



# 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:secretarial@ginnifilaments.com, Website : www.ginnifilaments.com

September 2, 2022

National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Bandra Kurla Complex, Bandra (East) <b>MUMBAI – 400 051</b>	BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, MUMBAI – 400 051
<b>SCRIP CODE: GINNIFILA</b>	<b>SCRIP CODE: 590025</b>

**Kind Attn. : Department of Corporate Communication / Head Listing Department**

**Sub.: Notice of 39<sup>th</sup> Annual General Meeting**

Dear Sir,

Pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attached herewith the Notice of 39<sup>th</sup> Annual General Meeting of Ginni Filaments Limited, which is scheduled to be held on Wednesday, the 28<sup>th</sup> September, 2022 at 11:30 A.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”) without the physical presence of Members at a common Venue.

You are requested to take the above information on your records.

Thanking you,

Yours faithfully,

**For GINNI FILAMENTS LIMITED**

**BHARAT SINGH  
COMPANY SECRETARY**

Encl.: As above



## NOTICE

**Notice** is hereby given that the 39<sup>th</sup> (Thirty Ninth) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Wednesday, the 28<sup>th</sup> September, 2022 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, 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, 2022 including the Audited Balance Sheet as at March 31, 2022 and the statement of Profit and Loss Accounts 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.
3. To Re-Appoint the Statutory Auditor and to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and on the basis of recommendation of Audit Committee in terms of Rule 3 in Companies (Audit and Auditors) Rules, 2014 and as recommendation by Board of Directors, the consent of the Members be and is hereby accorded to re- appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), New Delhi as the Statutory Auditor of the Company whose term of appointment shall be completed on the conclusion of the Annual General Meeting to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting to be held in the year 2027 on a remuneration as may be fixed by the Board of Directors of the Company in consultation with Statutory Auditors from time to time."

### SPECIAL BUSINESS:

4. **Re-appointment of Shri Shishir Jaipuria as the Managing Director of the Company for a period of 3 years w.e.f. April 01, 2023**

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 Section 196, 197 and 203 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) Regulation, 2015, as amended from time to time and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the re-appointment of **Shri Shishir Jaipuria (DIN No. 00274959)** as the Managing Director of the Company for a further period of 3 (three) years with effect from **April 01, 2023** on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Shishir Jaipuria.

**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 re-enactment thereof for the time being in force) and rules made thereunder, Shri Shishir Jaipuria, Managing Director of the Company, shall henceforth be liable to determination of retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents. Instruments and writings as may be required to give effect to the aforesaid Resolution."

5. **Re-appointment of Shri Suresh Singhvi as the Whole Time Director of the Company for a period of 2 years w.e.f. August 01, 2022**

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 and 203 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 subject to such further approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of **Shri Suresh Singhvi (DIN No. 00293272)** as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 2 years with effect from 1<sup>st</sup> August, 2022 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Suresh Singhvi.

**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 re-enactment thereof for the time being in force) and rules made thereunder, Shri Suresh Singhvi, Director (Finance) & CFO of the Company, 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.”

## 6. Ratification of the Remuneration of the Cost Auditor

To consider, and if thought fit, to pass the following resolution, with or without modification(s), 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. 1,85,000/- (Rupees One Lakh Eighty Five Thousand 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, 2023, 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.”

Place: Noida  
Date: 29<sup>th</sup> July, 2022

**By Order of the Board**  
Bharat Singh  
**Company Secretary**  
Membership No. F6459

## NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and accordingly pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars, notifications, guidelines issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India (MCA) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. The relevant Explanatory Statement pursuant to Regulation 36(5) set out for item No 3 and Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36 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”) is also annexed.
3. Since, the AGM is being conducted through VC/OAVM, the Proxy Form and the Attendance Slip are not required to be annexed to this Notice.



