



Notice

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING of KOME – ON COMMUNICATION LIMITED will be held on Monday, 21st August, 2017 at 12:30 p.m. at Topaz Restaurant (Banquet), Ronak Complex, 120 Feet Ring Road, Dr Vikram Sarabhai Marg, Panjara Pole, Panchavati Society, Gulbai, Ambavadi, Ahmedabad, Gujarat 380015 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2017, the Profit and Loss account for the year ended on 31st March 2017 and the reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Suresh Nanjibhai Vekaria (DIN: 02138391) who retires on rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Shri Arvind Raviya Rajput (DIN: 07038195) who retires on rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Auditors who was appointed as statutory Auditors for three years commencing from the financial year 2016-17 and up to financial year 2018-19 M/s Kalpesh A Mehta & Co., Chartered Accountants (Firm Registration No: 114119W).

SPECIAL BUSINESS

5. TO APPOINT SHRI BADRI PRASAD JOSHI (DIN: 07850687)

To Consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution.

RESOLVED THAT Mr. Badri Prasad Joshi (DIN: 07850687) who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 with effect from 14th July, 2017 to hold the office up to the date of this Annual General Meeting and in respect to which the proposal under Section 160 of the Companies Act, 2013 has been received be and is hereby appointed as Independent Director under Section 152 sub section (5) read with Section 149 sub section (4) of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR), 2015 for the period of five years commencing from the conclusion of this Annual General Meeting.

6. TO APPOINT SMT. MRS RIDDHI KAMLESH DAMANI (DIN:07840007).

To Consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution

RESOLVED THAT Smt. Riddhi Kamlesh Damani (DIN:07840007) who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 with effect from 14th July, 2017 to hold the office up to the date of this Annual General Meeting and in respect to which the proposal under Section 160 of the Companies Act, 2013 has been received be and is hereby appointed as Independent Director under Section 152 sub section (5) read with Section 149 sub section (4) of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR), 2015 for the period of five years commencing from the conclusion of this Annual General Meeting.

Date: 14th July, 2017
Place: Ahmedabad



On & Behalf of the Board,
Bhagyesh G. Bhatnagar
Bhagyesh G. Bhatnagar
Chairman & MD
(DIN: 00480210)

Explanatory Statement

As required under Section 102 of Companies Act, 2013

ITEM NO: 5

Shri Badri Prasad Joshi (DIN: 07850687) was appointed as Additional Director on 14th July, 2017 In accordance with provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of Members. On recommendation of Nomination and Remuneration Committee the Board has proposed the appointment of Shri Badri Prasad Joshi (DIN: 07850687) as Independent Directors on Board of the Company.

Shri Badri Prasad Joshi (DIN: 07850687) was appointed as Non Executive Directors on 14th July, 2017 whose term will expire on the date of this Annual General Meeting under Section 161 of the Companies Act, 2013.

The Company has received notice from members along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidates for the office of Independent Director of the Company.

Shri Badri Prasad Joshi (DIN: 07850687) is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given consent to act as Director of the Company. The requisite declaration from these Directors have been received by the Company that they meet the Criteria of Independence as prescribed Under Section 149 (6) of the Companies Act, 2013 and also under Listing Obligation and Disclosure Requirements, Regulations 2015.

In the opinion of Board, the aforesaid Directors fulfill the conditions of Appointment as Independent Director as specified in the Companies Act, 2013 and Listing Obligation and Disclosure Requirements, Regulations 2015.

Shri Badri Prasad Joshi (DIN: 07850687) is Independent of management and posses skill, experience and knowledge.

Details Shri Badri Prasad Joshi (DIN: 07850687) are provided in the notice pursuant to the provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 and Secretarial Standard on General meeting that is Secretarial Standard 2 issued by The Institute of Company Secretaries Of India.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned/interested financially or otherwise in the Resolution set out in Item no. 4 of the notice.

This statement may also be regarded as an appropriate disclosure under the listing regulation.

ITEM NO: 6

Smt. Riddhi Kamlesh Damani (DIN:07840007) was appointed as Additional Director on 14th July, 2017 In accordance with provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of Members. On recommendation of Nomination and Remuneration Committee the Board has proposed the appointment of Smt. Riddhi Kamlesh Damani (DIN:07840007) as Independent Directors on Board of the Company.

Smt. Riddhi Kamlesh Damani (DIN:07840007) was appointed as Non Executive Directors on 14th July, 2017 whose term will expire on the date of this Annual General Meeting under Section 161 of the Companies Act, 2013.



The Company has received notice from members along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidates for the office of Independent Director of the Company.

Smt. Riddhi Kamlesh Damani (DIN:07840007) is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given consent to act as Director of the Company. The requisite declaration from these Directors have been received by the Company that they meet the Criteria of Independence as prescribed Under Section 149 (6) of the Companies Act, 2013 and also under Listing Obligation and Disclosure Requirements, Regulations 2015.

In the opinion of Board, the aforesaid Directors fulfill the conditions of Appointment as Independent Director as specified in the Companies Act, 2013 and Listing Obligation and Disclosure Requirements, Regulations 2015.

Smt. Riddhi Damani (DIN:07840007) is Independent of management and posses skill, experience and knowledge.

Details Smt. Riddhi Kamlesh Damani (DIN:07840007) are provided in the notice pursuant to the provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 and Secretarial Standard on General meeting that is Secretarial Standard 2 issued by The Institute of Company Secretaries Of India.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned/interested financially or otherwise in the Resolution set out in Item no. 4 of the notice.

