



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

CORPORATE OFFICE: D-196, SECTOR-63, NOIDA-201 307, INDIA

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GFL/SEC/2019

August 28, 2019

Bombay Stock Exchange Ltd.

Floor 25, P. J. Towers

Dalal Street

MUMBAI – 400 001

Scrip Code : 5900025

Sub. : Intimation of 36th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30(6) of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, we attach herewith the Notice of 36th Annual General Meeting of Ginni Filaments Limited, which is scheduled to be held on Saturday, 7th September, 2019 at 11:30 A.M. at 110 K.M. Stone, Delhi Mathura Road, Chhata-281401, Distt-Mathura(UP).

Further please also note that pursuant to Section 91 of the Companies Act, 2013 read with rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of members and Share transfer Books of the Company will remain closed from 01.09.2019 to 07.09.2019(both days inclusive) for the purpose of 36th Annual General Meeting of the members of the Company.

You are requested to take the above information in your record.

Thanking You,

For **GINNI FILAMENTS LTD.**

BHARAT SINGH
Company Secretary



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NOTICE

Notice is hereby given that the 36th (Thirty Sixth) Annual General Meeting (AGM) of the Members of **Ginni Filaments Limited** will be held on Saturday the 07th September, 2019 at 11.30 A.M. at the Registered office of the Company at 110 - K. M. Stone, Delhi Mathura Road, Chhata – 281 401, Distt.: Mathura (U.P.), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Shri. Shishir Jaipuria (DIN 00274959) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time and subject to such approvals as may be necessary, consent of the shareholders be and is hereby accorded to the reappointment of **Shri Saket Jaipuria (DIN No. 02458923)**, Whole-time Director designated as Executive Director of the Company for a period of three years with effect from 11th February, 2019 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate profit and on the terms and conditions as set out in the Statement annexed to the Notice of AGM.
RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of the said reappointment including but not limited to designation, remuneration etc., in such form and manner which should be in conformity with any amendments to the relevant provisions of the Act and/or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time and as agreed by Shri Saket Jaipuria, without any requirement to seek approval of shareholders.
RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or any re-enactment thereof for the time being in force) and rules made thereunder, Shri Saket Jaipuria, Wholetime Director of the Company shall be liable to retire by rotation.
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents. Instruments and writings as may be required to give effect to the aforesaid Resolution.”
4. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Shri Jugal Kishore Bhagat (DIN No. 00055972)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024, as per recommendation of Nomination and Remuneration Committee.”
5. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Shri Sushil Chandra Tripathi (DIN No. 00941922)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”
6. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Smt. Manju Rana (DIN No. 06939634)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”
7. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Sh. Joginder Pal Kundra (DIN No. 00004228)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”
8. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Sh. Har Prasad Bhattacharya (DIN No. 00304475)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024, as per recommendation of Nomination and Remuneration Committee.”
9. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 consent of the members be and is hereby given to the Board for payment



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of remuneration to Mr. Shishir Jaipuria (DIN: 00274959), Managing Director at such terms and conditions as approved by Members at 34th Annual General Meeting held on 05th August, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Shishir Jaipuria (DIN: 00274959), exceeds 2.5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 or such other limit as prescribed under the Listing Regulations, in any financial year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in 34th Annual General Meeting held on August 5, 2017, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 160,000(Rupees One lac Sixty Thousands only) plus applicable taxes and out of pocket expenses to be paid to **M/s K. G. Goyal & Associates (Firm Registration No. 000024)**, Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending March 31, 2020, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Place: Noida
Date : 1st August, 2019

Bharat Singh
Company Secretary

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for Transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Pvt. Ltd. for assistance in this regard
- The Register of Members and Share Transfer Books of the Company will remain closed from 01st September, 2019 to 07th September, 2019 (both days inclusive).
- All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays between 10.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Skyline Financial Services Pvt Ltd at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held by them in physical form.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held in physical form.
- Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 with the Company or its Registrar and Transfer Agent of the Company viz. M/s Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility.
- Members are requested to
 - provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - Send their queries, if any, at least 7 days in advance of the meeting addressed to the Chief Financial Officer of the Company, so that the information can be made available at the Meeting.



