

# Greencrest Financial Services Limited

CIN: L65921WB1993PLC057785

Regd. Office: 8, Ganesh Chandra Avenue, "Saha Court", 1st Floor, Kolkata-700 013  
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## 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 Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Ordinary Resolutions by way of Postal Ballot (remote e-voting).

The proposed resolutions along with the explanatory statement setting out the material facts thereto are given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Postal Ballot Notice will also be available on the Company's website [www.greencrestfin.com](http://www.greencrestfin.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Company has appointed M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) to enable the Members to cast their votes electronically.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The e-voting facility is available at the link [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Please refer the instructions for e-voting given after the proposed Resolutions for the process and manner in which e-voting is to be carried out.

The remote e-voting period commences from IST 09.00 AM on Friday, March 26, 2021 and ends at IST 05.00 PM on Saturday, April 24, 2021. The Scrutinizer will submit its report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before IST 05.00 PM on Monday, April 26, 2021. The said results along with the Scrutinizer's Report will be displayed at BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.greencrestfin.com](http://www.greencrestfin.com)

**By Order of the Board  
FOR GREENCRST FINANCIAL SERVICES LIMITED**

S/d-

**SUSHIL PARAKH**  
**DIN: 02596801**  
**MANAGING DIRECTOR**

Place: Kolkata  
Date: March 18, 2021

**PROPOSED RESOLUTIONS:**

**1. CONSOLIDATION IN FACE VALUE OF EQUITY SHARES OF THE COMPANY**

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 61(1)(d) and all other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to approval of the shareholders for adoption of new set of Articles of Association of the Company inter alia allowing consolidation in face value of shares and subject to other applicable approval(s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹ 10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as "Record Date")."

**"RESOLVED FURTHER THAT** upon consolidation of 10 (Ten) Equity Shares of ₹1/- (Rupee One Only) each into One Equity Share of ₹ 10/- (Rupees Ten Only) each the Board shall not issue any certificate or coupon in respect of such fractional shares. However, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses."

**"RESOLVED FURTHER THAT** the consolidation of shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the record date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date").

**RESOLVED FURTHER THAT:**

- A. in case of shares held in physical form, the existing share certificates issued to the holders of the equity shares of the Company be treated as cancelled from the Record Date, and fresh share certificates be issued in respect of the consolidated equity shares of the Company to such members in accordance with the provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.
- B. In case of shares held in dematerialised form, the respective beneficiary accounts of the members who hold the shares of the Company in dematerialized form will be credited with consolidated equity shares in lieu of their existing shares.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of consolidation in face value of Equity Shares with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other officer(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

## 2. ALTERATION TO CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

**"RESOLVED THAT** pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

"The Authorized Share Capital of the Company is ₹ 45,50,00,000/- (Rupees Forty Five Crore Fifty Lakh only) divided into 4,55,00,000 (Four Crore Fifty Five Lakh) Equity Shares of face value of ₹ 10/- (Ten) each" with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may be determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination."."

**"RESOLVED FURTHER THAT** the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from ₹1/- (Rupees One only) per share to ₹ 10/- (Rupees Ten only) per share. "

**"RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

### FOR GREENCRST FINANCIAL SERVICES LIMITED

S/d-

**SUSHIL PARAKH**  
**DIN: 02596801**  
**MANAGING DIRECTOR**

Place: Kolkata  
Date: March 18, 2021

### NOTES

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs ("MCA").
3. On account of the threat posed by COVID-19 and in line with the MCA circular and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, Members can vote only through the remote e-voting process.
4. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. March 19, 2021 ("Cut Off date") only shall be entitled to avail the facility of e-voting.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, ABS Consultants Private Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Email: [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).

It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.

6. Members may please note that the Notice will also be available on the Company's website at [www.greencrestfin.com](http://www.greencrestfin.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

7. The Board of Directors of the Company has appointed M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically, instead of submitting the postal ballot form, and vote on the resolutions through the e-voting service facility arranged by National Securities Depositories Limited (NSDL).
9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Notice. Members are requested to cast their vote through the e-voting process not later than IST 05:00 P.M. on Saturday, April 24, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on the close of business hours on Friday, March 19, 2021.
11. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e., April 24, 2021.
12. All the material documents referred to in the Notice and Explanatory Statement will be open for inspection electronically from the date of circulation of this Notice until the last date specified for the receipt of votes through e-voting. Members seeking to inspect can send an e-mail to Company at [www.greencrestfin.com](http://www.greencrestfin.com)
13. The Scrutinizer's decision on the validity of e-voting shall be final.
14. The remote e-voting period commences from IST 09.00 A.M. on Friday, March 26, 2021 and ends at IST 05.00 P.M. on Saturday, April 24, 2021. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before Monday, April 26, 2021 and will also be displayed on the website of the Company ([www.greencrestfin.com](http://www.greencrestfin.com)), besides being communicated to the Stock Exchanges, where Equity Shares of the Company are listed.

