



# KEMISTAR CORPORATION LTD.

CIN No. : L24233GJ1994PLCO22845

604, Manas Complex, Jodhpur Cross Road, Satellite, Ahmedabad-380015,  
Gujarat, India. **Ph** : 079-26923570 / 26923587 **Email** : kemistarbse@gmail.com

July 07, 2023

BSE Limited,  
Listing Dept. /Dept. of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Scrip code: 531163  
Security ID: KEMISTAR

## Sub: Notice of Postal Ballot

We enclose herewith a copy of the Notice of Postal Ballot ('Notice') of Kemistar Corporation Limited ('the Company') along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Special resolution forming part of the Notice.

You are requested to take the same on record.

Thanking you,  
Yours faithfully,

**For, Kemistar Corporation Limited,**

KETANKUMAR  
PARASHOTTAM  
DAS PATEL

Digitally signed by KETANKUMAR PARASHOTTAM DAS PATEL  
DN: c=IN, o=Personal, ou=8140,  
email=kemistarbse@gmail.com, postalCode=380015, st=Gujarat,  
serialNumber=D0E33A029B0E2B766481958028D8A724223  
A588B802D846E070281A6, cn=KETANKUMAR  
PARASHOTTAM DAS PATEL  
Date: 2023.07.07 15:36:08 +05'30'

**KetanKumar Patel**  
**Managing Director**  
**DIN: 01157786**

## NOTICE OF POSTAL BALLOT & EVOTING

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### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 TO TRANSACT THE FOLLOWING BUSINESS.**

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Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ('MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Kemistar Corporation Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members.

The e-voting facility will be available at the link <https://www.evoting.nsdl.com/> starting from **9:00 a.m. on Sunday 9<sup>th</sup> July, 2023 until 5:00 p.m. on Tuesday 8<sup>th</sup> August, 2023**

Please note that your assent/dissent received after **Tuesday, 8<sup>th</sup> August, 2023** would be strictly treated as if reply from you has not been received.

The Board of Directors has appointed M/s. Rohit Periwal & Associates, Practicing Company Secretaries (Membership No.: FCS 12203; CP No: 22021) as Scrutinizer for conducting the Postal Ballot process including e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of physical Postal Ballot Forms and e-voting and the result of the same will be announced on or before 5:00 p.m. on **10<sup>th</sup> August, 2023**. The result of the Postal Ballot shall also be hosted on the Company's website as well as on the Stock Exchange.

The Resolution, if approved by shareholders, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., **Tuesday, 8<sup>th</sup> August, 2023** and shall be deemed to have been duly passed at a general meeting convened in that behalf.

### **SPECIAL BUSINESS:**

**Re-appointment of Mr. Maheshkumar Dhanjibhai Baldha (DIN: 00017541) as an Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Maheshkumar Dhanjibhai Baldha (DIN: 00017541), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 27, 2018 upto April 26, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 27, 2023 upto April 26, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Place: AHMEDABAD**

**Date: 07.07.2023**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, KEMISTAR CORPORATION LIMITED**

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**MR. KETANKUMAR PATEL  
MANAGING DIRECTOR  
(DIN-01157786)**

**NOTES: -**

1. The business set out in the Notice may be transacted through Postal ballot and the Company is providing facility for electronic voting system.
2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning item of business to be transacted is annexed hereto.
3. In compliance with the provisions of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management And Administration) rule, 2014, the Company is providing E-Voting facility to its members whose names appear in the register of members/beneficial owners as on the cut-off date **i.e. 30<sup>th</sup> June, 2023**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by NSDL, through their portal <http://www.evoting.nsdl.com>. in this regard, members are notified that (i) the company has completed the dispatch of notice of general meeting through courier to all the members of the company individually to their registered address along with the explanatory statement and (ii) voting through electronic means shall commence from **9:00 a.m. on Sunday 9<sup>th</sup> July, 2023 until 5:00 p.m. on Tuesday 8<sup>th</sup> August, 2023**.
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants.
5. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
6. The members can opt for only one mode of voting, i.e., **either by postal ballot or e-voting**. In case members 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.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **30<sup>th</sup> June, 2023**.
8. A member cannot exercise his vote by proxy on postal ballot.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. Relevant documents referred to in the Notice and the Statement is available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till **8<sup>th</sup> August, 2023**.

11. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at website: <http://www.evoting.nsdl.com>.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

**THE INSTRUCTIONS FOR E-VOTING:**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 9<sup>th</sup> July, 2023 at 09:00 A.M. and ends on 8<sup>th</sup> August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**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 is mentioned below:**

**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 ‘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 are given below :

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

(i) 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.

(ii) How to retrieve your 'initial password'?

(iii) 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'.

(iv) 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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**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.
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 [rassociates94@gmail.com](mailto:rassociates94@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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 kemistarbse@gmail.com
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 kemistarbse@gmail.com.

## **EXPLANATORY STATEMENT**

***(Pursuant to section 102 of the Companies Act, 2013)***

### **Item No. 1:**

Mr. Maheshkumar Dhanjibhai Baldha (DIN: 00017541) is currently an Independent Director of the Company, Chairperson of the Audit Committee, Nomination and remuneration committee and Stakeholders Relationship Committee.

Mr. Maheshkumar Dhanjibhai Baldha (DIN: 00017541) was appointed as an Independent Director of the Company by the Members at the 44<sup>th</sup> Annual General Meeting of the Company held on September 10, 2018 for a period of 5 (five) consecutive years commencing from April 27, 2023 upto April 26, 2028 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on April 25, 2023, proposed the re-appointment of Mr. Maheshkumar Baldha as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 27, 2023 upto April 26, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Maheshkumar Dhanjibhai Baldha aged 42 years is a businessman & have more than 20 years of work experience in Various Industries.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Maheshkumar Baldha continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Maheshkumar Baldha confirming that He continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Maheshkumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Maheshkumar Baldha has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Maheshkumar Baldha has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Maheshkumar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his

registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Maheshkumar is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Maheshkumar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <http://www.kemistar.in> and would also be made available for inspection to the Members of the Company upto 8<sup>th</sup> August, 2023, by sending a request from their registered email address to the Company at [kemistarbse@gmail.com](mailto:kemistarbse@gmail.com) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Maheshkumar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Maheshkumar Baldha and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice. Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**Place: AHMEDABAD**  
**Date: 07.07.2023**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, KEMISTAR CORPORATION LIMITED**

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**MR. KETANKUMAR PATEL**  
**MANAGING DIRECTOR**  
**(DIN-01157786)**

**Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:**

<b>Name of the Director</b>	MR. MAHESHKUMAR BALDHA
<b>Director Identification Number (DIN)</b>	00017541
<b>Designation</b>	Non-Executive Independent Director
<b>Date of first appointment on the Board</b>	27/04/2018
<b>Date of Birth</b>	01/06/1975
<b>Brief Profile/ Nature of Expertise</b>	He is a businessman & have more than 20 years of work experience in Various Industries.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement
<b>Terms and conditions of re-appointment</b>	Re-appointment as an Independent Director for a period of 5 years commencing from April 27, 2023 to April 26, 2028 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]
<b>Names of other companies in which the person also holds the directorship</b>	K P INTERNATIONAL PRIVATE LIMITED
<b>Names of companies in which the person also holds the membership of Committees of the Board</b>	N. A.
<b>Number of Equity Shares held in the Company &amp; %</b>	N. A.
<b>Relationship between directors inter-se</b>	N. A.
<b>Details of remuneration</b>	N.A.
<b>Number of meetings of the board attended during the year</b>	Attended all 7 Board Meetings held during the period.

**KEMISTAR CORPORATION LIMITED**

**604, MANAS COMPLEX, NEAR JODHPUR CROSS ROAD SATELLITE AHMEDABAD -380015  
(CIN: L24233GJ1994PLC022845)**

**POSTAL BALLOT FORM**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	
5	No. of Shares held	

I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 06/07/2023, by sending my / our assent or dissent to the said Resolutions by placing the tick (v) mark in the appropriate box below:

<b>Item no.</b>	<b>Particulars of items of notice</b>	<b>No. of shares held by me</b>	<b>I ASSENT to the Resolution</b>	<b>I DISSENT from the Resolution</b>
1	To Re-appoint Mr. Maheshkumar Dhanjibhai Baldha (DIN: 00017541) as an Independent Director of the Company.			

**PLACE:**

**DATE:**

\_\_\_\_\_  
**Signature of the Member**