



Regd. Office : RIICO Industrial Area, Neemrana, Distt. Alwar (Rajasthan)
Telephone Nos: 01494 -246069/246117, Fax No. 01494-246070, Email:investors@ginniint.com,
website: www.ginniint.com, CIN -L70101RJ1984PLC011217

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

To
Shareholders,

Sub: Passing of the Resolutions by Postal Ballot

Notice is hereby given that the proposed following resolutions are circulated for approval of the Shareholders of the company to be accorded by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014.

SPECIAL BUSINESS

1. Reconfirmation of borrowing powers of the Board of Directors

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

"RESOLVED THAT, in supersession of the resolution passed by the shareholders at its meeting held on 30th August, 1994 and pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Act, the company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board of Directors may, from time to time, deem necessary for the purpose of the company, provided, however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.300 crores (Rupees Three Hundred Crore only)."

"RESOLVED FURTHER THAT the Board of Directors may do all acts and deeds that may be necessary in connection with the above, including deciding on the issue of doubt or difficulty, if any."

2. Reconfirmation of powers of the Board of Directors to mortgage and/or charge Company's assets for borrowings

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

"RESOLVED THAT, in supersession of the resolution passed by the shareholders, at its meeting held on 30th August, 1994, the consent of the Company be and is hereby accorded, pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Act and the Rules made there under, for mortgaging and/or charging by the Board of Directors of the Company all the immovable and movable properties of the Company, where so ever situate, present and future, and the whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions and at such time or times and in such form or manner as it may deem fit to or in favour of Financial Institutions, Banks etc., for their financial assistance provided to the Company, subject to a maximum limit of Rs.300 crores (Rupees Three Hundred Crore only) in aggregate, including mortgages and/or charges already created."

"RESOLVED FURTHER THAT the Board of Directors may do all acts and deeds that may be necessary in connection with the above including deciding on the issue of doubt or difficulty, if any."

By order of the Board of Directors

Place : New Delhi
Date : 27.06.2014

(P.K. Singal)
CFO & Company Secretary

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to Special business mentioned in the accompanying notice:-

ITEM NO. 1 & 2

Shareholders, at their meeting held on 30th August 1994, delegated power to the Board of Directors for borrowing funds from Financial Institutions, Banks etc. and creating mortgages/charges in their favour upto Rs.300 Crores (Rupees Three Hundred Crores) by passing ordinary resolutions under section 293(1)(a) and 293 (1)(d) of the Companies Act 1956 . Section 180(1) (a) and 180(1) (c) of the Companies Act 2013 require delegation of such powers by shareholders to the Board of Directors by special resolution instead of ordinary resolution.

None of the Directors, Key managerial personnel or their relatives is interested or concerned in the resolutions at Sl. No.1 and 2.

Accordingly shareholders are requested to pass the proposed Special Resolutions at Sl. No.1 & 2 through Postal Ballot.

By order of the Board of Directors

Place : New Delhi
Date : 27.06.2014

(P.K. Singal)
CFO & Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of members / list of Beneficial Owners as on 27.06.2014.
3. The Company has appointed Shri. Namo Narain Agarwal, Company Secretary in whole time practice (ICSI Membership No. FCS 234, CP 3331) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner
4. Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expenses of the Shareholders will also be accepted.
5. The Scrutinizer will submit his report to the Chairman of the company after completion of the scrutiny of the Postal Ballot Forms. The result of the Postal Ballot will be displayed on the company's website www.ginniint.com and communicated to the stock exchanges where the company's shares are listed on or before 2nd August 2014. In the event, the proposed resolutions are assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
6. The Board of Directors has appointed Company Secretary as the persons responsible for the entire Postal Ballot Process.
7. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 9.00 a.m. to 6.00 p.m. on all working days at the Registered Office of the company situated at RIIO Industrial Area, Neemrana, Distt. Alwar, Rajasthan upto 29th July, 2014.



Regd. Office : RIICO Industrial Area, Neemrana, Distt. Alwar (Rajasthan)
Telephone Nos: 01494 -246069/246117, Fax No. 01494-246070, Email:investors@ginniint.com,
website: www.ginniint.com, CIN -L70101RJ1984PLC011217

Postal Ballot Paper
(pursuant to Section 109 (5) of the Companies Act, 2013 and rule 21 (1)(c) of the Companies
(Management and Administration) Rules, 2014)

BALLOT PAPER				
S.No.	Particulars	Details		
1	Name of the First Named Shareholder (in block letters)			
2	Postal Address			
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form).			
4	Class of Share			
I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner :-				
S.No. of the Notice	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Special Resolution for reconfirming borrowing limits of Board of Directors of Rs.300 crore.			
2	Special Resolution for reconfirming powers of Board of Directors to mortgage and/or charge immovable and movable properties of the company for borrowing funds upto Rs.300 crore.			
Place : Date :				
(Signature of the Shareholder)				

INSTRUCTIONS

- 1 A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer, Shri Namo Narain Agarwal, a Practicing Company Secretary, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form(s), if sent by courier or Registered / Speed Post at the expense of the Shareholder will also be accepted.
- 2 The self addressed business reply envelope bears the address of the Scrutinizer.
- 3 This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint-holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot. The postal Ballot cannot be exercised by a proxy.
- 4 The consent must be accorded by recording the assent in the Column "ASSENT" and dissent in the Column "DISSENT" by placing a tick (✓)mark in the appropriate column.
- 5 Duly completed Postal Ballot Form should reach the Company not later than Wednesday, 30th July, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
- 6 There will be only one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holder(s).
- 7 In case of Shares held by Companies, Trusts Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories.
- 8 A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. Wednesday, 30th July, 2014.
- 9 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.
- 10 Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 11 The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
- 13 Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.