4. Institutional/Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting through VC/OAVM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [jatinfcs@gmail.com](mailto:jatinfcs@gmail.com) with a copy marked to [Secretarial@ginnifilaments.com](mailto:Secretarial@ginnifilaments.com) .
5. The register of members and share transfer books of the Company shall remain closed from **22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022** (both days inclusive) for the purpose of Annual General Meeting.
6. 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 Registrar and Transfer Agent (RTA) Skyline Financial Services Pvt. Ltd. at D-153/A, 1<sup>st</sup> Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held in physical form.
7. Members holding shares in dematerialised mode are requested to register/ update their email addresses/Electronic Bank Mandate by contacting their respective Depository Participants.
8. 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, 1<sup>st</sup> 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
9. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
10. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
11. 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
12. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically or download from the website of the Company ([www.ginnifilaments.com](http://www.ginnifilaments.com)) or [www.nseindia.com](http://www.nseindia.com) .
13. Relevant documents referred to in the Annual Report including AGM Notice and explanatory statements are available for inspection through electronic mode basis by members upto the date of AGM and members may inspect by sending the request through email in this regard at [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com).
14. During the AGM, the statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013 will be available for inspection by members in electronic mode. Members can inspect the same at the website of the Company i.e. [www.ginnifilaments.com](http://www.ginnifilaments.com)
15. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, this Notice along with explanatory statement, inter-alia explaining the manner of attending this AGM through VC/OAVM and the instructions for electronic voting (e-voting), along with the Annual Report for the FY 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on Company's website ([www.ginnifilaments.com](http://www.ginnifilaments.com)), Stock Exchange's website ([www.nseindia.com](http://www.nseindia.com)) and CDSL website ([www.evotingindia.com](http://www.evotingindia.com)). Any Member/s requiring the hard copy of Annual Report may kindly send an email from the registered email id at or send a duly signed request in original at the registered office of the Company mentioned above.
16. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members, who have not registered their e-mail address with the Company or with their respective depository and wish to receive the Notice of the 39<sup>th</sup> AGM and the Annual Report, can now register/update their E-mail address with RTA at the following link : <http://>



[skylinerta.com/EmailReg.php](http://skylinerta.com/EmailReg.php) or send scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company by email to [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com) . Members holding shares in demat form can update their email address with their Depository Participants.

17. Please note that the updation/registration of email addresses on the basis of the above link and scanned documents will be only for the purpose of sending the notice of 39<sup>th</sup> AGM and Annual Report for 2021-22 and thereafter shall be disabled from the records of the RTA immediately after the 39<sup>th</sup> AGM.
18. 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. 21.09.2022** may obtain the login Id and password by sending a request mail at [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com) or [parveen@skylinerta.com](mailto:parveen@skylinerta.com)
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required to be annexed.
21. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. SEBI has mandated through said Circular furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com) .
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at [www.ginnifilaments.com](http://www.ginnifilaments.com).

Members may also note that Subsequently SEBI issued a Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated 25/05/2022 in respect of Simplification of procedure and standardization of formats of documents for issuance of duplicate securities certificates.

## 23. Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely **21<sup>st</sup> September, 2022** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

### INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS :

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.



- c) The Company has appointed Mr. Jatin Gupta of M/s Jatin Gupta & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.
- d) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 2 working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before the AGM in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the National Stock Exchange of India Ltd., Mumbai.
- f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- g) Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **21<sup>st</sup> September, 2022** may obtain the login details in the manner as mentioned below.

## 24. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on 25.09.2022 at 9.00 AM and ends on 27.09.2022 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 **21<sup>st</sup> September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,



listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

***Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.***

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.





- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

		<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on **“SUBMIT”** tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **<GINNI FILAMENTS LIMITED>** on which you choose to vote.
- (x) 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.
- (xi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xii) 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.



- (xiii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, 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.
    - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 17.09.2022 through email at [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com). Such questions shall be taken up during the meeting or replied within 7 days from the date of AGM by the Company suitably.
8. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com) on or before 17.09.2022. Those Members, who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



## EXPLANATORY STATEMENT

### *In terms of Regulation 36(5) of SEBI Regulations, 2015*

Members of the Company had approved the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), New Delhi as the Statutory Auditor of the Company at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company which is valid till 39<sup>th</sup> Annual General Meeting (AGM) i.e. forthcoming AGM of the Company.

