

## **SANMITRA COMMERCIAL LIMITED**

**Registered Office:** 302, Monarch Chambers, Marol Maroshi Road, Andheri East, Mumbai  
400059

### **Postal Ballot Notice (Pursuant to Section 192(A) of the Companies Act, 1956)**

**Members of Sanmitra Commercial Limited,**

**Notice** is hereby given to the members for passing following resolution as a special resolution through Postal ballot in accordance with the provisions of Section 192(A) and Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot ) Rules, 2001 and any amendment or re-enactment thereof for the time being in force.

Pursuant to Section 192(A) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 as amended from time to time, a listed company has to pass certain resolution(s) only through Postal Ballot, hence following resolution(s) are proposed for your consideration and approval. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 detailing the material facts pertaining to the resolution set out below is annexed with the requisite Postal Ballot Form and self – addressed postage pre-paid envelope for your kind consideration.

### **Resolution**

#### **CHANGE IN THE MAIN OBJECT OF THE COMPANY:**

#### **1. To consider and if thought fit, to pass the following resolution as SPECIAL RESOLUTION:**

**1. (a) “RESOLVED THAT** pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), and subject to the approval of Shareholders in general meeting and subject to necessary approval(s) if any, from the competent authorities, the Main object clause of the Memorandum of Association of the Company be altered by adding the following clauses number 1 thereof:

“To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organize, promote, service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types of personal, residential, bank, commercial, and industrial security services., to provide body guards, security guards, and security system installation and monitoring, as well as background screening, private investigations, and security consulting.

To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organize, promote, service, supervise, represent, sell, trade and install all types of monitor commercial and residential electronic security alarm systems.

To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organize, promote, service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types of services primarily to commercial building owners, lawn care, pest control, janitorial and sanitation services, and facility maintenance.”

1(b) To carry on the business in India or elsewhere of providing services related to property and office managing and providing, supply, maintaining and operating, administrative, secretarial and office services, facilities, conveniences, bureau and the like and to provide or procure the provision by others of every and any services, need, want or require of any business nature required by any person, company, corporate body, trust, association, society or organization whatsoever or in connection with any business carried on by them.

**Date: 02.01.2014**

**By the order of Board Of Directors**

**Place: Mumbai**

**(Suresh Jain)  
Director**

**Notes:**

1. An Explanatory Statement pursuant to section 173(2) read with Section 192(A) of the Companies Act, 1956 is annexed hereto.
2. Members who wish to be present at the time of declaration of the result may do so.
3. The above resolution being a Special Resolution shall be declared as passed, if the number of votes cast in its favour exceeds the number of votes cast against the said resolution.
4. The Board of Directors has appointed **M/S Amruta Kothari & Associates, Practicing Company Secretary as the Scrutinizer** to conduct the above postal ballot process in a fair and transparent manner. The scrutinizer will submit his report on Thursday, 6<sup>th</sup> day of February 2014 and the result of the Postal Ballot shall be announced at the Registered Office of the Company on **Friday 7<sup>th</sup> day of February 2014** by the Chairman and Managing Director of the Company. The results of the Postal Ballot will also be communicated to BSE and also published in newspaper(s) for the information of the members.
5. Copies of the documents referred to in the accompanying Explanatory Statements are open for inspection at the Registered office of the company on all working days, except holidays, between 11.00 a.m to 1.00 p.m upto the date of declaration of the results of Postal Ballot.

## Explanatory Statement Pursuant to Section 173(2) of the Companies Act,1956

### Item No. 1

The Company commenced its commercial operations in the year 1985 by started dealing in cotton and jute products by acting as dealer, exporter, and commission agent, then company introduced commercial activities by way of making loans or advances or subscribing the capital of private Company. After due discussion the management decided to explore business opportunities and to diversify into new avenues and have decided to take up the new business activities. The Company has adequate resources for undertaking new business activities and in view of new technologies and economic development; it is in the interest of the Company and its Shareholders that the activities of the Company be diversified. The alteration of the main objects clause of the MoA as set out in the resolution is to facilitate enlarging the Company's scope of operations as well as diversification of activities. The proposed amendment will enable the Company to carry on its business efficiently and under the existing circumstances conveniently and advantageously combined with the present activities of the Company. Main Objects Clause of the Company are proposed to be made to enable the Board of Directors to consider from time to time proposals for diversification and expansion of the Company's Business which would be profitable for the Company. Clause 1, as its stand, presently is restricted in its scope. The proposed amendment(s) by addition of Clause 1 (a) and clause (b) are in line with the Company's competencies and business and to enable future expansion plans. The Objects of the Company as contained in the Memorandum of Association requires amendment to suit the current day scenario of globalization and diversification as a de-risking strategy and to tap the vast potential into allied fields of business opportunities. The proposed amendments are intended to enable the Company to seize the emerging business opportunities. The proposed business in terms of Section 17 of the Companies Act, 1956 can advantageously be combined with the business of the Company. This will also enlarge the area of operations of the Company.

