



NOTICE

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Wednesday the 10th September, 2014 at 11.30 A.M. at the Registered office of the Company at 110 - K.M. Stone, Delhi Mathura Road, Chhata - 281 401, Distt. : Mathura (U.P.), to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Suresh Singhvi (DIN No. 00293272), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and authorize Board of Directors 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 provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder M/s. P. L. Gupta & Co., Chartered Accountants (Firm Registration No. 011575C), the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Thirty Fourth AGM subject to ratification of the appointment by the members at every AGM and the Board of Directors be and are hereby authorized to fix the remuneration as may be recommended by Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Joginder Pal Kundra (DIN No. 00004228), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."
5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Har Prashad Bhattacharya (DIN No. 00304475), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."
6. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Jugal Kishore Bhagat (DIN No. 00055972), who was appointed as a Director, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."
7. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Ramesh Chandra Vaish (DIN No. 01068196), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."
8. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Sushil Chandra Tripathi (DIN No. 00941922), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."



9. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Manju Rana (DIN No. 06939634), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."
10. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as a **Special Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Dr. Rajaram Jaipuria (DIN No. 00274866), as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2014 on a remuneration 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 Dr. Rajaram Jaipuria.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 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, Dr. Rajaram Jaipuria, Managing Director of the Company, presently not 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 authorised 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."
11. 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, 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 Company be and is hereby accorded to the reappointment of Shri Shishir Jaipuria (DIN No. 00274959), as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2014 on a remuneration 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 Shishir Jaipuria.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 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 not 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 authorised 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."
12. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as a **Special Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration to Shri Saket Jaipuria (DIN No. 02458923), Whole-time Director designated as Executive Director of the Company for a remaining period of 2 (two) years of his tenure with effect from 11th February, 2014 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 Selection cum Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Saket Jaipuria.
RESOLVED FURTHER THAT the Board be and is hereby authorised 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."
13. 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, 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 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 1st August, 2014 on a remuneration 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 the Board be and is hereby authorised 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."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Shri Ram Ratan Maheshwari (DIN No. 02732734), as Whole-time Director designated as Director (Marketing & Business Development) of the Company for a period of 3 (three) years with effect from 1st August, 2014 on a remuneration 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 Ram Ratan Maheshwari.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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."

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed at the Twenty Sixth Annual General Meeting held on 30th July, 2009 and pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any Statutory Modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board including Committees thereof) for borrowing any sum or sums of moneys from time to time from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose but so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed an amount of ₹1000 Crores (Rupees One Thousand Crores only) exclusive of interest, and that the Board of Director be and is hereby further authorised to execute such deeds of debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may consider proper and containing such conditions and covenants as the Board of Directors may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed at the Twenty Sixth Annual General Meeting held on 30th July, 2009 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to Board of Directors of the Company (the Board including Committees thereof) to hypothecate / mortgage and / or charge and / or encumber in addition to the hypothecations / mortgages and / or charges and / or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the immovable and movable properties of the company wherever situated, both present and future, and / or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and its concern of the Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee / Foreign Currency Loans, guarantee assistance, stand by letter of credit / letter of credit, and/or any issue of Non Convertible Debentures, and/or compulsorily or optionally, fully or partly Convertible Debentures and/or Bonds, and/or any other Non Convertible and/or other partly / fully convertible instruments / securities, within the overall ceiling of ₹ 1000 Crores (Rupees One Thousand Crores only) in aggregate including mortgages and/or charges already created as prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

17. 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 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 company be and is hereby accorded to the appointment of Shri Yash Jaipuria, as Executive Officer of the Company for a period of three years with effect from 1st January, 2015 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 authorised 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."

18. 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. 2,42,000/- (Rupees Two Lacs Forty Two thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates, Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending 31st March, 2015, 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."

19. 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 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, the following Articles of the existing Articles of Association of the Company be and is hereby altered in the following manner:

By substituting the existing Articles 115 and 126 as under:

115. The Directors may from time to time elect one of their number to be the Chairman of the Board of Directors and determine the period for which he is to hold office. The Directors may likewise time elect one of their number to be the Vice-Chairman of the Board of Directors and determine the period for which he is to hold office. The Managing Director(s) of the Company can hold the position of Chairman or Vice-Chairman of the Company.

126. Managing Director or Managing Directors or whole-time Director or whole-time Directors shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or whole-time Director if he ceases to hold the office of Director for any reason whatsoever.

