

Compliance Report on Corporate Governance

1. Name of Listed Entity : **GINNI FILAMENTS LIMITED**

2. Quarter ending : **September 30, 2016**

| I. Composition of Board of Directors | | | | | | | | |
|---------------------------------------------|-------------------------|------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------|----------|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr./Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson / Executive/ Non-Executive / independent / Nominee) ^{&} | Date of Appointment in the current term / cessation | Tenure * | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit / Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of Post of Chairperson in Audit / Stakeholders Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Shishir Jaipuria | AANPJ5627K00274959 | Chairperson - Executive | 01.04.2014 | --- | 1 | 2 | --- |
| Mr. | Saket Jaipuria | ADGPJ8314D02458923 | Executive | 11.02.2016 | --- | 1 | 1 | --- |
| Mr. | Suresh Singhvi | AIGPS1249B00293272 | Executive | 01.08.2014 | --- | 1 | --- | --- |
| Mr. | Ram Ratan Maheshwari | AAGPM1562R02732734 | Executive | 01.08.2014 | --- | 1 | --- | --- |
| Mr. | Joginder Pal Kundra | AADPK4328A00004228 | Independent | 10.09.2014 | 5 | 2 | 1 | 3 |
| Mr. | Jugal Kishore Bhagat | ADUPB7807P00055972 | Independent | 10.09.2014 | 5 | 2 | 2 | 1 |
| Mr. | Har Prasad Bhattacharya | AAKPB9946L00304475 | Independent | 10.09.2014 | 5 | 1 | 1 | --- |
| Ms. | Manju Rana | ABTPR6685A06939634 | Independent | 10.09.2014 | 5 | 1 | 1 | --- |
| Mr. | Sushil Chandra Tripathi | ACXPT9105A00941922 | Independent | 10.09.2014 | 5 | 3 | 6 | 2 |
| Mr. | Ramesh Chandra Vaish | ABIPV3776H01068196 | Independent | 10.09.2014 | 5 | 5 | 2 | 1 |



^s PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees | | |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Name of Committee | Name of Committee Members | Category (Chairperson/Executive/Non Executive / Independent / Nominee) ^s |
| 1. Audit Committee | Mr. Joginder Pal Kundra Mr. Shishir Jaipuria Mr. Har Prasad Bhattacharya Mr. Jugal Kishore Bhagat Ms. Manju Rana | Independent - Chairperson Executive Independent Independent Independent |

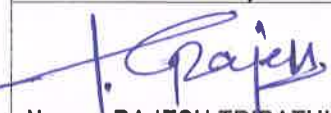



| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 2. Nomination & Remuneration Committee | Mr. Joginder Pal Kundra Mr. Sushil Chandra Tripathi Mr. Jugal Kishore Bhagat Mr. Har Prasad Bhattacharya | Independent - Chairperson Independent Independent Independent | |
| 3. Risk Management Committee (if applicable) | N.A. | N.A. | |
| 4. Stakeholders Relationship Committee | Mr. Sushil Chandra Tripathi Mr. Shishir Jaipuria Mr. Jugal Kishore Bhagat Mr. Saket Jaipuria | Independent - Chairperson Executive Independent Executive | |
| <p>^{&}Category of Directors means executive/non-executive / independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen</p> | | | |
| III. Meeting of Board of Directors | | | |
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) | |
| 30.04.2016 | 06.08.2016 | 97days | |
| IV. Meeting of Committee | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee - 06.08.2016 | Yes, 4 members (including 3 Independent Directors) present out of 5 members | 30.04.2016 | 97 days |
| Stakeholders Relationship Committee - 06.08.2016 | Yes, 3 members (including 2 Independent Director) present out of 4 members | 30.04.2016 | 97 days |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | Compliance status (Yes/No/NA) refer note below | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholder approval obtained for material RPT | | N.A. | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes | |
| Note | | | |
| 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. | | | |
| 2. If status is "No" details of non-compliance may be given here | | | |
| VI. Affirmations | | | |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes | | | |
| 2. The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | | | |
| a. Audit Committee – Yes | | | |
| b. Nomination & remuneration committee – Yes | | | |
| c. Stakeholders relationship committee – Yes | | | |
| d. Risk management committee (applicable to the top 100 listed entities) – Not applicable | | | |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes | | | |
| 4. The meetings of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes | | | |
| 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – Yes | | | |
| b. Any comments/observations/advice of Board of Directors may be mentioned here: | | | |
|  RAJESH TRIPATHI Company Secretary & Compliance Officer | |  | |

Note:

Information at Table I & II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listing entity and instead a statement "same as previous quarter" may be given

Compliance Report on Corporate Governance

| I Affirmations | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i> | 19(3) | Yes |
| <i>Whether "Corporate Governance report" disclosed in Annual Report</i> | 34(3) read with para C of Schedule V | Yes |
| Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated 2 If status is "No" details of non-compliance may be given here 3 If the Listed Entity would like to provide any other information the same be indicated here. | | |
|  Name : RAJESH TRIPATHI Company Secretary & Compliance Officer | | |
|  | | |