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12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Central Depository Services (India) Limited ("CDSL"), on all resolutions set forth in this Notice.
13. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot/ polling paper.
14. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
15. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 31.08.2019 may obtain the login id and password by sending a request mail at secretarial@ginnifilaments.com or parveen@skylinerta.com.
16. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.
17. M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN) Statutory Auditors of the Company were appointed as Auditor of the Company at 34th Annual General Meeting held on August 5, 2017, to hold office from the conclusion of 34th AGM until the conclusion of 39th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 36th AGM.
18. The route map showing directions to reach the venue of the Thirty Sixth AGM is annexed.
19. Voting through electronic means:
Pursuant to section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 36th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 04.09.2019 at 10.00 AM and ends on 06.09.2019 at 5.00 PM. 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 August 31st, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on September 6, 2019. Members holding shares in physical or in demat form as on cut-off-date i.e. August 31, 2019 shall only be eligible for e-voting.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders/Members.
- iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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).

- 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



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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.

- xj) 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 "GINNI FILAMENTS 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 a Demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, apple and windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xbx) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
- xc) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - > The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
 - > Mr. Jatin Gupta of M/s. SPJ& Co., Company Secretaries (Membership No. 5651 and C.P. No. 5236) (Address: Apartment No. 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi – 110 005) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
 - > Notice of the meeting is also displayed at www.ginnifilaments.com
 - > The result of voting will be announced by the Chairman on the meeting on or after the 36th AGM to be held on Saturday, 07th September, 2019, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of www.cdslindia.com and www.ginnifilaments.com.

Route Map to the Venue of the 36th Annual General Meeting of Ginni Filaments Limited.



Registered Office : Ginni Filaments Limited 110 K.M. Stone, Delhi-Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)



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ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

ITEM NO. 3:

Shri Saket Jaipuria was appointed as Whole-time Director designated as Executive Director of the Company for a period of three (3) years w.e.f. 11th February, 2016 to 10th February, 2019. The Board of Directors of the Company at their meeting held on 8th February, 2019 has decided to re-appoint him as Whole-time Director designated as Executive Director of the Company for a period of three (3) years with effect from 11th February, 2019 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below. The designation of Shri Saket Jaipuria was further modified from Executive Director to Executive Director cum President by the Board in its meeting held on 21st May, 2019.

1. **Salary** : ₹ 4,50,000/- per month with annual increment of ₹ 40,000/-. First increment will fall due on 11th February, 2020.
2. **Commission** : Not exceeding 1% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites** : The Executive Director shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY – 'A' :

- i) **Housing** : Free furnished residential accommodation or House Rent Allowance of 55% of salary in lieu thereof along with furniture & fixtures as per requirement.
- ii) **Gas, Electricity, Water & Furnishings** : Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
- iii) **Medical Reimbursement** : Medical expenses incurred for self and his family.
- iv) **Leave Travel Concession** : For self and his family, as per rules of the Company.
- v) **Insurance** : As per Company rules and requirements.
- vi) **Car** : Free use of the Company's car(s) with driver.
- vii) **Club** : Fees of club(s).
- viii) **Telecom / Computer Facilities** : As per requirements.
- ix) **Travelling Expenses** : While travelling on the Company's business purposes, the Executive Director will be entitled to be accompanied by his wife, and the travelling and other incidental expenses incurred by his wife will also be borne / reimbursed by the Company.

The perquisites to be evaluated as per Income Tax Rules wherever applicable and actual cost to the Company in other cases. Family means the spouse and dependent children.

CATEGORY – 'B' :

- i) Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii) Encashment of leave as per rules of the Company.

4. He shall be governed by the HR Policies of the Company

5. Mr. Saket shall exercise such powers and functions as may be assigned by the Board of Directors from time to time

MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Saket Jaipuria, Executive Director by way of salary, commission and perquisites payable as aforesaid shall be the minimum remuneration subject to compliance of Part II, Section II of Schedule V of the Companies Act, 2013.