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

By Order of the Board

Place : Noida
Date : 1st August, 2014

Rajesh Tripathi
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2014 to 10th September, 2014 (both days inclusive).
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays between 10.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
6. Members are requested to:
 - (a) Notify change in their addresses, if any, to the Company / Share Transfer Agent / Depository Participant.
 - (b) Send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.



7. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
8. Members holding shares in physical form can avail of the nomination facility by filing Form 2B with the Company or its Registrar M/s Link Intime India Pvt. Ltd. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility.
9. (a) Members holding shares in physical form are advised to submit particulars of their Bank account viz. Name of the Bank, address of the branch, 9 digit MICR code of the branch, type of account and account number to the Company's Registrars and Transfer Agents viz. Link Intime India Pvt. Ltd. (Unit : Ginni Filaments Ltd.) A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110 028.
 (b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository Participants.
 (c) Members are requested to provide their e-mail addresses for sending the notice / documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
10. Pursuant to Section 205A of the Companies Act, 1956, unclaimed dividends declared upto financial year ended 31st March, 1995 had been transferred to the General Revenue Account of the Central Government. Members who have not claimed their dividend pertaining to the said period, may approach the Registrar of Companies, Uttar Pradesh & Uttarakhand, Kanpur for the same.
11. Pursuant to provisions contained in Section 205A and 205C of the Companies Act, 1956, the Company has transferred unclaimed dividend for the financial years 1995 - 96 to 1997 - 98, 2003 - 04 2004 - 05, 2005 - 06 and 2006 - 07 (Interim Dividend) remaining unclaimed for a period of seven years from the date, it first became due for payment, to the Investor Education and Protection Fund (IEPF) constituted by the Central Government and no claim shall lie against the IEPF or the Company in respect of individual amount(s) so credited to the IEPF.

12. Voting through electronic means:

Pursuant to section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Instructions for members for voting electronically :

(A) In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on "**Shareholders**" tab.
- iii) Now Enter your User ID

- a. **For CDSL: 16 digits beneficiary ID,**
- b. **For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
- c. **Members holding shares in Physical Form should enter Folio Number registered with the Company.**

- iv) Next enter the Image Verification as displayed and **Click on Login.**
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Physical Shareholder who have not updated their PAN with the Company are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 (Eight) digits folio number in the PAN Field. in case the folio in less then 8 (Eight) digits enter the applicable number of 0's before the folio number, Eg. if your name is Rakesh Kumar, with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member the number of shares held by you as on cut of date i.e 1st August 2014 in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "**SUBMIT**" tab.



- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name "**GINNI FILAMENTS LIMITED**" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

- The voting period begins on Wednesday, September 3, 2014 (9.00 a.m. IST) and ends on Thursday, September 4, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of August 1, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- Mr. Hemant Kumar Singh, of M/s Hament Singh & Associates, Company Secretaries (Membership No.6033 and C.P. No. 6370) (Address: 306, Surya Complex, 21 Veer Savarkar Block Shakarpur, Delhi-110092) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- Notice of the meeting is also displayed at **www.ginnifilaments.com**
- In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share transfer Agent, Link Intime India Pvt. Ltd. at 011-41410592-93-94 or write an email to delhi@linkintime.co.in.
- The result of voting will be announced by the Chairman of the meeting on or after the 31st AGM to be held on Wednesday, 10th September, 2014, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of: **www.cdslindia.com** and **www.ginnifilaments.com**.

ANNEXURE TO NOTICE

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

ITEM NO. 4 and 5:

Shri Joginder Pal Kundra and Dr. Har Prasad Bhattacharya are Non-Executive (Independent) Directors and retire by rotation at the ensuing AGM the erstwhile applicable provisions of the Companies Act, 1956. Shri Joginder Pal Kundra and Dr. Har Prasad Bhattacharya held the position of Director for more than 5 (five) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Kundra and Dr. Bhattacharya being eligible and seeking reappointment, are proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation. Shri Kundra and Dr. Bhattacharya are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.



The Company has received notices in writing from a members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Kundra and Dr. Bhattacharya for the office of Independent Directors of the Company.

In the opinion of the Board, Shri Kundra and Dr. Bhattacharya fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Brief resume of Shri Kundra and Dr. Bhattacharya, names of Companies in which they hold directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 4 and 5 as an Ordinary Resolution.

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

ITEM NO. 6:

Shri Jugal Kishore Bhagat is a Non-Executive (Independent) Director and whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Shri Jugal Kishore Bhagat held the position of Director for more than 5 (five) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Bhagat being eligible and seeking reappointment, is proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation.

Shri Bhagat is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Bhagat for the office of Independent Director of the Company.

