



Regd. Office: RIICO Industrial Area, Neemrana, Distt. Alwar -301705 (Rajasthan)
Telephone Nos: 01494 -246069/246117, Fax No. 01494-246070,
Email: secretarial@ginniint.com, website: www.ginniint.com,
CIN -U70101RJ1984PLC011217

NOTICE

Notice is hereby given that 1/2022-2023 Extra Ordinary General Meeting of the Members of **Ginni International Limited** will be held on **Monday, 27th March, 2023 at 11.00 A.M.** at the Registered Office of the Company situated at RIICO Industrial Area, **Neemrana**, Distt. Alwar (Rajasthan)-301705 to transact the following Special business:


1. Approval For Modification of Terms and Conditions of Redeemable Cumulative Preference Shares (RCPS)

To consider and, if thought fit, to pass the following resolution, as a special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 48 and other applicable provisions, if any, of the Companies Act, 2013 and the rules therein, the consent of the shareholders be and are hereby accorded to modify the existing terms and conditions of the outstanding 1065000 Redeemable Cumulative Preference Shares (RCPS) with the proposed terms and conditions as set out in the accompanying Statement to this Notice

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things and to sign all documents as may be necessary, proper, expedient and incidental thereto to give effect to this resolution.”

By order of the Board of Directors


(Sanjeev Gupta)
Company Secretary
Membership No. ACS 15319

Place : New Delhi
Date : 22nd February 2023

Notes:

- 1. Pursuant to the provisions of section 105 (1) of the Companies Act 2013 (“Act”), a member entitled to attend and vote at the Extra Ordinary General Meeting (“EGM”) is entitled to appoint a proxy to attend and vote, instead of himself, at the EGM and such proxy need not be a member of the Company.**
- 2. The proxy form duly completed must reach the Company’s Registered Office at least 48 hours before the commencement of the EGM. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the EGM.**

4. Members/Proxies should bring the accompanying attendance slip duly filled in for attending the EGM
5. All documents referred to in the above Notice and the accompanying Statement shall remain open for inspection at the Registered Office of the Company during business hours on all working days upto the conclusion of the EGM.
6. Route map and prominent land mark for easy location of venue of the EGM is printed on the attendance slip and the same shall also be available on the company's website www.ginniint.com.
7. Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID number and those, who hold shares in physical form, are requested to write their folio number in the attendance slip for attending the EGM.
8. Members desirous of getting any information in this regard are requested to send their queries addressed to Company Secretary at least 7 days in advance of the date of the EGM so that the information called for can be made available at the EGM.
9. Electronic copy of the Notice convening this meeting is being sent to all the members, whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members, who have not registered their e-mail address, physical copy of the same is being sent by permitted mode.
10. Members may also note that the Notice convening the meeting will be available on the Company's website, www.ginniint.com, for their download.

Even after registering their e-mail ID for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's secretarial email ID: secretarial@ginniint.com

11. Pursuant to section 102 (1) of the Act, the STATEMENT setting out the material facts relating to items of Special Business mentioned in the Notice:

ITEM No. 1

Company has an outstanding 1065000 Redeemable Cumulative Preference Shares (RCPS) which are due for redemption on 31.03.2023. The existing terms & conditions of RCPS are as under:

Series	Number of RCPS	Face value per shares	Dividend rate %	Redemption Premium	Present Date of redemption*
VI	200000	100	7.00%	10%	31.03.2023
VII	400000	100	7.00%	10%	31.03.2023
VIII	102000	100	7.00%	10%	31.03.2023
IX	63000	100	7.00%	10%	31.03.2023
X	300000	100	10.00%	10%	31.03.2023
Total	10,65,000				

* However, all or any part of RCPS can be redeemed in one or more tranches at any time subject to mutual consent of both issuer & shareholder.

Considering the present and future funds requirements, it is proposed to extend the redemption date of preference shares and also to modify the existing terms and conditions with the following terms and conditions:

Series	Number of RCPS	Face value per shares	Dividend rate %	Last Date of redemption*
VI	200000	100	4.00%	28-02-2026
VII	400000	100	4.00%	30-09-2026
VIII	102000	100	4.00%	31.03.2027
IX	63000	100	4.00%	31.03.2027
X	300000	100	7.00%	31.01.2030
Total	10,65,000			

* However, all or any part of RCPS can be redeemed in one or more tranches at any time subject to mutual consent of both issuer & shareholder.

Redemption premium: Redemption premium rate is based on the year of redemption of RCPS as per following details:

Sr. No	Financial year	Redemption Premium %
1	2023-2024	13
2	2024-2025	16
3	2025-2026	19
4	2026-2027	22
5	2027-2028	25
6	2028-2029	28
7	2029-2030	31

Pursuant to the provisions of Section 48 of the Companies Act, 2013, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Further, if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourth of such other class of shareholders shall also be obtained

The proposed terms and conditions does not affect the rights of equity shareholders of the Company as increase in redemption premium rate is only in lieu of a proportionate reduction of dividend rate. Hence, the consent of three-fourth of equity shareholders is not required. But as an abundant precaution, company proposes to obtain approval of both preference shareholders as well as equity shareholders of the company

Hence, your Directors commend a Special Resolution at sl. no. 1 for the approval of the Members.

None of the directors, Key Managerial personnel or their relatives except Shri Sharad Jaipuria himself and his relatives, is deemed to be concerned or interested in the resolution.

By order of the Board of Directors



(Sanjeev Gupta)
Company Secretary
Membership No. ACS- 15319

Place : New Delhi
Date : 22nd February 2023



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Form No. MGT 11
Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]*

CIN: U70101RJ1984PLC011217
 Name of the company: Ginni International Limited
 Registered office: RIICO Industrial Area, Neemrana, Distt. Alwar, Rajasthan 301705

Name of the member (s) :	
Registered address :	
E-mail :	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
- Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
- Name:
 Address:
 E-mail Id:
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **the 1/2022-23 Extra Ordinary General Meeting on Monday, 27th March, 2023 at 11.00 A.M** at RIICO Industrial Area, Neemrana, Distt. Alwar (Rajasthan)-301705, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution/ Item No.	Relating to
Special Business	
1.	Approval For Modification of Terms and Conditions of Redeemable Cumulative Preference Shares (RCPS)

Signed this ___ day of _____, 2023 Signature of the Proxy holder(s) Signature of the Shareholder
 Note: The form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP
(To be presented at the entrance)

1/2022-23 Extra Ordinary General Meeting on Monday, 27th March, 2023 at 11.00 A.M
at RIICO Industrial Area, Neemrana, Distt. Alwar (Rajasthan)-301705

Folio No. _____ DPID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy _____ Signature _____

1. Only Member/ Authorised representative/ Proxy can attend the Meeting.
 2. Member/ Authorised Representative /Proxy should bring his/her copy of the Notice for reference at the Meeting.
 3. Route map and prominent landmark are printed herein for easy location of the venue of the **Extra Ordinary General Meeting**.
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ROAD MAP TO REACH GINNI INTERNATIONAL LTD. NEEMRANA

JAPANESE ZONE