The aforesaid given information shall be deemed to be memorandum in accordance with Section 190 of the Act.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice. Mr. Saket Jaipuria is not debarred from appointment as Director pursuant to any order of SEBI or any other authority.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations") which is effective from 01.04.2019, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity;

and for the purposes of the above clauses, net profits shall be calculated as per section 198 of the Companies Act, 2013.

The Directors recommended the resolution for your approval as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives except Shri Saket Jaipuria, to whom the resolution relates, and Shri Shishir Jaipuria being relative, is interested or concerned in the proposed resolution.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Shri Jugal Kishore Bhagat (DIN-00055972) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th



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September 2024 not liable to retire by rotation. Shri Jugal Kishore Bhagat was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Jugal Kishore Bhagat would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Shri Jugal Kishore Bhagat fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Shri Jugal Kishore Bhagat, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Jugal Kishore Bhagat is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 4 as a special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Shri Jugal Kishore Bhagat, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Shri Sushil Chandra Tripathi (DIN-00941922) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Shri Sushil Chandra Tripathi was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Sushil Chandra Tripathi would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Sushil Chandra Tripathi is now being placed before the members for their approval by way of Special Resolution

In the opinion of the Board, Shri Sushil Chandra Tripathi fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Shri Sushil Chandra Tripathi, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 5 as a special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Shri Sushil Chandra Tripathi, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Smt. Manju Rana (DIN- 06939634) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Smt. Manju Rana was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given her background, experience and contribution, the continued association of Smt. Manju Rana would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, she has



GINNI FILAMENTS LIMITED

confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Smt. Manju Rana fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Smt. Manju Rana, names of Companies in which she holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Smt. Manju Rana is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 6 as an Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Smt. Manju Rana, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Sh. Joginder Pal Kundra(DIN-00004228) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Sh. Joginder Pal Kundra was appointed as an Independent Director at the Thirty First Annual General Meeting("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sh. Joginder Pal Kundra would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, He has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Sh. Joginder Pal Kundra fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Sh. Joginder Pal Kundra, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Joginder Pal Kundra is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 7 as a special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Sh. Joginder Pal Kundra, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 8

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Dr. Har Prasad Bhattacharya (DIN-00304475) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Dr. Har Prasad Bhattacharya was appointed as an Independent Director at the Thirty First Annual General Meeting("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Har Prasad Bhattacharya would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, He has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Sh. Har Prasad Bhattacharya fulfils the conditions specified in the Companies Act 2013 and rule made there under for his appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Dr. Har Prasad Bhattacharya, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.



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In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Dr. Har Prasad Bhattacharya is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 8 as a special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Dr. Har Prasad Bhattacharya, to whom the resolution relates, is interested or concerned in the proposed resolution.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 9:

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations") which is effective from 01.04.2019, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity;

and for the purposes of the above clauses, net profits shall be calculated as per section 198 of the Companies Act, 2013.

Mr. Shishir Jaipuria(DIN: 00274959), was re-appointed as Managing Director for a term of three years effective from April 1, 2017 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on August 5, 2017 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of shareholders is sought if for any reasons, the remuneration payable to Mr. Shishir Jaipuria, Managing Director exceeds the aforesaid limits.

None of the Directors, Key Managerial Personnel or their relatives except Shri Shishir Jaipuria, to whom the resolution relates, and Shri Saket Jaipuria being relative, is interested or concerned in the proposed resolution.

The Board recommends the special resolution at Item No. 9 of the Notice for the approval of the members.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 10:

The Board, on recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) as Cost Auditors to conduct the audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending 31st March, 2020 at a remuneration of Rs. 1,60,000(Rupees One Lac Sixty Thousands only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is required by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2020.

The Directors recommend the resolution for your approval as an ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in the proposed resolution.