M/s Doogar & Associates is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration No. 000561N. Firm has over 40 years standing with multi industry and multi-disciplinary experience. The firm offers wide gamut of professional services and provide a comprehensive range of fully coordinated services under a single umbrella which mainly includes audit & assurances, risk consulting & internal audit, taxation, corporate and financial advisory services and Business Valuations. The firm has presence in India with offices in Mumbai, Delhi (Head Office) & Agra. Firm has various large, medium & MNCs as clients across industry i.e., textile, hotel, real estate, infrastructure, steel, mobile, pharmaceuticals, power, seed, banking and financial sector. The firm is acting as auditors to various listed Companies.

In accordance with the provisions of the Companies Act, 2013 and on the recommendations of the Audit Committee and in the best interest of the Company, the Board of Director have considered and recommended proposed re-appointment of M/s Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) for another term of 5 years i.e. from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> AGM. M/s Doogar & Associates have provided their consent and confirmed their re-appointment, if made, would be within the limits of Section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The details of the proposed remuneration to be paid to M/s Doogar & Associates for the financial year is Rs. 17,50,000/-

### *In terms of Section 102 (1) of the Companies Act, 2013:*

#### **ITEM NO. 4:**

Shri Shishir Jaipuria was appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1<sup>st</sup> April, 2020. His present term will be concluded on 31<sup>st</sup> March, 2023. The Board of Directors of the Company at their meeting held on 29/07/2022 has re-appointed him as Managing Director of the Company for a further period of three (3) years with effect from 01/04/2023 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

- 1. Salary :** ₹ 11,80,000/- per month with annual increment of ₹ 80,000/- thereon. First increment will fall due on 1<sup>st</sup> April, 2024.
- 2. Commission :** Not exceeding 2% 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 Managing 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 Managing 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.

## MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Shishir Jaipuria, Managing 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. Shri Shishir 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 managing director 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 Shishir Jaipuria, to whom the resolution relates, may be deemed to be financially interested upto the extent of remuneration drawn by him and Shri Saket Jaipuria being relative, may be demed to be interested or concerned otherwise in the proposed resolution.

## ITEM NO. 5:

Shri Suresh Singhvi was appointed as Whole-time Director of the Company for a period of two (2) years w.e.f. 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2022 and his tenure was concluded on 31<sup>st</sup> July, 2022. The Board of Directors of the Company at their meeting held on 29<sup>th</sup> July, 2022 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of 2 years with effect from 1<sup>st</sup> August, 2022 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

1. **Basic Salary** : ₹ 2,10,000 /- per month and ₹ 2,25,000/- per month with effect from 1<sup>st</sup> August, 2023.
2. **H.R.A.** : 55% of Basic Salary.
3. **Special Incentive** : ₹ 5,00,000/- per annum w.e.f. 1<sup>st</sup> August, 2022 on completion of the relevant years.

**Other Benefits** : In addition to Basic Salary, he would also be entitled to following benefits :

- (i) **Medical Allowance / reimbursement**: 8.33% of the Basic Salary
- (ii) **Leave Travel Allowance / reimbursement**: 8.33% of the Basic Salary
- (iii) **Newspaper/ magazines reimbursement**: Upto ₹ 1,500/- per month
- (iv) **Entertainment reimbursement**: Upto ₹ 5,000/- per month
- (v) **Telecom / Computer Facilities**: As per requirements
- (vi) **Car facility**: Car(s) with driver
- (vii) **Insurance**: As per policy of the Company / requirements.
- (viii) **Membership** fee of professional bodies
- (ix) **Provident Fund**: As per rules of the Company
- (x) **Gratuity**: As per rules of the Company.
- (xi) **Encashment of Leave**: As per rules of the Company.

## MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Suresh Singhvi, Wholetime Director by way of salary, commission and perquisites shall be governed by the limits prescribed in Part II, Section II of Schedule V of the Companies Act, 2013.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

None of the Directors, Key Managerial Personnel or their relatives or concerned or interested financially or otherwise, except Shri Suresh Singhvi, to whom the resolution relates, is financial interested or concerned in the proposed resolution.



