



## **GREENEARTH RESOURCES & PROJECTS LIMITED**

(Formerly Known as Austral coke & projects Limited)

Registered Office: - 32 Ezra Street, TodiMension Room No.866, 8<sup>th</sup> Floor, Kolkata-700001.  
Corporate Office: Upavan Building, 1st Floor, 7/106 D.N. Nagar, Behind Indian Oil Nagar  
Andheri West, Mumbai-400053

**CIN:**L67120WB1994PLC063008

Tel no.022-69000861 Fax No. 022-69000861

**Email Id:** contact@greenearth.net.in **Website:** www.greenearth.net.in

### **NOTICE OF POSTAL BALLOT**

Dear Member(s)

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, enclosed resolutions for (1) appointment of Director(s) and (b) appointment of Auditor to fill the casual vacancy ,on accounts of resignation of Auditor are proposed to be passed as Special Resolutions, by way of Postal Ballot.

The Board of Directors of the Company (the "Board") has appointed Mr. Shravan A. Gupta & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Monday, 21<sup>st</sup> March, 2016.

**Electronic Voting (e-voting) :** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time ("the Act") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Obligations), the Company is pleased to offer e-voting facility as an alternate option to its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes. For this purpose, the Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") to provide e-voting facility to the members of the Company. Detailed instructions to use the facility are given separately

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. Reference to Postal Ballot wherever appearing in the notice shall include votes cast through e-voting. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ Managing Director of the Company.

The result of the postal ballot would be announced by the Chairman / Managing Director of the Company on wednesday, 23rd March, 2016 at 5.00 p.m. at the Corporate Office of the Company and will also be posted on the website of the Company i.e. [www.greenearth.net.in](http://www.greenearth.net.in) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. 18th March, 2016. The aforesaid result would be displayed on the notice board of the Company at its Registered Office, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.greenearth.net.in](http://www.greenearth.net.in)

#### **ITEM NO. 1**

To consider and if thought fit to pass with or without modification (s), the following resolution relating to Appointment of Mr. Lokanath suryanarayan Mishra as an Independent Director of the Company by way of an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and regulation 25 and all other applicable regulation of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Lokanath suryanarayan Mishra, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9<sup>th</sup> February, 2016 and who holds office until the date of the forth coming AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Lokanath suryanarayan Mishra (DIN:03364948), and Mr. Lokanath suryanarayan Mishra who also has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to 8<sup>th</sup> February, 2021, not liable to retire by rotation

#### **ITEM NO. 2**

To consider and if thought fit to pass with or without modification (s), the following resolution relating to Appointment of Mr. Kamalkishore Jethmal Rathi as an Independent Director of the Company by way of an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and regulation 25 and all other applicable regulation of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Kamalkishore Jethmal Rathi, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9<sup>th</sup> February, 2016 and who holds office until the date of the forth coming AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kamal kishore Jethmal Rathi (DIN:07431870),

and Mr.Kamal kishore Jethmal Rathi who also has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to 8<sup>th</sup> February,2021 not liable to retire by rotation

### **ITEM NO. 3**

**APPOINTMENT OF MR.BIKASH KUMAR PRAHALAD KUMAR TIWARIAS A DIRECTOR, LIABLE TO RETIRE BY ROTATION AND ALSO AS A MANAGING DIRECTOR 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 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Bikash Kumar Prahalad Kumar Tiwari, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10<sup>th</sup> November,2015 and who holds office until the date of the forth coming AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bikash Kumar Prahalad Kumar Tiwari as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of Article of Association of the Company and Sections, 197,198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed. MR.BIKASH KUMAR PRAHALAD KUMAR TIWARI be and is hereby appointed as the Managing Director of the company for a period of five years with effect from 10th November,2015 on the terms and conditions hereinafter mentioned as specified in the Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration and during his tenure as Managing Director not liable to retire by rotation, which is as follows :

1. Salary per month :Rs.22000/-
2. Bonus : payable at such intervals as may be decided by the Board of Directors.
3. Performance bonus / Variable payout : Payable at such intervals, as may be decided by the Board of Directors.
4. Long-term bonus plan : Entitled to long-term bonus payment, as may be decided by the Board of Directors.
5. Perquisites and allowances :
  - a. Housing : Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per the Income Tax Rules, 1962.

