

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), the resolution as set out in this notice, is proposed to be passed by means of Postal Ballot/ Electronic Voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolution setting out the material facts concerning each item and reasons thereof along with the Postal Ballot Form and self addressed Postage Prepaid envelope are enclosed hereto for your consideration.

The Board of Directors has appointed CS Ketan R Shirwadkar, Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot / e-voting process 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 in the enclosed self-addressed Postage Prepaid Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer by not later than 5.00 p.m. on 9th April, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

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'.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the Scrutiny of the Postal Ballot Forms (including e-voting). The result of postal ballot shall be declared on 12th April, 2018 at 4.00 p.m. and communicated to BSE Limited, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company's website at www.konarkgroup.co.in.

PROPOSED RESOLUTION:

SPECIAL BUSINESS

Item No. 1: To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment there to or re-enactment thereof for the time being in force) M/s. B. P. Kabra & Associates (Firm Regn. No124578W.), Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s. Shrawan Kumar & Co., Chartered Accountants, Mumbai, for the financial year 2017-18".

"RESOLVED FURTHER THAT M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors hereon".

By Order of the Board of Directors

Place: Mumbai
Date: 05th March, 2018

Prakashchand Dalmia
Chairman

Registered Office:

Mittal Industrial Estate,
Bldg.No 7, Ground Floor,
Sakinaka, Andheri East,
Mumbai 400059

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
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 05th March, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (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 self-addressed postage-prepaid Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 05th March, 2018 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode for voting i.e. either by physical 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 shall be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@konarkgroup.co.in. The Registrar and Share Transfer Agent / Company shall forward the same along with self addressed postage-prepaid Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 5th March, 2018.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their 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 Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on 09th April, 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. If any Postal Ballot Form is received after 5.00 p.m. on 9th April, 2018, it will be considered as if no reply from the Members has been received.
11. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on 12th April, 2018 at 4.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website (www.konarkgroup.co.in) and communicated to BSE Limited, Depository and Registrar and Share Transfer Agent on that date.
12. The date of declaration of the results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolutions set forth in the Notice of postal Ballot dated 5th March, 2018. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link <https://www.evotingindia.com>.

(A) Procedure/ Instructions for e-voting are as under:

- (a) Open your web browser during the voting period and log on to the e-voting website <https://www.evotingindia.com>.
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
 - (i) 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.
 - (ii) Next enter the Image Verification as displayed and Click on Login.
 - (iii) Members holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier voting of any company, then the existing password is to be used.

(iv) In case Member is 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 (printed on the address sticker) 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank DetailsOR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the Members' demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (d)(i).

(d) After entering these details appropriately, click on "SUBMIT" TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution 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.

- (e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (f) Click on the EVSN for the Konark Synthetic Limited on which member choose to vote.
- (g) On the voting page, Members 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 the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (h) Click on the 'Resolution File Link' if the member wishes to view the entire Postal Ballot Notice.
- (i) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wishes to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.
- (j) Once the member 'CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- (k) Members' can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- (l) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (m) Note for Institutional Shareholders and Custodian:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com>. and register themselves as Corporate.
 - 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, 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 linked in the login 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.

The details and instructions form an integral part of the Notice for the Postal Ballot dated 5th March, 2018.

(B) General:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at <https://www.evotingindia.com>. under 'HELP'.
- (b) If a Member is already registered with CDSL for e-voting then you can use existing user ID and password for casting your vote.
- (c) The e-voting period commences on 11th March, 2018 (10.00 a.m.) and ends on 09th April, 2018 (5.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) of 05th March, 2018, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 05th March, 2018.
- (e) CS Ketan R Shirwadkar, Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (g) The Results of the e-voting along with the scrutinizer's report shall be placed on the Company's website www.konarkgroup.co.in and on the website of CDSL immediately after the result is declared by the Chairman.

STATEMENT PURSUANT TO THE PROVISIONS OF
SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

M/s. Shrawan Kumar & Co., Chartered Accountants, Mumbai, have tendered their resignation as Statutory Auditors primarily due to substantial increase in cost estimate vis a vis the audit fees and they have expressed that they will not be able to continue as statutory auditors, which has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The audit committee has recommended and the Board proposes that M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shrawan Kumar & Co., Chartered Accountants.

M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants firm based in Mumbai. Since more than 25 years, M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants are engaged in providing chartered accounting services, financial and consultancy services, auditing services, internal auditing services, statutory auditing services, income tax services.

M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants firm, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 05th March, 2018

Prakashchand Dalmia
Chairman

Registered Office:

Mittal Industrial Estate,
Bldg.No 7, Ground Floor,
Sakinaka, Andheri East,
Mumbai 400059



KONARK SYNTHETIC LIMITED

CIN: L17200MH1984PLC033451
Reg. Off. Mittal Industrial Estate, Bldg.No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059
Tel No. 022-40896300 Fax: 022-40896322 E mail: info@konarkgroup.co.in

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No. _____

1.	Name(s) of Member(s)/Beneficial owner(s), including joint holders, if any (IN BLOCK LETTERS)			
2.	Registered address of the sole/first named Member(s)/Beneficial owner(s)			
3.	Registered folio No./DP ID No./Client ID No.*(*Applicable to investors holding shares in dematerialized form)			
4.	Number of share(s) held			
5.	I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the Company dated 5 th March, 2018 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:			
Item No.	Description of the Resolution	No. of Equity Share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To appoint M/s. B. P. Kabra & Associates (Firm Regn. No. 124578W.), Chartered Accountants, Mumbai, as Statutory Auditors of the Company			

Place :

Date : _____, 2018

(Signature of the shareholder)

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Postal Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 5th March, 2018 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Ketan R Shirwadkar Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai and send the same so as to reach the Scrutinizer at the registered office of the Company on or before the close of working hours (i.e. 5.00 p.m.) on 12th April, 2018. All Forms received after this date will be strictly treated as if the reply from such member has not been received.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.