



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 29, 2018

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 35th Annual General Meeting (AGM) of the Company held on 29th September, 2018.

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 **29th September, 2018** approved all the businesses as stated in the Notice of AGM dated 9th August, 2018 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, 2018 including the Audited Balance Sheet as at March 31, 2018 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. Suresh Singhvi (DIN 00293272) a Director of the Company who retired by rotation.

Item No. 3 - Ratified the appointment of Statutory Auditors M/s. Doogar & Associates (Firm Registration No.000561IN) and Board of Directors were authorized to fix their remuneration in consultation with them and passed the following resolution as an Ordinary resolution :

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561IN), who had been appointed as Statutory Auditors of the Company for a Term of 5 Years at Thirty Fourth Annual General Meeting (AGM) held on 5th August, 2017 to hold office from the conclusion of 34th (Thirty Fourth) AGM until the conclusion of the 39th (Thirty ninth) AGM subject to ratification of the appointment by the members at every AGM, be and are hereby ratified at this AGM without further needs for ratification at the subsequent AGMs upto their term of appointment and the Board of Directors be and are hereby authorised to fix their remuneration as may be recommended by Audit Committee in consultation with the Auditors for the Financial Year ending March 31, 2019 and onward.”





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SPECIAL BUSINESS

Item No. 4 – Approved continuation of directorship of Mr. J.P Kundra as Non – Executive Independent Director and passed the following Resolution as a Special resolution :

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Mr. Joginder Pal Kundra holding DIN: 00004228, till the expiry of existing term of his appointment as Non-Executive Independent Director, who has attained the age of 75 (Seventy Five) years. Mr. J.P.Kundra was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

Item No. 5 - Approved continuation of directorship of Dr. Har Prashad Bhattacharya as Non – Executive Independent Director and passed the following Resolution as a Special resolution :

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Dr. Har Prashad Bhattacharya holding DIN: 00304475, till the expiry of existing term of his appointment as Non-Executive Independent Director, who has attained the age of 75 (Seventy Five) years. Dr. Har Prashad Bhattacharya was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

Item No. 6 - Approved continuation of directorship of Shri Jugal Kishore Bhagat as Non – Executive Independent Director and passed the following Resolution as a Special resolution :

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Shri Jugal Kishore Bhagat holding DIN: 00055972, till the expiry of existing term of his appointment as Non-Executive





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Independent Director, who will attain the age of 75 (Seventy Five) years on 22nd November, 2018. Shri Jugal Kishore Bhagat was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

Item No. 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 31st March, 2018 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. 1,50,000 (Rupees One Lac fifty 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, 2019, 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