- b. Medical reimbursement /allowance: Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board of Directors from time to time.
- c. Leave travel concession /allowance : For self and family once in a year, as decided by the Board of Directors from time to time.
- d. Club fees :As per the rules of the Company.
- e. Provision for driver / driver's salary allowance : As per the rules of the Company.
- f. Personal accident insurance : As per the rules of the Company.
- 6. Other benefits :
  - a. Earned / privilege leave : As per the rules of the Company.
  - b. Company's contribution to Provident Fund and superannuation fund : As per the rules of the Company.
  - c. Gratuity : As per the rules of the Company.
  - d. Encashment of leave : As per the rules of the Company.
  - e. Company car and telephone : Use of the Company's car, chauffeur and telephone at the residence for official purposes, as per the rules of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2015, during the tenure of Managing director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay the remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

**AND RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

#### **ITEM NO. 4**

**APPOINTMENT OF K.M. TAPURIAH & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR 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 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, pursuant to the recommendations of the Audit committee and the Board Meeting held on 9<sup>th</sup> February ,2016 respectively, M/s. K.M. Tapuriah & Co., Chartered Accountants (Firm Registration No.314043E), be and is hereby appointed as the Statutory Auditor of the company to fill the casual ,vacancy caused by the resignation of M/s Arup & Associates, Chartered Accountants (Firm Registration No. 318034E )from the conclusion of the Annual General Meeting (AGM) for the financial year 2015-2016 till the conclusion of the financial year 2019-2020 of the Company (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By Order of the Board of Directors  
For Greenearth Resources & Projects Limited  
Amruta Vitthal Kulkarni  
Company secretary

Place: Mumbai  
Date: February 9, 2016



**GREENEARTH RESOURCES & PROJECTS LIMITED**

(Formerly Known as Austral coke & projects Limited)

Registered Office: - 32 Ezra Street, Todi Mension Room No.866, 8<sup>th</sup> Floor, Kolkata-700001.  
Corporate Office: Upavan Building, 1st Floor, 7/106 D.N. Nagar, Behind Indian Oil Nagar Andheri West, Mumbai-400053

**CIN:** L67120WB1994PLC063008

Tel no.022-69000861 Fax No. 022- 69000861

**Email Id:** contact@greenearth.net.in **Website:** www.greenearth.net.in

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN HEREUNDER AND AS PER APPLICABLE REGULATION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

1. Information required to be furnished under Clause 49 of the Listing Agreement.

As required under the listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed are given below:

Name of Director	Mr. Lokanath Mishra	Mr. KAMALKISHORE JETHMAL RATHI	Mr. BIKASH KUMAR PRAHALAD KUMAR TIWARI
Date of Birth	17/05/1972	06.01.1970	07.05.1983
DIN	03364948	07431870	07274990
Date of Appointment	09.02.2016	09.02.2016	10.11.2015
Qualification	B.Com, LL.B	B.Com,	B.Com,
Expertise in Specific Functional Area	Corporate Legal and Accounts	Textiles & Fabrication	Accounts & Finance
Executive & Non- Executive Director	Non-Executive and Independent Director	Non-Executive and Independent Director	Executive Director
Promoter Group	NO	NO	NO
Independent Director	yes	Yes	No
Chairman/Member of Committees of the Boards of Which he is a Director	No	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stake Holders Relationship Committee	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stake Holders Relationship Committee
No of Shares held by him/her	NIL	NIL	NIL
Term	5-years	5-years	5-years
Other Directorship	1.procentris (india) private limited 2.SABOO BROTHERS LIMITED	NIL	NIL

## **ITEM NO. 1**

The Board, at its meeting held on 09.02.2016, appointed Mr.Lokanath suryanarayan Mishra as an Additional Director of the Company with effect from 09.02.2016, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr.Lokanath suryanarayan Mishra will hold office up to the date of the forth coming AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/□ proposing the candidature of Mr.Lokanath suryanarayan Mishra for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Lokanath suryanarayan Mishra (i) consent in writing to act as director in Form DIR□2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR□8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub□section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr.Lokanath suryanarayan Mishra an Independent Director of the Company up to 8<sup>th</sup> February,2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr.Lokanath suryanarayan Mishra, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr.Lokanath suryanarayan Mishra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr.Lokanath Mishra, to whom the resolution relates, is interested or concerned in the resolution. Mr.Lokanath suryanarayan Mishra,The Board recommends the resolution set forth in Item no. 1 for the approval of the members.