In the opinion of the Board, Shri Bhagat fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Shri Bhagat, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

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

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

ITEM NO. 7, 8 and 9:

The Board appointed Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, as an Additional Directors with effect from 1st August, 2014 pursuant to provisions of Section 161 of the Companies Act, 2013 and in accordance with said provisions they will hold office up to the date of ensuing AGM. The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, for the office of Independent Directors of the Company. Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Ran, being eligible and seeking appointment, are proposed to be appointed as an Independent Directors for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation.

In the opinion of the Board, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, fulfill the conditions specified in the Companies Act 2013 and rule made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Brief resume of Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, names of Companies in which they hold directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 7, 8 and 9 as an Ordinary Resolution.

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

ITEM NO. 10:

Dr. Rajaram Jaipuria was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2009 to 31st March, 2014. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to reappoint him as a Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st April, 2014 on a remuneration as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:



GINNI FILAMENTS LIMITED

1. **Salary** : ₹3,25,000 per month with annual increment of ₹ 50,000/-. First increment will fall due on 1st April, 2015.
2. **Commission** : Not exceeding 3% 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 Dr. Rajaram Jaipuria, Managing Director by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

Dr. Rajaram Jaipuria was appointed as Director on 28th October, 1988 and with his vision and foresightedness conceived the Ginni Group. With more than 60 years of experience in managing industries including textiles, sugar and synthetic fibre etc., Dr. Jaipuria has brought glory to the organisation with tremendous growth during its commercial operation. He is a strong protagonist of modernism, who has used world class technologies to build quality culture across the group. His re-appointment as Managing Director of the Company would help the Company to grow further under his leadership. This is a strong justification for his re-appointment as Managing Director though he has attained the age of Eighty years.

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

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

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

ITEM NO. 11:

Shri Shishir Jaipuria was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2009 to 31st March, 2014. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to reappoint him as a Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st April, 2014 on a remuneration as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:

1. **Salary** : ₹3,00,000 per month with annual increment of ₹ 50,000/-. First increment will fall due on 1st April, 2015.
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.



GINNI FILAMENTS LIMITED

- 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 shall be governed by the limits prescribed under Section II of the Part 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 recommend 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, Dr. Rajaram Jaipuria and Shri Saket Jaipuria being relatives, is interested or concerned in the proposed resolution.

ITEM NO. 12:

Shri Saket Jaipuria was appointed as Whole-time Director designated as Executive Director of the Company for a period of 5 (five) years w.e.f. 11th February 2011 to 10th February 2016. However, the remuneration payable to him was approved for a period of 3 years i.e. upto 10th February, 2014 in terms of the provisions contained in Part II, Section II of Schedule XIII of the Companies Act, 1956. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to fix his remuneration for remaining period of 2 (two) years of his tenure as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:

1. **Salary** : ₹1,75,000 per month with annual increment of ₹ 25,000/-. Increment will fall due on 1st April, 2015.
2. **Commission** : Not exceeding 1% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites** : The Executive Director shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY - 'A' :

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

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

CATEGORY - 'B' :

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

MINIMUM REMUNERATION:

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



GINNI FILAMENTS LIMITED

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

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

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

ITEM NO. 13:

Shri Suresh Singhvi was appointed as Whole-time Director designed as Director (Finance) of the Company for a period of five years w.e.f. 1st August, 2009 to 31st July, 2014. The Board of Directors of the Company at its meeting held on 2nd May, 2014 has decided to reappoint him as a Director (Finance) & CFO of the Company for a further period of three years w.e.f. 1st August, 2014 on remuneration as approved by the Nomination and Remuneration Committee as set out below:

1. **Basis Salary** : ₹ 1,05,000/- per month with annual increment of ₹ 15,000/- Increment will fall due on 1st August, 2015.
2. **H.R.A.** : 55% of Basic Salary.
3. **Special Incentive** : ₹ 5,00,000/- per annum w.e.f. 1st August, 2014 on completion of the relevant years.
4. **Perquisites** : The Director (Finance) shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY - 'A'

- (i) Medical reimbursement : 8.33% of the Basic Salary
- (ii) Leave Travel Allowance reimbursement : 8.33% of the Basic Salary
- (iii) Newspaper/ magazines reimbursement: Upto ₹ 1,000/- per month
- (iv) Entertainment reimbursement : Upto ₹ 5,000/- per month
- (v) Telephone : Free Telephone facility
- (vi) Car facility : Car with driver
- (vii) Personal Accident / household Insurance : As per rules of the Company
- (viii) Membership fee of professional bodies

CATEGORY - 'B'

- (i) Contribution to the Provident Fund as per the 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 Suresh Singhvi, Director (Finance) & CFO by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part 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 recommend the resolution for your approval as a special resolution.