## ITEM NO. 6:

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 31<sup>st</sup> March, 2023 at a remuneration of Rs. 1,85,000/- (Rupees One Lakh Eighty Five Thousand 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 31<sup>st</sup> March, 2023.

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.

Place: Noida  
Date: 29<sup>th</sup> July, 2022

**By Order of the Board**  
Bharat Singh  
**Company Secretary**  
**Membership No. F6459**

## 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  <i>(Rs. in Lacs)</i>		
4.	Financial performance based on given indicators	<b>FINANCIAL RESULTS</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Revenue	<b>108949.99</b>	<b>78089.26</b>
		Profit before Depreciation, Finance Cost & Tax	<b>12454.07</b>	<b>11537.39</b>
		Less : Finance Cost	<b>2436.60</b>	<b>2711.04</b>
		Less: Depreciation and Amortisation Expenses	<b>2580.58</b>	<b>2479.88</b>
		Profit before Tax	<b>7436.89</b>	<b>6346.47</b>
		Provision for Tax		
		- Current	<b>2633.07</b>	<b>2462.98</b>
		- Deferred Tax	<b>(43.35)</b>	<b>(246.07)</b>
		- Income Tax earlier year	<b>10.86</b>	<b>-</b>
		Profit after Tax	<b>4836.31</b>	<b>4129.56</b>
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 SHISHIR JAIPURIA:

A renowned industrialist, having vast experience in Textile, Sugar, Media and Education Sector. Currently serving as Managing Director of Ginni Filaments Ltd, an integrated textile company, which produce yarn, fabrics, garments and technical textiles. He is presently Chairman of Textile & Technical Textile Committee of Federation of Indian Chambers of Commerce & Industry (FICCI) and Executive Committee Member of PHD Chamber of Commerce & Industry (PHDCCI). He is also Chairman of Jaipuria Group of Educational Institutions comprising a chain of K-12 schools, Pre-schools and two Management Institutions under its aegis. Jaipuria Group of Educational Institutions has a combined strength of more than 20000 students and 15000 alumni. A philanthropist, he chairs the Char Dham Ved Nyas, a Trust operating Sanskrit and Vedic education from primary to post graduate levels at five most auspicious centres of Indian religious pilgrimage. Besides, he chairs charitable trusts that run hospitals and guest houses at different places in India.

He was earlier Managing Director of The Pioneer Limited, a leading Newspaper in Uttar Pradesh. Formerly, he was on the Board of National Skill Development Corporation (NSDC). In the past he has served as Chairman of Confederation of Indian Textile Industry (CITI), Chairman of Northern India Textile Research Association (NITRA) and Chairman of Northern India Textile Mills Association (NITMA).

#### SHRI SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 41 years of experience in finance, accounts and legal matters. Before joining the Company he served for some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.

### 2. PAST REMUNERATION:

Past Remuneration paid to Shri Shishir Jaipuria for the year 2021-22 are as under:

(Rs. in Lacs)

	Salary	Perquisites & Others	Total
Shri Shishir Jaipuria	186	185.63	371.63
Shri Suresh Singhvi	42.24	8.49	50.73

### 3. RECOGNITION OR AWARDS : NIL

### 4. JOB PROFILE AND THEIR SUITABILITY

#### SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria has been looking after the overall operations of Company including financial planning and overall control of the Company and various other responsibilities as are assigned by the Board of Directors from time to time. During his tenure as Managing Director, the Company has undertaken various expansion / diversification plans and has improved its operating efficiency substantially.

#### SHRI SURESH SINGHVI :

Shri Suresh Singhvi is managing the whole finance and accounts related operations under the overall supervision and guidance of MD and Board of Directors of the Company. He has successfully managed financing of several expansion/ diversification projects of the Company.

### 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 Whole time Director, 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 and their shareholding in the Company, 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 cum President are related to each other. Further that Shri Shishir Jaipuria hold 3429033 Equity Shares of the Company, whereas Shri Saket Jaipuria hold 6136008 Equity Shares of the Company.

### III. OTHER INFORMATION:

#### 1. Reasons of loss or inadequate profits

The Company may have inadequate profits in future due to unexpected adversities due to cyclical nature of textile business and unforeseen variant of Corona which may result into operational constraints and impact profits, therefore we are taking it as an enabling provision for the upcoming years.