## ITEM NO. 2

The Board, at its meeting held on 09.02.2016, appointed Mr. Kamalkishore Jethmal Rathias an Additional Director of the Company with effect from 09.02.2016, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr.KamalkishoreJethmalRathiwill hold office up to the date of the forth coming AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr.KamalkishoreJethmalRathifor the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.KamalkishoreJethmalRathi(i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr.KamalkishoreJethmalRathi as an Independent Director of the Company up to 8<sup>th</sup> February,2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr.KamalkishoreJethmalRathi, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr.KamalkishoreJethmalRathias an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Kamalkishore Jethmal Rathi, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members

### **ITEM NO. 3**

The Board, at its meeting held on 9<sup>th</sup> February,2016, appointed Mr.BikashKumar Prahalad Kumar Tiwari as an Additional Director of the Company with effect from 10<sup>th</sup> November,2015, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013,Mr.BikashKumar Prahalad Kumar Tiwari will hold office up to the date of the FORTH COMING AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of RS.1,00,000/- proposing the candidature of Mr. BikashKumar Prahalad Kumar Tiwari for the office of director. The Company has received from Mr. BikashKumar Prahalad Kumar Tiwari(i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, the Board at its meeting held on 9<sup>th</sup> February,2016, also appointed (subject to the approval of members in the general meeting), Mr.Bikash Kumar Prahalad Kumar Tiwari as a Managing Director of the Company for a period of five years commencing 10<sup>th</sup> November,2015.

The terms and conditions of his appointment are as follows :

1. Remuneration : As provided in the resolution.
2. Period of appointment : Five years beginning 10<sup>th</sup> November,2015 and ending on 9<sup>th</sup> October,2020.
3. The appointment may be terminated by either party by giving six months' notice in writing of such termination or as may be mutually agreed between the parties.
4. Mr.BikashKumar PrahaladKumar Tiwari shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr.BikashKumar PrahaladKumar Tiwari as a Managing director for a period of five years commencing 10<sup>th</sup> November,2015.

No director, key managerial personnel or their relatives, except Mr.BikashKumar PrahaladKumar Tiwari, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.



#### **ITEM NO. 4**

The Present Auditor M/s. Arup & Associates, Chartered Accountants vide their letter dated 10<sup>th</sup> February, 2016 resigned from the company as the Auditor of the company due to pre-occupation. The Board as per the recommendation of the Audit committee, recommended M/s. K.M. Tapuriah & Co., Chartered Accountants (Firm Registration No.314043E), as the Statutory Auditor of the company to fill the casual ,for the financial year 2015-2016 till the conclusion of the financial year 2019-2020 of the Company (subject to ratification of their appointment at every AGM) . M/s. K.M. Tapuriah & Co., Chartered Accountants expressed their willingness to continue as statutory auditor of the company.

The Letter of resignation given by M/s. Arup & Associates can be inspected at the registered office of the company during business hours on any working day.

None of the Director of the Company is concerned or interested in the proposed resolution.

#### **POSTAL BALLOT & E-VOTING**

In terms of the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, the Board proposed to voluntarily pass the aforesaid resolution by way of postal ballot and e-voting and hereby sought the approval of Members by way of Ordinary Resolution by Postal Ballot and e-voting. The Board therefore recommends the Resolution as set out at Item No(S). 1 to 4 for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Company is desirous of seeking your consent/confirmation of the above resolutions appended below. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.

Mr. Shraavan A. Gupta, Practicing Company Secretary, Mumbai has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self addressed postage pre affixed stamp is being sent to you along with a Postal Ballot Form for your consideration.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Monday, 21st March, 2016.

The members also can exercise their votes through e-voting facility. The details as under:

**E-VOTING:**

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, read with SEBI Circular bearing No. CIR/CFD/POLICY CELL/2/2014 DATED APRIL 17, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting .

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, 19th February, 2016 at 9.00 A.M and ends on Monday, 21st March 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 12th February, 2016, 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

1. For CDSL: 16 digits beneficiary ID,

2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

3. 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:

	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"> <li>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.</li> <li>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.</li> </ul>

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"> <li>• 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)</li> </ul>

(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 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 <" GREENEARTH RESOURCES & PROJECTS LIMITED" > 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) 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](http://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](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 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.

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

Upon completion of the scrutiny of the Forms by postal ballot and considering the e-voting , the Scrutinizer will submit his report to the Director of the Company or any other person authorized by the Board.

The result of the postal ballot would be announced by Director on Wednesday,23rdMarch, 2016 at the Corporate office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange Limited, & National Stock Exchange Limited where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer’s report on the Company’s Website i.e. [www.greenearth.net.in](http://www.greenearth.net.in)

In the event the Special Resolutions, as set out herein above, is assented to by the requisite majority of Members by means of Postal Ballot and e-voting, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

By Order of the Board of Directors  
For Greenearth Resources & Projects Limited  
AmrutaVitthalKulkarni  
Company secretary

Place: Mumbai

Date: February9, 2016

**GREENEARTH RESOURCES & PROJECTS LIMITED**

(Formerly Known as Austral coke &amp; projects Limited)

Registered Office: - 32 Ezra Street, Todi Mension Room No.866,8<sup>TH</sup> Floor,Kolkata-700001.Corporate Office: Upavan Building ,1st Floor,7/106 D.N. Nagar, Behind Indian Oil Nagar  
Andheri West,Mumbai-400053**CIN:** L67120WB1994PLC063008

Tel no.022-69000861 Fax No. 022- 69000861

**Email Id:** contact@greenearth.net.in **Website:** www.greenearth.net.in**POSTAL BALLOT FORM**

Note: Please read instructions printed overleaf carefully before exercising your vote.

Registered folio No. / DP ID No. / Client ID No.:	
Name(s) of the Shareholder(s) including Joint-holders, if any:	
Registered address of the sole/first named shareholder:	
Number of shares held:	

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

The Following Resolution(s) proposed to be passed by way of ordinary resolution:

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	<i>Ordinary Resolution for Appointment of Mr.Lokanath Mishra as an Ordinary Director</i>			
2.	<i>Ordinary Resolution for Appointment of Mr.Kamalkishore Jethmal Rathi as an Ordinary Director</i>			
3.	<i>Ordinary Resolution for Appointment of Mr.Bikash Kumar Prahalad Kumar Tiwari as a Director and Appointment as an Managing Director for 5-years</i>			
4.	<i>Appointment of M/s. K.M. Tapuriah &amp;Co.,Chartered Accountants (Firm Registration No.314043E), as the Statutory Auditor of the company to fill the casual ,for the financial year 2015-2016 till the conclusion of the financial year 2019-2020 of the Company</i>			

Date:

(Signature of the sole/first shareholder)

Place:

## **INSTRUCTIONS**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy of this form is permitted) and send it to the Scrutinizer in the attached self-addressed postage stamps prepaid envelope. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The Board has appointed Mr. Shravan A. Guptaas the Scrutinizer. The self-addressed envelope addressed (postage charges will be paid by the Company) to the scrutinizer has been attached herewith.
3. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or the respective DP) by the first named shareholder.
4. 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 the Board Resolution/letter of Authority together with the attested specimen signature(s) of the Authorized Signatory(ies).
5. The exercise of vote by postal ballot is through post, therefore the right to appoint proxy is not applicable.
6. Unsigned, without indication of vote and mutilated, unauthenticated Postal Ballot Form will be liable to be rejected by the scrutinizer.
7. Duly completed Postal Ballot Form should reach to the scrutinizer not later than the close of working hours on 21st March, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes, as it will be received by the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Board of Directors of the company has appointed Mr. Bikash Kumar Prahalad Kumar Tiwari Director and AmrutaVitthalKulkarni Company secretary of the Company as the persons responsible for conducting the entire postal ballot voting process.
11. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns will render the Postal Ballot Form invalid.
12. The Scrutinizer's decision on the validity of the postal ballot will be final. The scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than closing business hours of 21st March, 2016.
13. There will be only one postal Ballot form for every folio/Client ID irrespective of the number of joint holder(s).
14. The date of declaration of the result of postal ballot shall be taken to be the date of passing of the special resolutions.