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

ITEM NO. 14:

Shri Ram Ratan Maheshwari was appointed as Whole-time Director designed as Director (Marketing & Business Development) of the Company for a period of five years w.e.f. 1st August, 2009 to 31st July, 2014. The Board of Directors of the Company at its meeting held on 2nd May, 2014 has decided to reappoint him as a Director (Marketing & Business Development) of the Company for a further period of three years w.e.f. 1st August, 2014 on remuneration as approved by the Nomination and Remuneration Committee as set out below:

1. **Basis Salary** : ₹1,05,000/- per month with annual increment of ₹15,000/- Increment will fall due on 1st August, 2015.
2. **H.R.A.** : 55% of Basic Salary.
3. **Special Incentive** : ₹5,00,000/- per annum w.e.f. 1st August, 2014 on completion of the relevant years.
4. **Perquisites** : The Director (Marketing & Business Development) shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY - 'A'

- (i) Medical reimbursement : 8.33% of the Basic Salary
- (ii) Leave Travel Allowance reimbursement : 8.33% of the Basic Salary
- (iii) Newspaper/ magazines reimbursement: Upto ₹ 1,000/- per month
- (iv) Entertainment reimbursement : Upto ₹ 5,000/- per month
- (v) Telephone : Free Telephone facility
- (vi) Car facility : Car with driver
- (vii) Personal Accident / household Insurance : As per rules of the Company
- (viii) Membership fee of professional bodies



CATEGORY - 'B'

- (i) Contribution to the Provident Fund as per the 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 Ram Ratan Maheshwari, Director (Marketing & Business Development) by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part 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 recommend the resolution for your approval as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Shri Ram Ratan Maheshwari, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 15 and 16:

The Members of the Company, at the Twenty Sixth Annual General Meeting held on 30th July, 2009, had pursuant to provisions of Section 293(1)(d) of the Companies Act, 1956, authorised the Board of Directors of the Company to borrow from time to time, a sum of money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that, the sum or sums so borrowed and remaining outstanding at any time shall not exceed ₹ 1000 Crores (Rupees One Thousand Crores only) exclusive of interest and also pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956 empowered the Board of Directors to hypothecate/mortgage and/ or charge in addition to the hypothecations/mortgages and / or charges created by the Company, all or any part of the immovable properties of the Company, to secure the borrowings of the Company, within the overall ceiling of ₹ 1000 Crores (Rupees One Thousand Crores only) as prescribed by the members of the Company in terms of Section 293(1)(d) of the Companies Act, 1956. The said consents were accorded by the members through an Ordinary Resolutions, now as per requirement of Section 180(1)(c) and 180(1)(a) of Companies Act, 2013 the above powers can be exercised by the Board of Directors of the Company only with the consent of the Company by a special resolution. Accordingly, consent of members is required by way of a special resolution.

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

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

ITEM NO. 17:

The Board of Directors of the Company has appointed Shri Yash Jaipuria as "Executive Officer" for a period of 3 (three) years w.e.f. 11th February, 2012 and his term will expire on 10th February, 2015. In terms of provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, prior approval of the Company is required in case of related party's appointment to any office or place of profit in the Company. Shri Yash Jaipuria being son of Shri Shishir Jaipuria, Managing Director and brother of Shri Saket Jaipuria, Executive Director holds the position of related party in terms of provisions of the Companies Act, 2013. The Board of Directors of the Company at its meeting held on 1st August, 2014 has decided to re-appoint him as "Executive Officer" for a period of three years w.e.f. from 1st January, 2015 before the expiry of his term on a revised remuneration as recommended and approved by the Nomination and Remuneration Committee and Audit Committee of the Board considering his experience and expertise, as set out below:

1. **Basis Salary** : ₹ 70,000 - 7000 - 84000 per month, First Increment will fall due on 1st January, 2016.
2. **H.R.A.** : 55% of Basic Salary.
3. **Other Benefits**: In addition to Basic Salary, he would also be entitled to following benefits.

CATEGORY - 'A'

- (i) **Medical reimbursement** : One month of Basic Salary in a year.
- (ii) **Leave Travel Concession**: One month of Basic Salary in a year.
- (iii) **Personal Accident Insurance**: Premium upto 15 days of Basic Salary in a year.
- (iv) **Car**: Free use of the Company's Car with driver.
- (v) **Telecom/Computer Facilities**: As per requirements
- (vi) **Provident Fund**: As per rules of the Company
- (vii) **Gratuity**: As per rules of the Company.
- (viii) **Encashment of Leave**: As per rules of the Company.

