



# 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/  
August 5, 2017

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

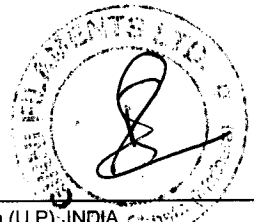
**Sub. : Proceeding of 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on 5<sup>th</sup> August, 2017.**

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 **5<sup>th</sup> August, 2017** approved all the businesses as stated in the Notice of AGM dated 12<sup>th</sup> May, 2017 through e-voting and poll conducted at the AGM. The brief summary of the resolutions passed with the requisite majority are as under:

1. Adopted the Audited Financial Statement for the financial year ended on March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the statement of Profit and Loss Account for the year ended on that date the Reports of the Directors' and the Auditors' thereon.
2. Re-appointed Shri Saket Jaipuria (DIN No. 2458923) a Director of the Company who retired by rotation.
3. Appointed M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN), as Auditors of the Company for a period of 5 years subject to ratification in each Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 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 appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN), New Delhi as the Statutory Auditor of the Company in place of the existing auditors M/s P. L. Gupta & Co. Chartered Accountants (F.R.011575C.) 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 39<sup>th</sup> Annual General Meeting to be held in the year 2022 subject to ratification in each Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”





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4. Re-appointed Shri Shishir Jaipuria as the Managing Director and passed the following resolution:

**"RESOLVED that** pursuant to the provisions of Section 196, 197,203 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 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 1<sup>st</sup> April, 2017 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate 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.

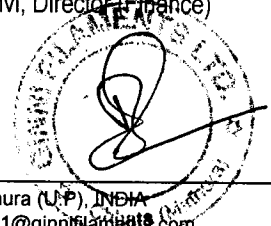
**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, Shri Shishir Jaipuria, Managing Director of the Company, presently liable to retire by rotation, 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-appointed Shri Suresh Singhvi as Whole-time Director designated as Director (Finance) & CFO and passed the following resolution:

**"RESOLVED that** pursuant to the provisions of Section 196, 197, 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 3 (three) years with effect from 1<sup>st</sup> August, 2017 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate 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.





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**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. Re-appointed Shri Yash Jaipuria as Executive Officer and passed the following resolution:

**"RESOLVED** that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the consent of the members of the company be and is hereby accorded to the re-appointment of Shri Yash Jaipuria, who is relative of some directors as the Executive Officer of the Company for a period of three years with effect from 1<sup>st</sup> January, 2018 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of the AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which terms 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 appointment in such form and manner or with such modification as the Board may deem fit and agreed to by Shri Yash Jaipuria)

**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."

7. Ratified the remuneration of M/s. K. G. Goyal & Associates, Cost Auditors (Firm Registration No. 000024) of the Company for the financial year ending 31<sup>st</sup> March, 2018 and passed the following resolution:

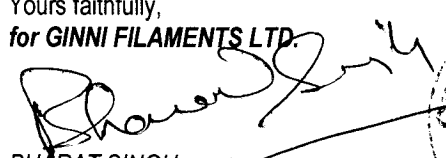
**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 1,40,000/- (Rupees One Lac forty 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) and Panoli (Distt. Bharuch, Gujarat) for the Financial Year ending March 31, 2018, 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**