#### 15. GENERAL INFORMATION

- i There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- ii Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- iii Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

#### 16. VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members 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. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- c) The e-voting period commences on Friday, March 26, 2021 (9:00 am) and ends on Saturday, April 24, 2021 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- d) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of March 19, 2021. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. March 19, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).
- e) The Board of Directors has appointed CS Gayatri Phatak, Practicing Company Secretary (Membership No. 31886) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- f) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**The process and manner for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVSN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVSN is 101456 then user ID is 101456001***

- e) Your password details are given below:
  - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - iii. How to retrieve your 'initial password'?
    - a. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - b. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. Click on "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 11800 1020 990 / 1800 22 44 30 or at E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**ITEM NO. 1 & 2**

Due to large number of shareholders, the compliance and administrative activities of the Company have also increased manifold and every corporate action takes its own time to implement due to the procedural requirements which are otherwise mandated for companies with a much larger shareholder base. In view of this and in the best interests of the small public shareholders of the Company, it is being proposed to re-organise the Company's share capital by way of a share consolidation by increasing the nominal value of each share of the Company from ₹1/- to ₹10/- per share. Consolidation of shares of the Company is expected to be beneficial for all parties involved.

The Company will benefit from significant savings in costs, reduction in administrative and procedural work and legal compliances, and general efficiency in corporate decision making. In light of the above, it is proposed to consolidate the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) per share to Rs.10/- (Rupees Ten only) per share so that every 10 (Ten) equity shares with nominal value of Rs. 1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one)

equity share with nominal value of ₹10/- (Rupees Ten only) each with effect from the Record Date determined for this purpose. In this connection, capital clause in the Memorandum and Articles of Association of the Company will also have to be suitably amended to reflect the revised consolidated share capital of the Company.

#### **Fractional entitlements**

Any fractions arising from such consolidation will be aggregated into whole shares and the number of whole shares so arising shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.”

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India etc. as may be required.

As on date, the authorized share capital of the Company is ₹ 45,50,00,000/- (Rupees Fifteen Crore only) divided into 45,50,00,000 (Fifteen Crore) shares of nominal value of ₹1/- (Rupees One only) each. The Company proposes to consolidate the authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each, in the manner specified in resolution under Item No. (1) above; read with Explanatory Statement thereto. This would necessitate amendment of Clause V of Memorandum of Association of the Company, which specifies the authorized share capital of the Company.

Resolution (2) seeks shareholder approval to alter capital clause in the Memorandum and Articles of Association to consolidate the Company's issued, subscribed and paid - up capital by consolidating every ten existing Shares into one new Share ("Consolidation"). The purpose of the Consolidation is to provide the Company with a more appropriate capital structure for a company of its size and nature. The Company currently has 36,55,08,000 Equity Shares. The Board considers that having such a large number of Shares subjects the Company to a number of disadvantages including:

- Additional share price volatility arising from the fact that a change in the price of the Shares represents a higher percentage of the Share price than it would if the Company had a greater Share price;
- In comparison to other companies listed on the BSE Limited ("BSE"), Company currently has a large number of shares on issue when considered in relation to the Company's market capitalisation. The consequence of this is that the market price per share traded on the BSE Limited ("BSE") is relatively low.; and
- Negative perceptions associated with a low share price.

Further Issue of Shares, Consolidation of Face Value, Alteration to Capital Clause in the Memorandum and Articles of Association of the Company as proposed herein above requires the approval of the members. The Board recommends the passing of the resolution as an Ordinary/Special Resolution.

The Directors, therefore, recommend the adoption of the said Resolution as a Special Resolution.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the passing of the resolutions, except to the extent of their shareholding in the Company, if any.

**By Order of the Board  
FOR GREENCRST FINANCIAL SERVICES LIMITED**

S/d-

**SUSHIL PARAKH**  
**DIN: 02596801**  
**MANAGING DIRECTOR**

Place: Kolkata  
Date: March 18, 2021