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

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

ITEM NO. 18:

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 00024) as Cost Auditors to conduct the audit of the cost records of the Company, if required in accordance with Companies Act, 2013 and rules made thereunder for the Financial Year ending 31st



GINNI FILAMENTS LIMITED

March, 2015 at a remuneration of ₹ 2,42,000/- (Rupees Two Lacs Forty Two 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 31st March, 2015.

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.

ITEM NO. 19:

The existing Articles of Association ("Articles") are based on the Companies Act, 1956 and to bring in the conformity with the Companies Act, 2013 several provisions requires deletion or substitution. In accordance with Article 115 of Articles, the Directors may from time to time elect the Chairman and appoint Vice-Chairman of the Board of Directors, while under the provisions of Section 203 of the Companies Act, 2013, it is stated that "an individual shall not be appointed or re-appointed as the Chairperson of the Company, in pursuance of the Articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless,- (a) the Articles of such a Company provide otherwise; or (b) the Company does not carry multiple businesses. Dr. Rajaram Jaipuria is presently holding the position of Chairman and Managing Director and Board recommends to make necessary changes in Article 115 of the Articles so that Managing Director can hold office of the Chairman at the same time.

Further in accordance with provisions of Section 152 of the Companies Act, 2013, Independent Directors have been excluded from the total number of Directors whose period of office is liable to determination by retirement of Directors by rotation and Nominee Directors appointed by the Financial Institution are also not subject to retire by rotation. While Article 126 of Articles provides that Managing Director shall not, while continues to hold office be subject to retirement by rotation and Board recommends to make necessary changes in Article 126 of Articles so that the requirement of Section 152 of the Companies Act, 2013 can be fulfilled.

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

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

By order of the Board of Directors

Place : Noida

Rajesh Tripathi

Date : 1st August, 2014

Company Secretary

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

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
4. Financial performance based on given indicators

(₹ in Lacs)

Particulars	2013-14	2012-13
Total Revenue	87568.77	74653.32
Profit before Depreciation, Finance Cost & Tax	12601.43	9545.80
Finance Cost	3773.30	4423.75
Depreciation	2466.44	2415.66
Profit / (Loss) before Tax	5033.23	2706.39
Provision for Tax		
- Current	1090.10	1585.75
- Deferred	48.09	904.80
Profit / (Loss) after Tax	3627.12	1753.50

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



II. INFORMATION ABOUT THE APPOINTEES:

1. BACKGROUND:

DR. RAJARAM JAIPURIA:

Dr. Rajaram Jaipuria has Doctorate Degree in Economics. He has been associated with the Textile Industry for over 60 years. He has served as the Chairman of several Companies viz. The Pioneer Limited, Swadeshi Polytex Limited, Swadeshi Mining & Mfg. Co. Ltd. and as Managing Director of Swadeshi Cotton Mills Co. Ltd. He is a past Chairman of Indian Cotton Mills Federation now known as Confederation of Indian Textile Industry (CITI) and is a former Committee Member of Federation of Indian Chamber of Commerce & Industry (FICCI). He is also a member of International Who's Who of Professional of U.S.A. and has represented India at the 50th Session of ILO at Geneva as Government Nominee. Dr. Jaipuria's interest in education, social welfare and philanthropic activities are phenomenal.

SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria is B. Com., LLB and has about 30 years of experience in Textile Industry. He has served as Managing Director of The Pioneer Limited, a leading News Paper of U.P. He is a past President of Northern India Textile Mills' Association (NITMA), past Chairman of UP Committee of PHD Chamber of Commerce & Industry and past Chairman of Confederation of Indian Textile Industry (CITI).

SHRI SAKET JAIPURIA

Shri Saket Jaipuria holds Business Administration Degree from Carnegie Mellon University, Pittsburg, USA with distinction. He has good experience of the vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company w.e.f. 10th January, 2004 and further appointed as Executive Director w.e.f. 11th February, 2011.

SHRI SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 33 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.

SHRI RAM RATAN MAHESHWARI:

Shri Ram Ratan Maheshwari is a Chemical Engineer and also M.B.A. and is having vast experience in the area of sales and marketing. Earlier he has served for some of the big business houses. He is working with the Company at the top level since long time and has made substantial contribution in the growth of the Company.