By order of the Board of Directors

Place: Noida
Date: 1st August, 2019

Bharat Singh
Company Secretary

STATEMENT IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 RELATING TO REMUNERATION PAYABLE TO WHOLE TIME DIRECTOR

I. GENERAL INFORMATION:

- | | |
|--|---|
| 1. Nature of Industry | Textile Industry |
| 2. Date or expected date of commencement of commercial production | The Company had commenced production in 1990. |
| 3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |



GINNI FILAMENTS LIMITED

₹ in Lacs)

4. Financial performance based on given indicators

Particulars	2018-19	2017-18
Total Revenue	81,244.54	70,800.07
Profit before Depreciation, Finance Cost & Tax	5,570.47	5,794.43
Finance Cost	3,346.32	3,012.15
Depreciation	2,572.04	2,563.34
Profit / (Loss) before Tax	(347.89)	218.94
Provision for Tax		
- Current Tax	44.81	127.03
- Deferred Tax	(87.79)	(199.32)
- Income Tax earlier years	44.56	25.58
Profit / (Loss) after Tax	(349.47)	265.65

5. Foreign Investments or collaborators, if any The Company has neither made any foreign investments nor has any collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. BACKGROUND:

SHRI SAKET JAIPURIA

Shri Saket Jaipuria holds Business Administration Degree from Carnegie Mellon University, Pittsburg, USA with distinction. He has good experience of the vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business.

He was appointed as 'Chief Executive' of the Company w.e.f. 10th January, 2011 and further appointed as Executive Director w.e.f. 11th February, 2016.

2. PAST REMUNERATION:

Past Remuneration paid to Shri Saket Jaipuria for the year 2018-19 were as under:

(₹ in Lacs)

	Salary	Perquisites & Others	Total
Shri Saket Jaipuria	55.80	6.15	61.95

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

SHRI SAKET JAIPURIA

Shri Saket Jaipuria has been mainly looking after the Processing, Garment Division and Non-Woven business of the Company successfully. He always engages on important company matters at oversight level and not management level. Apart from this, he keeps himself fully abreast with other key issues of the Company and often puts up his views candidly in the Board meetings for consideration.

5. REMUNERATION PROPOSED:

As per details given in the Explanatory Statement enclosed to the Notice of AGM.

6. COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON

Considering the size of the Company, the profile of the Managing Directors and Wholetime Directors, the responsibilities shouldered by them, the aforesaid remuneration is commensurate with the remuneration being drawn by persons of similar position in other Companies.

7. PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY

Besides the remuneration proposed, the Managing Directors and Wholetime Directors have no pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Shri Shishir Jaipuria, Chairman & Managing Director and Shri Saket Jaipuria, Executive Director are related to each other.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has incurred loss from its operations due to rising raw material prices and lower demand in international market particularly from China but is expecting to earn profit in future. This is an enabling provision for payment of remuneration in the unforeseen event of losses / inadequacy of profits.

2. Steps taken or proposed to be taken for improvement

We are exploring new markets for better results.

3. Expected increase in productivity and profits in measurable terms

Not Applicable.

IV. DISCLOSURES:

The requisite disclosures of remuneration packages etc. have been made in the Corporate Governance Report.

By order of the Board of Directors

Place: Noida
Date: 1st August, 2019

Bharat Singh
Company Secretary



Annexure-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 & SECRETARIAL STANDARD -2