This statement may also be regarded as an appropriate disclosure under the listing regulation.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING
2. Re-appointment of Director: At the ensuing Annual General Meeting, Shri. Suresh Nanjibhai Vekaria, Director (DIN: 02138391) retires by rotation and being eligible, offers himself for reappointment. The details pursuant of Regulation 27 (LODR), Regulation 2015 are furnished in the Corporate Governance Report forming part of the Annual Report and explanatory statement is annexed hereto:
- 3 Re-appointment of Director: At the ensuing Annual General Meeting, Shri. Arvind Raviya Rajput, Director (DIN: 07038195) retires by rotation and being eligible, offers himself for reappointment. The details pursuant of Regulation 27 (LODR), Regulation 2015 are furnished in the Corporate Governance Report forming part of the Annual Report and explanatory statement is annexed hereto:
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. The Company has notified closure of Register of Members and Transfer Books thereof from 14th August, 2017 to 21st August, 2017 (both days inclusive) as per section 91 sub section (1) of the Companies Act, 2013,
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their





Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

7. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant(s) of any change in their addresses.
8. Pursuant to Regulation 27(2) of SEBI (LODR), Regulation 2015, the particulars of Directors seeking re-appointment at the meeting are annexed to the Notice.
9. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
10. In terms of Section 101 of the Companies Act, 2013 and Rule 18(2) and 18(3) of the Companies (Management and Administration) Rules, 2014 a notice is being sent through post, electronic mode, to such Members entitled to receive such email as per the records of the Company or as provided by the Depository.
11. In case of joint holders attending the meeting only such joint holder, who is higher in the order of names will be entitled to vote.
12. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
13. Members, desiring any information pertaining to account, are requested to write to the Company 10 days before the date of meeting, so that the information can be made available at the meeting.
14. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same with the registrars M/s MCS Share Transfer Agent Limited, Ahmedabad, of the Company. The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only.

1. VOTING THROUGH ELECTRONIC MEANS:

- a) PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE i.e. 14th August, 2017, MAY CAST THEIR VOTE ELECTRONICALLY.





- d) **THE E-VOTING PERIOD COMMENCES AT 9:00 A.M. ON THURSDAY, 17th AUGUST 2017, AND ENDS AT 5:00 P.M ON SATURDAY, 19th AUGUST, 2017. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.**

COMPANY'S EVSN NUMBER IS <170710011 >

- e) **ONCE THE VOTE ON A RESOLUTION IS CASTED BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.**
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAS APPOINTED MR. DILIP.N.MOTWANI, PRACTICING COMPANY SECRETARY, AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.
- h) THE SCRUTINIZER SHALL WITHIN A PERIOD NOT EXCEEDING THREE (3) WORKING DAYS FROM THE CONCLUSION OF THE E-VOTING PERIOD UNBLOCK THE VOTES IN THE PRESENCE OF AT LEAST TWO (2) WITNESSES NOT IN THE EMPLOYMENT OF THE COMPANY AND MAKE A SCRUTINIZER'S REPORT AT THE VOTES CAST IN FAVOUR OR AGAINST, IF ANY, FORTHWITH TO THE CHAIRMAN OF THE COMPANY.
- i) THE RESULTS SHALL BE DECLARED ON OR AFTER THE AGM OF THE COMPANY. THE RESULT DECLARED ALONGWITH THE SCRUTINIZER'S REPORT SHALL BE PLACED ON THE COMPANY'S WEBSITE AND ON THE WEBSITE OF CDSL WITHIN TWO (2) DAYS OF PASSING OF THE RESOLUTIONS AT THE AGM OF THE COMPANY AND COMMUNICATED TO THE BSE LIMITED.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9:00 A.M, 17th August, 2017, and ends on 5:00 P.M 19th August, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (14th August, 2017) of 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".
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:





For Members holding shares in Demat Form and Physical Form	
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 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. e.g. 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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach 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 can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> 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.

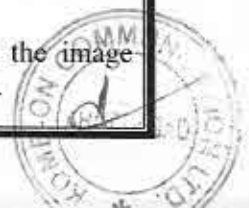
(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.





(xviii) 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 sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 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.

(xix) 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.

ANNEXURE TO ITEMS NO. 2, 3, 5 & 6 OF THE NOTICE

Details of Director seeking appointment / Reappointment at the Forthcoming Annual General Meeting
[In pursuance of Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

Particulars	Suresh Nanjibhai Vekaria	Arvind Raviya Rajput	Badri Prasad Joshi	Riddhi Damani
DIN	02138391	07038195	07850687	07840007
Date of Birth	09/06/1959	14/01/1983	23-07-1996	29/08/1987
Date of First Appointment	15/01/2001	01/08/2016	14/07/2017	14/07/2017
Qualifications	Graduate	Graduate	Graduate	Graduate
List of Directorships/ Chairmanships of Committee of other Boards(Listed entities)				
1. Directorships in other Companies:	-	-	-	1. Gagan Polycot India Limited
2. Chairmanships of the Committees' of other Boards	-	-	-	-
3. Memberships of the Committees of other Boards	-	-	-	Gagan Polycot India Limited in three Committees
Shareholding in Kome-on Communication Limited	25000	-	-	-
Share holding in other Company				
Relations between directors inter-se.	-	-	-	-
Expertise in Functional Area	Finance	Administration	Marketing	Accounts





Note :

Brief profile and other details of above Directors are furnished in the Report on the Corporate Governance forming part of the Annual Report and are also hosted on the Company's Website www.komeon.in

Date: 14th July, 2017
Place: Ahmedabd



For & on Behalf of Board

Bhageyshrai G. Bhatnagar
Bhageyshrai G. Bhatnagar
Managing Director (DIN: 00480210)