2. PAST REMUNERATION:

Past Remuneration paid to Dr. Rajaram Jaipuria, Shri Shishir Jaipuria, Shri Saket Jaipuria, Shri Suresh Singhvi and Shri Ram Ratan Maheshwari for the year 2013-14 are as under:

(₹in Lacs)

	Salary	Commission*	Perquisites & Others	Total
Dr. Rajaram Jaipuria	55.80	157.58	8.89	222.27
Shri Shishir Jaipuria	51.15	105.05	11.36	167.56
Shri Saket Jaipuria	19.99	52.53	2.63	75.15
Shri Suresh Singhvi	22.82	—	4.44	27.26
Shri Ram Ratan Maheshwari	22.82	—	3.64	26.46

* Commission shall be paid after approval of Annual Account by the Shareholders.

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

DR. RAJARAM JAIPURIA:

The Company's operations are managed by Dr. Rajaram Jaipuria under the guidance of the Board of Directors. The Company has made all round progress under his able leadership establishing itself as one of the leading Textile Exporters of the Country. Dr. Rajaram Jaipuria is the Managing Director of the Company since 1990.

SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria has been looking after the overall operations of Company including financial planning and over all 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 SAKET JAIPURIA

Shri Saket Jaipuria is managing the overall business of Process House unit at Kosi and Garment unit at Noida under the overall supervision and guidance of CMD, MD and Board of Directors of the Company.

**SHRI SURESH SINGHVI:**

Shri Suresh Singhvi is managing the whole finance and accounts related operations under the overall supervision and guidance of CMD, MD and Board of Directors of the Company. He has successfully managed financing of several expansion/diversification projects of the Company including setting up of non-woven plant at panoli (Gujarat) with the project cost of around ₹130 crores.

SHRI RAM RATAN MAHESHWARI :

Shri Ram Ratan Maheshwari is handling the overall development of sales and marketing strategies of the Company under the supervision and guidance of CMD, MD and Board of Directors. He was instrumental in setting up the Technical Textile unit at Panoli and expansion of CPD unit Haridwar.

5. REMUNERATION PROPOSED:

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

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

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

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

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

III. OTHER INFORMATION:**1. Reasons of loss or inadequate profits**

The Company has shown profits from its operations in the current year and is expecting to earn profits in the future also. This is an enabling provision for payment of remuneration in the unforeseen event of losses / inadequacy of profits.

2. Steps taken or proposed to be taken for improvement

Not Applicable.

3. Expected increase in productivity and profits in measurable terms

Not Applicable.

IV. DISCLOSURES:

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

By order of the Board of Directors

Place : Noida
Date : 1st August, 2014

Rajesh Tripathi
Company Secretary

Ginni Filaments Limited

CIN NO. L71200UP1982PLC012550

Registered Office:

110 K.M. Stone, Delhi-Mathura Road,
Chhata - 281 401, Dist. Mathura (U.P.)

Corporate Office

H-6, Sector-63, NH-24, Noida (U.P.)-201 307



DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Name of the Directors	Dr. Rajaram Jaipuria	Shri Shishir Jaipuria	Shri Joginder Pal Kundra	Shri Jugal Kishore Bhagat	Dr. Har Prasad Bhattacharya
DIN Number	00274866	00274959	00004228	00055972	00304475
Date of Birth	16.01.1934	07.04.1957	14.04.1930	02.11.1943	13.12.1939
Date of Appointment	28.10.1988	14.02.1990	31.01.2000	28.07.1982	30.10.2000
Qualification	Ph.D. (Economics) from Agra University	B.Com, LL.B.	B.A.(H), LLB	B.Com. from University of Calcutta	Ph.D. (Textile Technology) from University of Manchester (U.K.)
Experience / Expertise	Dr. Rajaram Jaipuria has Doctorate Degree in Economics. He has been associated with the Textile Industry for over 60 years. He has served as the Chairman of several Companies viz. The Pioneer Limited, Swadeshi Polytext Limited, Swadeshi Mining & Mfg. Co. Ltd. and as Managing Director of Swadeshi Cotton Mills Co. Ltd. He is a past Chairman of Indian Cotton Mills Federation now known as Confederation of Indian Textile Industry (CITI) and is a former Committee Member of Federation of Indian Chamber of Commerce & Industry (FICCI). He is also a member of International Who's Who of Professionals of U.S.A. and has represented India at the 50th Session of ILO at Geneva as Government Nominee. Dr. Jaipuria's interest in education, social welfare and philanthropic activities are phenomenal.	He has about 30 years of experience in the Textile Industry. He has served as Managing Director of the Pioneer Limited, a leading News Paper of U.P. He is a past President of Northern India Textile Mills' Association (NITMA), past Chairman of UP Committee of PHD Chamber of Commerce & Industry and past Chairman of Confederation of Indian Textile Industry (CITI).	Shri Joginder Pal Kundra is prominent Banker and an eminent financial consultant having vast experience. He joined the Imperial Bank of India in 1953 and rose to the top position of the successor Bank namely State Bank of India as its Managing Director. He was also Managing Director of State Bank of Bikaner and Jaipur and Chairman - Banking Services Board.	Shri Jugal Kishore Bhagat is eminent Industrialist having more than 39 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies.	Dr H.P. Bhattacharya is Ph. D in Textile Technology from the University of Manchester (U.K.). He had worked with the World Bank at its Head Quarters in Washington DC as Senior Textile Engineer responsible for modernization, diversification restructuring of Textile Industries in various countries. He also had held the position of Managing Director of National Textile Corporation Ltd.
Directorship held in other Public Companies	1. The India Thermit Corporation Ltd. 2. CFM Infracex Ltd.	NIL	1. Taurus Asset Management Co. Ltd. 2. Ratnabali Capital Markets Ltd. 3. Dhunseri Petrochem & Tea Ltd.	1. Ludlow Jute & Specialties Ltd. 2. The Naihaiti Jute Mills Company Ltd. 3. Tyroon Tea Company Ltd. 4. Ludlow Exports Ltd. 5. Ginni Flour & Foods Ltd. 6. CFM Infracex Ltd.	NIL
Chairman / Membership of Committees in other Public Limited Companies C=Chairman M=Member	NIL	NIL	Audit Committee - Dhunseri Petrochem & Tea Ltd. (C) - Ratnabali Capital Markets Ltd.(M) - Taurus Asset Management Co. Ltd. (M) Shareholders/Investors Grievance Committee - Dhunseri Petrochem & Tea Ltd. (C) Remuneration Committee - Taurus Asset Management Co. Ltd. (C) - Ratnabali Capital Markets Ltd.(M) - Dhunseri Petrochem & Tea Ltd. (M)	Shareholders / Investors Grievance Committee - Ludlow Jute & Specialties Ltd. (C) - Tyroon Tea Company Ltd. (M) Audit Committee - Tyroon Tea Company Ltd. (M)	NIL
No. of Shares held on 31.03.2014	340733	2864276	NIL	2281	NIL



DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Directors	Shri Suresh Singhvi	Shri Ram Ratan Maheshwari	Smt. Manju Rana	Dr. Ramesh Chandra Vaish	Shri Sushil Chandra Tripathi
DIN Number	00293272	02732734	06939634	01068196	00941922
Date of Birth	21.11.1953	18.09.1954	01.01.1961	19.06.1941	01.01.1946
Date of Appointment	30.07.2009	30.07.2009	01.08.2014	01.08.2014	01.08.2014
Qualification	B.Com., LL.B., FCA	B.E.(H), ACWA, MBA	M.Sc. (Zoology), B.Ed.	M.Com., LL.B., FCA and Ph.D. in Economics from University of Florida, USA	M. Sc., LL.B. P.G. Diploma in Development (Cantab), AIMA Diploma in Management
Experience / Expertise	Shri Suresh Singhvi, Chartered Accountant and Law Graduate having 33 Years of experience in Finance, account and legal matters. He served in the big business groups including Swadeshi Polytex Ltd. He is working with the Company at the top Level since long time and has contributed a lot in the growth of the Company.	Shri Ram Ratan Maheshwari is a Chemical Engineer and also MBA is having vast experience in the area of sales and marketing. He served in the big business groups including Swadeshi Polytex Ltd. He is working with the Company at the top Level since long time and has contributed a lot in the growth of the Company.	Smt. Manju Rana is a Principal Director (Development) and a seasoned & prolific professional with more than 25 years of varied ensemble of experience in the field of education, activity involved in all areas of education including developing curriculum student career preparation and developing evaluation methods.	Dr. Ramesh Chandra vaish is an eminent practicing Chartered Accountant having over 45 years of experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi and he has been a Senior Counsel, Tax and Business Advisory Services at Pricewaterhouse Coopers, New Delhi.	Shri Sushil Tripathi, IAS (Retd) served many position in State Govt. of U.P. and the Govt. of India and spent nearly 20 years in Finance and Industry Sectors as a Chief Executive / Head of Department or Secretary to Govt. of U.P. He had also served various position of Govt. of U.P. like Distt Magistrate- Almora and Aligarh, founder CEO of NOIDA township, Principal Secretary Industry, Principal Secretary to Governor and Principal Secretary Finance. He has expertise in Rural Economy & Cooperation.
Directorship held in other Public Companies	NIL	NIL	NIL	1. Ansal Properties and Infrastructure Ltd. 2. Omax Autos Ltd. 3. Jaiprakash Power Ventures Ltd. 4. OCL India Ltd. 5. Jaypee Infratech Ltd. 6. Roto Pumps Ltd. 7. GI Power Corporation Ltd.	1. Indusind Bank Ltd. 2. Reliance Capital Assets Management Ltd. 3. IDIC Ltd. 4. IL&FS Energy Development Co. Ltd. 5. Kailash Healthcare Ltd. 6. Gammon Infrastructure Ltd. 7. The State Trading Corporation of India Ltd. 8. Moherson Sumi Systems Ltd.
Chairman / Membership of Committees in other Public Limited Companies C=Chairman M=Member	NIL	NIL	NIL	Audit Committee - Ansal Properties & Infrastructure Ltd. (M) - Omax Autos Ltd. (C) - OCL India Ltd. (M) Remuneration Committee - Omax Autos Ltd. (C)	Audit Committee - Indusind Bank Ltd. (M) - Reliance Capital Assets Management Ltd. (M) - IDC Ltd. (M) - IL&FS Energy Development Co. Ltd. (M) - Kailash Healthcare Ltd. (M) - Gammon Infrastructure Ltd. (M) - Moherson Sumi Systems Ltd. (M)
No. of Shares held on 31.03.2014	NIL	NIL	NIL	NIL	NIL