Name of the Directors	Shri Shishir Jaipuria	Shri Saket Jaipuria	Smt. Manju Rana	Shri Jugal Kishore Bhagat
DIN Number	00274959	02458923	06939634	00055972
Date of Birth	07.04.1957	11.10.1982	01.01.1961	02.11.1943
Date of first Appointment on Board	14.02.1990	11.02.2011	01.08.2014	28.07.1982
Qualification	B. Com., LLB	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA	M. Sc. (Zoology), B. Ed.	B.Com. from University of Calcutta
Brief Resume and Experience / Expertise	Shri Shishir Jaipuria is M.Com., LLB and has about 35 years of experience in Textile Industry. He has served as Managing Director of The Pioneer Limited, a leading News Paper of U.P., He is a past President of Northern India Textile Mills' Association (NITMA), past Chairman of UP Committee of PHD Chamber of Commerce & Industry and past Chairman of Confederation of Indian Textile Industry (CITI).	Shri Saket Jaipuria has good experience of vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director in year 2011.	Smt. Manju Rana is a Principal - Director (Development) and a seasoned & prolific professional with more than 30 years of variegated ensemble of experience in the field of education, activity involved in all areas of education including developing curriculum student career preparation and evaluation methods.	Shri Jugal Kishore Bhagat is an eminent Industrialist having more than 44 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies.
Disclosure of Relationships between Directors, Manager and other Key Managerial Personnel of the company inter-se	Shri Saket Jaipuria, Executive Director of the Company is the son of Shri Shishir Jaipuria	Shri Shishir Jaipuria, Managing Director of the Company is the father of Shri Saket Jaipuria.	NIL	NIL
Directorship held in other Companies	1. The India Thermit Corporation Ltd. 2. PHD Chamber of Commerce 3. JNG Construction Pvt. Ltd.	1. Raghukul Trading Pvt. Ltd. 2. SRJ Edu Services Pvt. Ltd.	NIL	1. Ludlow Jute & Specialities Ltd.-(Listed) 2. CFM Infratex Limited 3. GINNI Flour & Foods Ltd 4. The Nainhati Jute Mills Co Ltd 5. Ludlow Chemical Solutions Ltd.
Chairman/ Membership of Committees of other Public Limited Companies(including only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stake holder Relationship Committee)	NIL	NIL	NIL	Shareholders / Investors Grievance Committee - Ludlow Jute & Specialities Ltd. (C)-(Listed)
No. of Shares held on 31.03.2019	3003013	6136008	NIL	2281



Name of the Directors	Shri Sushil Chandra Tripathi	Shri Joginder Pal Kundra	Shri Har Prasad Bhattacharya
DIN Number	00941922	00004228	00304475
Date of Birth	01.01.1946	14.04.1930	13.12.1939
Date of Appointment	01.08.2014	31.01.2000	30.10.2000
Qualification	M. Sc., LLB, P.G. Diploma in Development (Cantab), AIMA Diploma in Management	B.A.(H), LLB	Ph.D. (Textile Technology) from University of Manchester (U.K.)
Brief Resume and Experience / Expertise	Shri Sushil Chandra Tripathi, IAS (Retd) served many position in State Govt. of U.P. and the Govt. of India and spent nearly 20 years in Finance and Industry Sectors as a Chief Executive / Head of Department or Secretary to Govt. of U.P. He had also served various position of Govt. of U.P. like Dist. Magistrate- Almora and Aligarh, founder CEO of NOIDA township, Principal Secretary Industry, Principal Secretary to Governor and Principal Secretary Finance. He has expertise in Rural Economy & Cooperation.	Shri Joginder Pal Kundra is prominent Banker and an eminent financial consultant having vast experience. He joined the Imperial Bank of India in 1953 and rose to the top position of the successor Bank namely State Bank of India as its Managing Director. He was also Managing Director of State Bank of Bikaner and Jaipur and Chairman – Banking Services Board.	Dr.H.P. Bhattacharya is Ph. D in Textile Technology from the University of Manchester (U.K.). He had worked with the World Bank at its Head Quarters in Washington DC as Senior Textile Engineer responsible for modernization, diversification restructuring of Textile Industries in various countries. He also had held the position of Managing Director of National Textile Corporation Ltd.
Disclosure of Relationships between Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	NIL	NIL
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Gammon Infrastructure Projects Ltd.-(Listed) 2. Motherson Sumi Systems Ltd. -(Listed) 3. Reliance Nippon Life Asset management Ltd.-(Listed) 4. Religare Enterprises Ltd.-(Listed) Audit Committee <ol style="list-style-type: none"> 1. IIDC Ltd. (M) 2. IL&FS Energy Development Co. Ltd. (M) 3. Kailash Healthcare Ltd. (M) 4. Gammon Infrastructure Ltd. (M)-(Listed) 5. Motherson Sumi Systems Ltd. (M)-(Listed) 	<ol style="list-style-type: none"> 1. Dhunseri Ventures Limited-(Listed) 2. Taurus Asset Management Company Limited 	NIL
Chairman/ Membership of Committees of other Companies(including only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stake holder Relationship Committee)	Audit Committee <ol style="list-style-type: none"> 1. IIDC Ltd. (M) 2. IL&FS Energy Development Co. Ltd. (M) 3. Kailash Healthcare Ltd. (M) 4. Gammon Infrastructure Ltd. (M)-(Listed) 5. Motherson Sumi Systems Ltd. (M)-(Listed) 	Audit Committee - Dhunseri Ventures Limited(C)-(Listed) Stakeholder Relationship Committee - Dhunseri Ventures Limited(C)-(Listed)	NIL
No. of Shares held on 31.03.2019	NIL	NIL	NIL

