

**GREEN COMMERCIAL LIMITED**

Room No. 18, Kailash Darshan, Hansoti Lane, Cama Lane, Ghatkopar (W), Mumbai-400086

Website: www.greencommercial.in Email id: roc.greencommercial@gmail.com

CIN: L51219MH1985PLC265766

18<sup>th</sup> January, 2017

To,

The Manager,  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4<sup>th</sup> floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 098, India.

Dear Sir/Madam,

**Sub: Submission of Notice of Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

Dear Sir,

In continuation to our letter dated 18<sup>th</sup> January, 2017 and pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 please find attached the Postal Ballot notice dated 17<sup>th</sup> January, 2017 together with the Postal Ballot form, for seeking approval of the members through Postal Ballot (including voting through electronic means) in respect of such resolution as set out in the Postal Ballot notice.

You are requested to take the same on record and do the needful.

Thanking you,

Yours faithfully,

By Order of the Board  
For Green Commercial Limited

KALPAK AJAY Digitally signed by KALPAK  
AJAY VORA  
VORA Date: 2017.01.25 14:23:42  
+05'30'

Kalpak Ajay Vora  
Director  
DIN: 01556520

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Dear Shareholders,

**Postal Ballot Notice pursuant to Section 110 & 108 of the Companies Act, 2013 read with the Companies (Management and administration Rules) 2014**

Pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013, read with the Companies (Management and administration Rules) 2014, notice is hereby given that the Company is seeking consent of its members by passing resolution through Postal Ballot/ e-voting in respect of the Special business(es) appended below. The proposed Special business (es), along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration.

The Company has appointed Mr. Vikas Kumar Verma, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot 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 Business reply envelope not later than 17:00 p.m. IST on March 01, 2017. Postage will be paid and borne by the Company. Postal Ballot Form(s), if sent 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 Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be 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: References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e voting). The result of the postal ballot shall be declared on or before March 08, 2017 and will communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, [www.greencommercial.in](http://www.greencommercial.in)

**Item No 1. Name change of the Company from "Green Commercial Limited" to "Samayak Corporation Limited"**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013 and Rule 29(2) of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) subject to the approval of Central Government, the consent of the shareholders be and is hereby given to change the name of the Company from "Green Commercial Limited" to "Samayak Corporation Limited".

**RESOLVED FURTHER THAT** the name "Green Commercial Limited" wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by "Samayak Corporation Limited".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally / jointly authorized to do all such acts and things which are incidental and ancillary to attain the purpose specified in the above resolution and to obtain all the required approvals and to file the necessary Documents to the concern authorities"

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### **Item No 2. Adoption of new set of Memorandum of Association**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any amendment thereto or re-enactment thereof) subject to approval of concerned authority, the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

### **Item No 3 Adoption of new set of Articles of Association**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**By Order of the Board  
For Green Commercial Limited**

KALPAK AJAY Digitally signed by KALPAK  
AJAY VORA  
VORA Date: 2017.01.25 14:24:45  
+05'30'

**Kalpak Ajay Vora  
Director  
DIN: 01556520**

**Date: 17.01.2017  
Place: Mumbai**

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### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the abovementioned business (es) is annexed hereto.
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 January 20, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email 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 postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on January 20, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
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. The Members can opt for only one mode of 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 will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [roc.greencommercial@gmail.com](mailto:roc.greencommercial@gmail.com). The registrar and transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. 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 instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members wishing 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 the close of working hours (i.e. 17:00 Hours IST) on March 01, 2017. 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 is received after 17:00 Hours IST on March 01, 2017, it will be considered that no reply from the Member has been received.

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10. The Scrutinizer will submit his report to the Chairman or any other director after completion of scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or any Director of the company duly authorized, on or before March 08, 2017 at 05:00 P.M at the Registered Office of the Company and will also be displayed on the Company website ([www.greencommercial.in](http://www.greencommercial.in)), and will also be communicated to the stock exchanges, depository,

### Voting through electronic means

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- i. The voting period begins on January 31, 2017 (9:00 a.m. IST) and ends on March 01, 2017 (5:00 p.m. IST). 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. January 20, 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](http://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](http://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

	<b>For members holding shares in Demat form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant is requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend bank details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 (v).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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

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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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non - Individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to login on to [www.evotingindia.com](http://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](mailto: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](mailto: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.

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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No 01

Your Company intends to promote the brand in the name of Samayak Corporation Limited instead of Green Commercial Limited.

Thus, the existing name "Green Commercial Limited" is substituted with the new name i.e. "Samayak Corporation Limited".

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None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The Board recommends that the resolution set out at item no. 1 be passed as a Special Resolution.

**Item No 02 & 3**

Green Commercial Limited was incorporated on 04/11/1985 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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

The Board recommends that the resolution set out at item no. 2 & 3 be passed as a Special Resolution.

**By Order of the Board  
For Green Commercial Limited**

KALPAK Digitally signed by  
KALPAK AJAY VORA  
AJAY VORA Date: 2017.01.25  
14:25:46 +05'30'

**Kalpak Ajay Vora  
Director  
DIN: 01556520**

**Date: 17.01.2017  
Place: Mumbai**