#### 2. Steps taken or proposed to be taken for improvement:

Company is exploring new products and markets for better results. Company is also taking measures of cost saving where possible.

#### 3. Expected increase in productivity and profits in measurable terms

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### IV. DISCLOSURES:

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the terms and conditions of re-appointments is given in Explanatory Statement annexed to this Notice.

Place: Noida

Date: 29<sup>th</sup> July, 2022

**By Order of the Board**

Bharat Singh

**Company Secretary**

**Membership No. F6459**

# GINNI FILAMENTS LIMITED



**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANIES SECRETARIES OF INDIA**

<b>Name of the Directors</b>	<b>Shri Shishir Jaipuria, Chairman &amp; Managing Director</b>	<b>Shri Suresh Singhvi, Whole-time Director, designated as Director Finance and CFO</b>
DIN Number	00274959	00293272
Date of Birth	07.04.1957	21.11.1953
Nationality	Indian	Indian
Date of Appointment	14.02.1990	30.07.2009
Qualification	B. Com., LLB	B.Com., LL.B, FCA
Brief Resume and Experience / Expertise	<p>A renowned industrialist, having vast experience in Textile, Sugar, Media and Education Sector. He is having 38 years of experience in textile industry and currently serving as Chairman &amp; Managing Director of Ginni Filaments Ltd, an integrated textile company, which produce yarn, fabrics, garments and technical textiles. He is presently Chairman of Textile &amp; Technical Textile Committee of Federation of Indian Chambers of Commerce &amp; Industry (FICCI) and Executive Committee Member of PHD Chamber of Commerce &amp; Industry (PHDCCI). He is also Chairman of Jaipuria Group of Educational Institutions comprising a chain of K-12 schools, Pre-schools and two Management Institutions under its aegis. Jaipuria Group of Educational Institutions has a combined strength of more than 20000 students and 15000 alumni. A philanthropist, he chairs the Char Dham Ved Nyas, a Trust operating Sanskrit and Vedic education from primary to post graduate levels at five most auspicious centres of Indian religious pilgrimage. Besides, he chairs charitable trusts that run hospitals and guest houses at different places in India.</p> <p>He was earlier Managing Director of The Pioneer Limited, a leading Newspaper in Uttar Pradesh. Formerly, he was on the Board of National Skill Development Corporation (NSDC). In the past he has served as Chairman of Confederation of Indian Textile Industry (CITI), Chairman of Northern India Textile Research Association (NITRA) and Chairman of Northern India Textile Mills Association (NITMA).</p>	<p>Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 41 years of experience in finance, accounts and legal matters. Before joining the Company he served for some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.</p>
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board	NIL	NIL
Remuneration last drawn (in Lakhs)	Rs. 371.63/- (for financial year 2021-22)	Rs. 50.73 (For Financial year 2021-22)



Terms and conditions of re-appointment along with the details of remuneration sought to be paid	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Relationship with other Directors, Manager and other Key Managerial Personnel	Shri Shishir Jaipuria, Chairman and Managing Director of the Company is the father of Shri Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President)	Nil
Number of listed entity from which the person has resigned since last 3 years	Nil	Nil
Directorship held in other Companies	1. The India Thermit Corporation Ltd. 2. PHD Chamber of Commerce and Industry 3. JNG Construction Pvt Ltd. 4. Ginni Consumer Private Limited 5. Institute Incubation & Innovation Council (I3c)-IIT Jammu	1. SRJ Edu Services Pvt Ltd. 2. JNG Construction Pvt Ltd
Membership/ Chairmanship of committees held in other Indian companies	Nil	Nil
Number of Board Meetings attended	Shri Shishir Jaipuria attended all the Board Meetings for the Financial year 2021-22	Shri Suresh Singhvi attended all the Board Meetings for the Financial year 2021-22
No. of Shares & % of shares held	3429033 (4.00%)	Nil
Shareholding of Non Executive Directors in the listed entity, including shareholding as a beneficial owner	N.A	N.A.