GINNI FILAMENTS LIMITED



CIN: L71200UP1982PLC012550
 Regd. Office : 110 K.M. Stone, Delhi - Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)
 Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com

ATTENDANCE SLIP

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

I/We hereby recorded my/our presence at the Thirty First Annual General Meeting of the Company to be held on Wednesday the 10th September, 2014 at 11.30 A. M. at the Registered Office of the Company at 110 K.M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)

NAME(S) AND ADDRESS OF THE MEMBER(S) _____

Folio No./DP ID* No. and Client ID* No. _____

I/certify that I am a Member / Proxy for the Member holding _____ equity shares of ₹ 10/- each.

Name of the Member / Proxy in Block Letters

Signature of Member / Proxy attending

NOTES :

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L71200UP1982PLC012550
 Name of the Company : GINNI FILAMENTS LIMITED
 Registered Office : 110 K.M. Stone, Delhi - Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)
 Name(s) of the Member(s) :
 Registered address :
 E-mail ID :
 Folio No / Client Id # :
 DP ID # :

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

- Name : Address
 E-mail ID : Signature:.....or failing him / her
- Name : Address
 E-mail ID : Signature:.....or failing him / her
- Name : Address
 E-mail ID : Signature:.....or failing him / her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting (AGM) of the Company, to be held on the 10th day of September, 2014 at Registered Office of the Company at 11.30 a.m. at 110 K. M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (For)	I dissent from the resolution (Against)
Ordinary Business				
1	Audited Financial statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014.			
2	Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment.			
3	Appointment of Statutory Auditors and fix their remuneration.			
Special Business				
4	Appointment of Shri Joginder Pal Kundra as an Independent Director.			
5	Appointment of Dr. Har Prasad Bhattacharya as an Independent Director.			
6	Appointment of Shri Jugal Kishore Bhagat as an Independent Director.			
7	Appointment of Dr. Ramesh Chandra Vaish as an Independent Director.			
8	Appointment of Shri Sushil Chandra Tripathi as an Independent Director.			
9	Appointment of Smt. Manju Rana as an Independent Director.			



Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (For)	I dissent from the resolution (Against)
10	Re-appointment of Dr. Rajaram Jaipuria as a Managing Director.			
11	Re-appointment of Shri Shishir Jaipuria as a Managing Director.			
12	Fixation of remuneration of Shri Saket Jaipuria as a Whole Time Director.			
13	Re-appointment of Shri Suresh Singhvi as a Wholetime Director.			
14	Re-appointment of Shri Ram Ratan Maheshwari as a Wholetime Director.			
15	Authority to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 1,000 Crore.			
16	Authority to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding ₹ 1,000 Crore.			
17	Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013.			
18	Ratification of the remuneration of Cost Auditors or the financial year ending 31st March, 2015.			
19	Amendment of certain Articles of the Articles of Association of the Company under section 14 of the Companies Act, 2013.			

Signed this ____ day of _____, 2014.

Signature of the Shareholder(s) _____

Signature of the Proxy holder(s) _____

Affixed
Revenue
Stamp

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / her thinks appropriate.
3. #Applicable only in case of investors holding shares in Electronic Form.