky 6/2,
Dhamdachi Village, Tal & Dist.
Valsad-396001

Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 19th October, 2018. The Postal Ballot Notice is being sent to 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 Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 19th October, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to info@satellitecorporate.com. The Registrar and Share Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 19th October, 2018. The Postal Ballot period commences on Wednesday, 24th October, 2018 at 9:00 a.m. and ends on Friday, 23rd November, 2018 at 5:00 p.m.
7. In compliance with sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy.
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on 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 the close of working hours i.e. 5:00 p.m. on Friday, 23rd November, 2018. 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. Postal Ballot Forms received after 5:00 p.m. on Friday, 23rd November, 2018 shall be deemed invalid.
10. The Scrutinizer will submit his report to the Chairman & Managing Director or any other Director of the Company duly authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman & Managing Director or any other Director of the Company duly authorized by him, on or before Sunday, 25th November, 2018 and will also be displayed on the Company website www.komeon.in and communicated to the stock exchange, depository, registrar and share transfer agent on the said date.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, 23rd November, 2018 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
Voting through electronic means:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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.
4. Your User ID details will be as per details given below :
 - 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.

Step 2: 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.
3. Select “EVEN” of the Company.
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 (csniteshchaudhary@gmail.com) to 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 1

Presently, the Company's Registered Office is located at Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad GJ 396001. The Board of Directors of your Company at their meeting held on 15th October, 2018 has decided to shift the Registered Office of the Company from the "Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad GJ 396001" to "Unit No. 2, Gala No. 2, Shiv Shankar Industrial Estate No. 1, Behind Burmashell Petrol Pump, Waliv, Vasai (East), Palghar-401208" to carry on the business of the Company more economically and efficiently and with better operational convenience.

Further head offices of key regulatory bodies such as Securities and Exchange Board of India, Stock Exchanges are in Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate smooth and regular interface with the key regulatory bodies.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits and State requires approval of the Members by way of Special Resolution through Postal Ballot. Therefore the Board recommends the Resolution as set out in Notice dated 15th October, 2018 for approval of the Members as Special Resolution.

None of the Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as members of the Company.

Item No. 2

The Board of Directors of the Company, at its meeting held on 15th October, 2018, subject to the approval of members, has appointed Mr. Gajendra Salvi as Chairman cum Managing Director, for a period of 5 (Five) years w.e.f. 15th October, 2018 at the remuneration recommended and approved by the Board. Mr. Gajendra Salvi shall be appointed as Key Managerial Personnel under Section 203 of the Companies Act, 2013.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Gajendra Salvi as Chairman cum Managing Director, in terms of the applicable provisions of the Act.

The requisite information stipulated under Schedule V is furnished hereunder:

1. Tenure of Agreement For a period of 5 years w.e.f 15th October, 2018.
2. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):
 - a) Basic Salary: Rs. 42,000/- per month
 - b) Perquisites/Allowances:
 - i) Medical Expenses: Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.
 - iii) Personal Accident Insurance: Personal Accident Insurance policy as per rules of the Company.
 - iv) Leave: Leave with full pay or encashment thereof, as per the rules of the Company.

Other Perquisites: Subject to overall ceiling on remuneration, Mr. Gajendra Salvi may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

None of the Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as members of the Company.

Item No. 3

The Company proposes to undertake the activity of dealing in various environmentally friendly products like degradable bags, biodegradable bags, compostable bags, zero-waste packaging material including the business of Thermoplastic, Reinforced Plastics, Composite, Sheeting, Laminates, Addictives, biodegradable & compostable film, poly film, Epoxy, Chemicals etc.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of Clause 4 after the existing clause 3 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Ahmedabad, Gujarat and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Directors commend the passing of the Resolution under Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

By Order of the Board of Directors

Balkrishna Pandya
Company Secretary

Place: Valsad
Date: 15th October, 2018

Registered Office:
Block No. 338/Paiky 6/2,
Dhamdachi Village, Tal & Dist.
Valsad-396001

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CIN: L74110GJ1994PLC021216

Reg. Off.: Block Number 338/Paiky 6/2, Dhamdachi Village Tal. & Dist. Valsad, Gujarat 396001.

Email ID: info@komeon.in //Tel. No: 9820430218 //Web: www.komeon.in

Postal Ballot Form

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Sl. No.

SN	Particulars	Details of Member(s)
1	Name and Registered Address of the Sole/First named Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No. /*DP. ID No. and Client ID. No. (*Applicable to members holding shares in dematerialized form)	
4	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated Monday, 15th October, 2018, by conveying my/our assent or dissent to the said Special Resolution, by placing the tick () mark at the appropriate box below:

Item No.	Brief Particulars of the Resolutions	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Shifting of Registered Office of the Company from "Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad GJ 396001" to "Unit No. 2, Gala No. 2, Shiv Shankar Industrial Estate No. 1, Behind Burmashell Petrol Pump, Waliv, Vasai (East), Palghar-401208" pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).			
2	Appointment of Mr. Gajendra Salvi as Chairman cum Managing Director of the Company			
3	Alteration of main objects of the Company			

Place:

Date:

(Signature of the Sole/First/Joint Member)

Notes:

1. The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
Wednesday, 24 th October, 2018 at 9:00 A.M.	Friday, 23 rd November, 2018 at 5:30 P.M.

2. Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please also refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 23rd November, 2018 up to 5:30 P.M.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a) If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b) If the Member's signature does not tally;
 - c) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e) If the Postal Ballot Form is incomplete or incorrectly filled;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) If the form other than the one issued by the Company is used.
7. The envelope containing duly completed Postal Ballot Forms should reach the Scrutinizer on or before 23rd November, 2018. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item (7) above.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.

11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney along with attested specimen signatures, should be mailed to the RTA at info@satellitecorporate.com with a copy marked to info@komeon.in, or deposited at the Registered Office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
14. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date i.e. 19th October, 2018.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final.
16. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.