

MUNAK CHEMICALS LIMITED



Regd. Office: 5458, Hazi Rattan Gate, Mini Secretariat, Bathinda, Punjab -151005
Email id: munakchem1980@gmail.com CIN: L24299PB1980PLC004147

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed Ms. Preeti Jain, Practicing Company Secretary (ACS: 28265 CP:10118) as the Scrutinizer for conducting the postal ballot and e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made there under in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s)

should reach the Scrutinizer not later than 17.00 Hours (IST) on November 12, 2017.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before November 13, 2017. The result of postal ballot (including e-voting) shall be declared on or before November 14, 2017 at the Company's registered office. In addition to the results being communicated to the BSE Limited, it shall also be displayed at the Company's registered office and would also be displayed on the Company's website www.munakchem.co.in.

Item No: 1: Shifting of Registered Office of the company from the State Punjab to the State of Gujarat:

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

"RESOLVED THAT subject to the provisions of section 12 and section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and confirmation of the Regional Director Office and subject such other approvals as may be required, consent of the shareholders be and are hereby accorded to shift Registered Office of the Company from the State of the Punjab (ROC-Chandigarh) to Gujarat (ROC-Ahmedabad) and the Clause II of the Memorandum of Association of the Company be altered accordingly."

"RESOLVED FURTHER THAT any of the Director of the Company be and is

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hereby authorised to sign the petition, application, affidavits to be filed with the Central government and sign necessary forms to be filed with Registrar of Companies, Chandigarh and such other documents, notices and do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT Ms. Rupal Patel, Company Secretary in whole time practice, be and is hereby authorised to appear and represent the company before the Central Government in the matter of the petition to be filed with the Central Government for its confirmation to the proposed alteration of the Situation clause of the Memorandum of Association and be and is hereby authorised to make such amendments, furnish such information and do such things as may be necessary in relation to the said petition.”

**(By Order of the Board)
For Munak Chemicals Limited**

**Date: 05/10/2017
Place: Bathinda**

**Sd/-
Manthan Bhavsar
Director
DIN: 05208214**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E-voting & Postal Ballot.
3. Ms. Preeti Jain, Practicing Company Secretary (ACS: 28265 CP:10118) has been appointed as Scrutinizer for

conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.

4. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the

Register of Members/Records of Depositories as on the close of working hours on October 06, 2017 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.

5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on November 12, 2017.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Members desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in

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- this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from the Company's registered office situated at 5458, Hazi Rattan Gate, Mini Secretariat, Bathinda, Punjab -151005. Request can be sent through an e-mail to munakchem1980@gmail.com by mentioning their Folio / DP Id and Client Id No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 17.00 hours on November 12, 2017. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before November 14, 2017 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed.
10. Voting through electronic means:
- (i) The voting period begins on October 13, 2017 at 9.00 hours and ends on November 12, 2017 at 17.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. October 06, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website: www.evotingindia.com
 - (iii) Click on Shareholders Tab.
 - (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.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 and have cast your vote earlier for EVSN of any company, then your existing password is to be used.
 - (vi) If you are a first time user, follow the steps given below and fill the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
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PAN	<p>Enter Your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number of the PAN Field. The sequence Number is printed on the Postal Ballot Paper. Alternatively, they may use the Postal Ballot Form for voting. 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, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
DOB	<p>Enter the date as recorded in your demat account or in the company records for the same demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account and in the company records for the said demat</p>

	<p>account or the said folio.</p> <p># please enter the DOB or Dividend 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 (iv).</p>
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the EVSN 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 can be used only for e-voting on the resolutions contained in this Notice.

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- (x) Click on the relevant EVSN for Munak Chemicals 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 and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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 PDF format in the system for the scrutinizer to verify the same.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) and Section 110 of the Companies Act, 2013)

1. Shifting of Registered Office of the company from the Punjab to the State of Gujarat:

Clause II of the Company's Memorandum of Association provided that the registered Office of the Company shall be situated in the State of Punjab. The Company is engaged in the business of trading of Salt. The board of directors found good contact in the field of marketing in the state of Gujarat so it would be convenient for the management to manage the affairs of the company and to handle the business of the company from the state of Gujarat.

It shall be in the utmost interest of the company to transfer its Registered Office from the State of the Punjab (ROC- Chandigarh) to Gujarat (ROC-Ahmedabad).

In accordance with the provision of Section 13(4) and other applicable provisions of the Companies Act, 2013 and the rules made there under, for shifting of Registered Office from one State to another State requires approval of the members by way of Special Resolution and confirmation thereof by the Regional Director.

A copy of the draft amendment to the Memorandum of Association incorporating the changes referred in the special resolution is available for inspection to the members at the Company's registered office on any working day between 10:00 a.m. to 4:00 p.m. up to the date of the closing hours of acceptance of ballot papers.

Hence, the Board requests the Shareholders to pass the aforementioned resolution, with or without modification. The resolution is intended for this purpose.

No directors, in any way, except their shareholdings, concerned or interested in the resolution.

The Board recommends the resolution for your approval.

**(By Order of the Board)
For Munak Chemicals Limited**

Date: 05/10/2017

Place: Bathinda

**Sd/-
Manthan Bhavsar
Director
DIN: 05208214**