



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

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

Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976

Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com

GFL/SEC/
September 07, 2019

National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, G-Block Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051.	Bombay Stock Exchange Ltd. Floor 25, P. J. Towers Dalal Street MUMBAI – 400 001
Symbol : GINNIFILA	Scrip Code : 590025

Sub. : Proceeding of 36th Annual General Meeting (AGM) of the Company held on 07th September, 2019.

Dear Sir,

In accordance with the provisions of Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015, we wish to inform you that members of the Company at their meeting held on 07th September, 2019 approved all the businesses as stated in the Notice of AGM dated 1st August, 2019 through e-voting and poll conducted at the AGM. The brief summary of the resolutions passed with the requisite majority are as under:

ORDINARY BUSINESS

Item No. 1 - Adopted 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.

Item No. 2 - Re-appointed Shri. Shishir Jaipuria (DIN 00274959), as Director of the Company who retired by rotation.

SPECIAL BUSINESS

Item No. 3 – Approved Re-appointment of Mr. Saket Jaipuria as whole time Director and passed the following Resolution 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

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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, Wholtime 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."

Item No. 4 - Approved Re-appointment of Mr. Jugal Kishore Bhagat as Independent Director of the Company for second term and passed the following Resolution as a Special resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with 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."

Item No. 5 - Approved Re-appointment of Mr. Sushil Chandra Tripathi as Independent Director of the Company for second term and passed the following Resolution 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."

Item No. 6 - Approved Re-appointment of Smt. Manju Rana as Independent Director of the Company for second term and passed the following Resolution 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 **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."





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Item No. 7 - Approved Re-appointment of Mr. Joginder Pal Kundra as Independent Director of the Company for second term and passed the following Resolution 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 **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."

Item No. 8 - Approved Re-appointment of Dr. Har Prasad Bhattacharya as Independent Director of the Company for second term and passed the following Resolution 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 **Dr. 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."

Item No. 9- Approved payment of remuneration to executive director in terms of regulation 17(6)(e) of SEBI amended listing regulations for the remaining tenure of his appointment and passed following Resolution as 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 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."





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Item No. 10 - Ratified the remuneration of M/s. K. G. Goyal & Associates, Cost Auditors (Firm Registration No. 000024) of the Company for the financial year ending 31st March, 2020 and passed the following resolution as an 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."

Thanking You,

Yours faithfully,
for **GINNI FILAMENTS LTD.**

BHARAT SINGH
COMPANY SECRETARY