Further, Section 149 (2A) of the Companies Act, 1956, requires that the members of the Company should approve, by special resolution, the commencement of any new business by the Company, which is not germane to the business, which the Company is presently carrying on. Accordingly, the approval of the members is sought to carry on the business as mentioned in the aforesaid Notice. A copy of the Memorandum of Association of the Company with the above-proposed amendment(s) is available for inspection at Company's Registered Office on all working days during business hours. The amendment(s) shall be effective upon the registration of the Resolution with the Registrar of the Companies. The Directors commend this resolution for approval of the Shareholders.

None of the Directors of the Company are interested or concerned in the above said Resolution As per the provisions of Section 192 (A) of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the above said approval under Section 293(1)(a) is to be compulsorily obtained by way of sending postal ballots to the members. Accordingly your approval is sought through a special Resolution to be passed through Postal Ballot as set out in the notice. The Board of Directors therefore recommends the passing of the Special Resolution under Item No. 1 by casting their vote through Postal Ballot, which is annexed along with the Notice. None of the Directors is in anyway concerned or interested in the said resolution except to the extent of their shareholding.

Date: 02.01.14

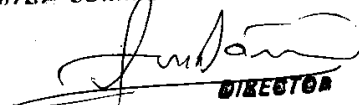
By the order of the board

Place: Mumbai

(Suresh Jain)

Director CERTIFIED TRUE COPY

For SAMMITRA COMMERCIAL LIMITED

  
DIRECTOR

SANMITRA COMMERCIAL LIMITED

Registered Office: 302, Monarch Chambers, Marol Maroshi Road, Andheri East, Mumbai  
400059

POSTAL BALLOT FORM

Serial no.

1.	Name(s) of Member (in block letters only)	
2.	Name (s) of the Joint Holder (s), if any (in block letters only)	
3.	Registered Address of the Sole / First named Members (s)	
4.	Registered Folio No. / Client ID & DP ID No. * (* Applicable only if shares are held in dematerialised form )	
5.	Number of shares Held	

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the postal ballot notice dated 02/01/2014 issued by the Company by sending my / our assent (For) or dissent (Against) to the said resolution(s) by marking the tick ( ✓ ) in the appropriate box below :

Sr. No.	Description	Number of Equity Shares	I/We assent to the resolution <b>(FOR)</b>	I/We dissent to the resolution <b>(AGAINST)</b>
1.	Special Resolution regarding adding one more clause of security and hospitality services with Section 192(A) of the Companies Act,1956			

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

Date :  
Place :

\_\_\_\_\_  
Signature of Member  
(Please read overleaf for instruction No.2)

VERIFIED TRUE COPY  
BY SANMITRA COMMERCIAL LIMITED  
  
DIRECTOR

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot should complete this postal ballot form and send it to in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing postal ballots, if deposited in person or sent by courier / registered post at the expense of the member addressed to the Scrutinizer will also be accepted.
2. The postal ballot form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named shareholder and in his absence, by the next named Member. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution / Authority.
3. An unsigned or incomplete Postal Ballot Form will be rejected.
4. The assent or dissent must be accorded by placing a tick mark ( ✓ ) in the appropriate column only. If member marks ( ✓ ) in both the Columns i.e. assent and dissent, the Form will be rejected and member's vote will not be counted for the purpose of majority.
5. A duly completed Postal Ballot Form should reach the on or before 6 p.m. on 4th Day Of February 2014 A postal ballot form received after the said period will not be taken into consideration for the purpose of counting votes.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the date of dispatch of the Notice.
7. Members are requested not to send any other paper along with the Postal Ballot Form, in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. There will be one Postal Ballot for every folio irrespective of the number of joint holders.
10. The Postal Ballot Form shall not be exercised by a proxy.
11. A Member need not use all the votes nor needs to cast all the votes in the same way.