Note: (i) For other details such as number of meetings of the Board attended during FY 2018-19 and remuneration drawn in respect of Mr. Saket Jaipuria and Mr. Shishir Jaipuria, please refer to the Corporate Governance Report which is a part of this Annual Report.

(ii) The disclosure pertaining to the number of shares held by Non-Executive Directors is inclusive of their shareholding in the Company and also inclusive of shareholding held on beneficial basis for any other person in the Company.



GINNI FILAMENTS LIMITED

GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

Regd. Office : 110 K.M. Stone, Delhi – Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)
Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby recorded my/our presence at the Thirty Sixth Annual General Meeting of the Company to be held on Saturday, the 7th September, 2019 at 11.30 A. M. at the Registered Office of the Company at 110 K.M. Stone, Delhi-Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)

Name(s) and Address of the Member(s) _____
Name(s) of the Joint Holder(s), if any _____
Folio No./DP ID* No. and Client ID* No. _____
I certify that I am a Member / Proxy for the Member holding _____ equity shares of ₹ 10/- each.

Please ✓ in the Box. Member Proxy

Name of the Member / Proxy in Block Letters

Signature of Member / Proxy attending

NOTES :

- Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- Duplicate Attendance Slip will not be issued at the venue.
* Applicable only in case of investors holding shares in Electronic Form.



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	:	L71200UP1982PLC012550
Name of the Company	:	GINNI FILAMENTS LIMITED
Registered Office	:	110 K.M. Stone, Delhi – Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)

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

I / We, being the Member(s) of _____ equity shares of ₹10/- each of the GINNI FILAMENTS LIMITED, hereby appoint

(i) Name : _____ Address : _____

E-mail ID: _____ Signature: _____, or failing him / her

(ii) Name : _____ Address : _____

E-mail ID: _____ Signature: _____, or failing him / her

(iii) Name : _____ Address : _____

E-mail ID: _____ Signature: _____, or failing him / her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Sixth Annual General Meeting (AGM) of the Company to be held on Saturday the 7th September, 2019 at Registered Office of the Company at 11.30 a.m. at 110 K. M. Stone, Delhi-Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

See overleaf



Important Communication to Members

The Companies Act, 2013 is taking step forward in promoting "Green initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement to help environment. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate the Company or Registrar of the Company i.e. M/s Skyline Financial Services (P) Ltd., New Delhi



Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (for)	I dissent from the resolution (against)
Ordinary Business:				
1	Adoption of Accounts for the financial year ended 31 st March, 2019, the Balance Sheet as on date and the Reports of The Directors and Auditors thereon.			
2	Appointment of Shri Shishir Jaipuria who retires by rotation and being eligible offers himself for re-appointment.			
Special Business:				
3	Re-appointment of Shri Saket Jaipuria as a Whole Time Director			
4	To approve Re-appointment of Mr. Jugal Kishore Bhagat, as Independent Director of the Company for second term			
5	To approve Re-appointment of Mr. Sushil Chandra Tripathi as Independent Director of the Company for second term			
6	To approve Re-appointment of Mrs. Manju Rana as Independent Director of the Company for second term			
7	To approve Re-appointment of Mr. Joginder Pal Kundra as Independent Director of the Company for second term			
8	To approve Re-appointment of Mr. Har Prasad Bhattacharya as Independent Director of the Company for second term			
9	Approval for payment of remuneration to Executive Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulation for the remaining tenure of his appointment			
10	Ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2020.			

Signed this _____ day of _____, 2019.
 Signature of the Shareholder(s) _____
 Signature of the Proxy holder(s) _____

Affixed Revenue Stamp

- NOTE :**
- This 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.
 - It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / her thinks appropriate.