

**SHORTER NOTICE OF ANNUAL GENERAL MEETING**

SHORTER NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF GINZA INDUSTRIES LIMITED WILL BE HELD ON THURSDAY 31ST DECMEBER, 2020, AT 11.00 A M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-501 & 502, LOTUS CORPOARTE PARK, JAY COACH LANE, OFF. WESTERN EXPRESS HIGHWAY, GOREGAON EAST MUMBAI - 400063 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31st March, 2020 including the Reports of the Board of Directors and Auditors' thereon.

Special Business:

2. **RE-APPOINTMENT OF M/S NKJ AND ASSOCIATES, COST ACCOUNTANTS AS COST AUDITOR**

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

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and read together with the Companies (Cost Records and Audit) Rules, 2014, M/s NKJ and Associates, Cost Accountants be and are hereby ratified by the members as the Cost Auditors of the Company bearing membership no. 18869, for the conduct of the audit of the cost accounting records of the Company for the Financial Year 2020-2021, as per their scope of work and be paid remuneration of Rs. 50,000/- exclusive of GST and reimbursement of out of pocket expenses incurred, if any.

**Place: Mumbai
Date: 15-12-2020**

By Order of the Board of Directors

**Ashok Kumar Sethia
Managing Director
(DIN 01283310)**

Notes:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting under Item No 2 of the Shorter Notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be lodged with the Company at the registered office, duly completed and signed at least 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members /Proxies should bring duly-filled Attendance Slips to attend the meeting along with their copy of Annual Report to the meeting.
4. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a duly certified copy of the Board Resolution authorizing such a representative to attend and vote on their behalf at the Annual General meeting.
6. Members are requested to notify changes, if any, in their registered addresses to the Company's Registrars.
7. All documents referred to in the shorter notice and explanatory statement will be made available for inspection in physical or electronic form between 11.00 a.m. to 2.00 p.m at the Head Office as well as Corporate Office of the Company.



8. The shorter notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

Place: Mumbai
Date: 15-12-2020

By Order of the Board of Directors

Ashok Kumar Sethia
Managing Director
(DIN- 01283310)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned under item 2 accompanying shorter notice dated 15-12-2020

ITEM NO. 2

In accordance with the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and the Companies (Cost records and Audit) Rules, 2014 (the Rules), the Company is required to appoint cost auditor to audit the cost records for the applicable products of the Company. The remuneration payable to the Cost Auditors is required to be ratified by the members of the Company in accordance to the provisions of the Act and Rule 14 of the Rules.

The Board of Directors of the Company at its meeting held on 15-12-2020, on the recommendation of the Audit Committee had approved the appointment of M/s NKJ and Associates, Practicing Cost Accountants as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of Rs. 50,000/- exclusive of GST and all out of pocket expenses incurred, if any, in connection with the cost audit.

Accordingly, consent of members is sought for approving the Ordinary Resolution as set out in Item No. 2 for ratification of remuneration payable to the Cost Auditor for conducting the Audit of the Cost records of the Company, for the financial year ended 31st March, 2020.

None of the Directors of the Company or Key Managerial Personnel or their relatives are concerned or interested directly or indirectly in the proposed Ordinary Resolution as set out at Item No. 2.

The Board of Directors approved the Resolution set out at Item No. 2 of the Shorter Notice for ratification by the Members.

Place: Mumbai
Date: 15-12-2020

By order of the Board

Ashok Kumar Sethia
Managing Director
(DIN- 01283310)