

K G PETROCHEM LIMITED

Regd. Office: C-171, Road No. 9J, V. K. I. Area, Jaipur – 302013, Rajasthan, India

Email: jproffice21@bhavik.biz Website: www.kgpetro.in

Telephone No.: +91-141-2331231 / 2331251 Facsimile: +91-141-2332845

CIN: L24117RJ1980PLC001999

POSTAL BALLOT NOTICE

Dear Member(s),

[(Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)].

Notice is hereby given, to the Members of K G Petrochem Limited ("***the Company***") for passing the following resolution through Postal Ballot pursuant to Section 110 of the Companies Act, 2013, all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force).

As required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in that regard and the Clause 35B of the Listing Agreement, the company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the service of CDSL e-voting platform. E-voting instructions are enumerated as a part of the notice.

The Board of Directors of the Company has appointed Mr. Sandeep Jain, Company Secretary in whole time practice (Membership No. FCS 5398) to act as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

Special Business:

To consider Alteration of the Memorandum of Association of the Company

- 1. To consider Alteration of the Memorandum of Association of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by adding the following Clause III (A) 4 after existing Clause III (A) 3 and by deleting Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.

4.To manufacture, weave, finish, spin, impregnate, coat, cover, embroider, lacquer, stitch, laminate, print, emboss, process, trade, import, export, of textile fibers, yarns, knitted, warp knitted, crochet textiles, woven and non woven textiles including medical textile, technical textile, spacer fabric, Jacquard fabric, knitted and crocheted fabrics, terry fabric, carpets and rugs, cordage, rope, twine and netting and other textiles, made-up textile articles including terry towels, bed sheet, pillow covers, cushions, baby products, bathrobes, bathmat, comforters, rugs, blankets, gloves, socks and undergarments, wearing apparels, fur articles, knitted and crocheted apparel, synthetic and natural leather and their products including luggage, handbags and the like, saddlery and harness, footwear, plastic and rubber products, paper and paper products including labels, bags, paper board, boxes and cartoons and machinery used for manufacturing these products and to act as agent, sub-agent, distributors, commission agents, representatives, warehousemen, stockiest, sales organizers of all goods specified above and to provide management and technical consultancy services related to above

mentioned products and to do all incidental acts and things necessary for the attainment of the above objects

“RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By the order of the Board of Directors
For K G Petrochem Limited

Sd/-
Gauri Shanker Kandoi
Managing Director
DIN: 00120330

Date: 14.08.2015
Place: *Registered Office:*
C-171, Road No. 9J,
V. K. I. Area, Jaipur – 302013,
Rajasthan, India

Encl:

- i. Notes of the Notice*
- ii. Explanatory Statement to the Notice*
- iii. Postal Ballot Form along with instructions*

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 and 110 of the Companies Act, 2013 setting out material facts along with postal ballot form is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Sandeep Jain, Practicing Company Secretary as Scrutinizer to conduct the voting through Postal Ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot forms and votes cast through e-voting system by the Members. Mr. Gauri Shanker Kandoi, Chairman & Managing Director, Ms. Navita Khunteta, Compliance officer, and Mr. Manish Singhal Director, are authorized to ensure smooth conduct of the Postal Ballot Process.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the scrutinizer on or before 5.00 p.m., September 28, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to Mr. Gauri Shanker Kandoi, Chairman & Managing Director of the Company after completion of scrutiny.
4. The postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members. The attached self addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Members for sending any other correspondence to the Company.
5. Relevant documents referred to this notice and accompanying Statement are open for inspection at the Registered Office of the Company between 11:00 am to 2:00 pm on any working day except Saturdays till September 28, 2015.
6. In accordance with the Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement the Company is pleased to offer e-voting facility for all the members of the company. For this purpose the Company has entered in an arrangement with Central Depository Services (India) Limited ("**CDSL**") for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. "E-voting is an option only".
7. **Please note that the members can opt for only one mode of voting i.e. either by Postal Ballot or e-voting.** If you are opting for e-voting, then don't vote by Postal Ballot and vice-versa. However, in case the members cast their votes by both Postal Ballot and e-voting, then voting done through valid Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
8. Members desiring to exercise 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 envelop to the Scrutinizer, so as to reach the Scrutinizer at the registered office of the Company on or before the close of working hours at 5.00 p.m. on September 28, 2015.
9. Votes will be considered invalid on the following grounds;
 - a. if the Member's signature does not tally;
 - b. if the Member has marked both in favour and against;
 - c. if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes' are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;

d. on such grounds which in the opinion of the Scrutinizer makes the vote invalid

10. In case the form is signed by the Power of Attorney holder for and on behalf of the Members, it must be accompanied by a certified true copy of the Power of Attorney. In case of shares held by companies, trust, societies etc. the duly completed Postal Ballot Forms should be accompanied by a certified true copy of the Board Resolution / Authority.

11. The voting rights of members shall be proportionate to their shares of the paid up share capital of the Company on August 14, 2015 i.e. cut off date.

12. The instructions for e-voting are as under :

The voting begins on August 30, 2015 at 10:00 a.m. and ends on September 28, 2015 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 14, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i. The members should log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, please follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their Name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details number can be used only for e-voting on the resolution contained in this Notice.
- x. Click on the EVSN for the relevant K G Petrochem Limited on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system
- xvii. Note for non-Individual Members & Custodians:

Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The compliance user would be able to link the depository account(s) /folio numbers on which they wish to vote .
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in the PDF format in the system for the Scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or jproffice21@bhavik.biz

13. This notice is being sent to all the Shareholders whose name appears in the Register of Members of the Company as on August 14, 2015 and the members can also view the same on the website of the Company i.e. www.kgpetro.in .

14. The results of the Postal Ballot will be announced by the Chairman & Managing Director of the Company at 3.00 p.m. on September 30, 2015, at the Registered Office of the Company at C-171, Road No. 9J, V. K. I. Area, Jaipur - 302013, Rajasthan, India and will also be informed to BSE Limited, posted on the Company's website www.kgpetro.in and published in newspapers on October 2, 2015.

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

Company in order to expand is planning to enter into new areas of business which are in alignment with the existing business. As the business do not form part of the existing main objects it is proposed to add Object Clause 4.

Further as per the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause. However, the existing Memorandum of Association of the Company carries other objects Clause. In order to comply with section 4 of the Act, it is proposed to alter Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry other objects.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, promoters, KMP's and their relatives is in any manner interested or concerned in the passing of the said resolutions.

By the order of the Board of Directors
For K G Petrochem Limited

Sd/-
Gauri Shanker Kandoi
Managing Director
DIN: 00120330

Date: 14.08.2015
Place: *Registered Office:*
C-171, Road No. 9J,
V. K. I. Area, Jaipur – 302013,
Rajasthan, India

K G PETROCHEM LIMITED

Regd. Office: C-171, Road No. 9J, V. K. I. Area, Jaipur – 302013, Rajasthan, India

Email: jproffice21@bhavik.biz Website: www.kgpetro.in

Telephone No.:+91-141-2331231 / 2331251 Facsimile: +91-141-2332845

CIN: L24117RJ1980PLC001999

POSTAL BALLOT FORM

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

Postal Ballot No.		
1.	Name & Registered address of Sole/First named Shareholder (In BLOCK LETTERS)	
2.	Name(s) of the joint Shareholder(s), if any, (In BLOCK LETTERS)	
3.	Registered Folio No./ *DP ID & Client ID	
4.	No. of Equity Shares held	

(*Applicable to members holding shares in dematerialized form)

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Special business stated in the Postal Ballot Notice of KG Petrochem Limited (“**the Company**”) dated August 14, 2015 by conveying my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Description	No. of votes exercised corresponding to the total number of voting rights	Nature of Voting	Please tick (✓) in the appropriate box
Special Resolution pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 , i.e. the Alteration of the Memorandum of Association of the Company		I/We assent to the Resolution (FOR)	
		I/We dissent to the Resolution (AGAINST)	

Place:

Date:

Signature of the Member/ Authorised Representative)

ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	User ID	Your PAN/Sequence No.
150822047		

Note:1. Please read carefully the instruction overleaf before completing this Ballot Form.

2. Last date for receipt of Postal Ballot Form by the Scrutinizer is September 28, 2015 before 5.00 p.m.

3. If the voting rights are exercised electronically, there is no need to use this Form.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Member desiring to exercise vote by physical Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the member, will also be accepted.
2. The self-addressed Business Reply envelope bears the postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ RTA). In case of joint holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
4. Voting through Postal Ballot cannot be exercised by proxies.
5. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
6. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holder(s).
7. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on September 28, 2015.
9. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
10. 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/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member as on August 14,2015.
12. A member need not use all his/her votes in the same manner.
13. Members are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. 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 of e-voting is enumerated in the Notes to the Postal Ballot Notice.
15. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registrars of the Company, Niche Technologies Pvt. Ltd.,71, B. R. B. Basu Road, D-511, Bagree Market, 5th Floor, Kolkata – 700001, West Bengal. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No. 8.
16. The result of the Postal Ballot shall be announced on September 30, 2015 at 3.00 p.m. at the Registered Office of the Company at C-171, Road No. 9J, V. K. I. Area, Jaipur - 302013,Rajasthan and the same will also be posted on website of the Company.
17. **A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting.** In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.

