

**NOTICE**

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Saturday, the 5th August, 2017 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 of the Company for the financial year ended on March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the statement of Profit and Loss Accounts for the year ended on that date and the Reports of the Boards' and the Auditors thereon.
2. To appoint a Director in place of Shri Saket Jaipuria (DIN 2458923) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and on the basis of recommendation of Audit Committee in terms of Rule 3 in Companies (Audit & Auditors) Rules, 2014 and as recommendation by Board of Directors, the consent of the Members be and is hereby accorded to appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN), New Delhi as the Statutory Auditor of the Company in place of the existing auditors M/s P. L. Gupta & Co. Chartered Accountants (F.R.011575C.) whose term of appointment shall be completed on the conclusion of the Annual General Meeting to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 39th Annual General Meeting to be held in the year 2022 subject to ratification in each Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

SPECIAL BUSINESS:

4. 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 members of the Company be and is hereby accorded to the re-appointment of Shri Shishir Jaipuria (DIN No. 00274959) as the Managing Director of the Company for a further period of 3 (three) years with effect from 1st April, 2017 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Shishir Jaipuria.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, Shri Shishir Jaipuria, Managing Director of the Company, presently liable to retire by rotation, shall henceforth be liable to determination of retirement of Directors by rotation.

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

5. 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 further approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of Shri Suresh Singhvi (DIN No. 00293272) as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 3 (three) years with effect from 1st August, 2017 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Suresh Singhvi.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, Shri Suresh Singhvi, Director (Finance) & CFO of the Company, liable to retire by rotation.

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

6. 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 members of the company be and is hereby accorded to the re-appointment of Shri Yash Jaipuria, who is relative of some directors as the Executive Officer of the Company for a period of three years with effect from 1st January, 2018 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of the AGM



with liberty to the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deem fit and agreed to by Shri Yash Jaipuria)

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

7. 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 ` 1,40,000/- (Rupees One Lac forty thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates (Firm Registration No. 000024), Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) and Panoli (Distt. Bharuch, Gujarat) for the Financial Year ending March 31, 2018, as approved by the Board of Directors of the Company, be and is hereby ratified.

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

By Order of the Board

Place: Noida
Date : May 12, 2017

Bharat Singh
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 Explanatory 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 July 30, 2017 to August 5, 2017 (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 addressed to the Chief Financial Officer of the Company, 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 SH-13 with the Company or Registrar and Transfer Agent of the Company 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.) 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, 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 IEPF Authority, 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 Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 34th 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 facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 34th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, August 2, 2017 at 10.00 AM and ends on Friday, August 4, 2017 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 29, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on August 4, 2017.

Members holding shares in physical or in demat form as on cut-off-date i.e. July 29, 2017 shall only be eligible for e-voting.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.)

- (iii) Click on Shareholders

- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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.

- (vii) 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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 id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (ix) Members holding shares in physical form will then directly reach 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant **"GINNI FILAMENTS LIMITED"** on which you choose to vote.

- (xii) 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.

- (xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

- (xiv) 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.

- (xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.

- (xvii) 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.

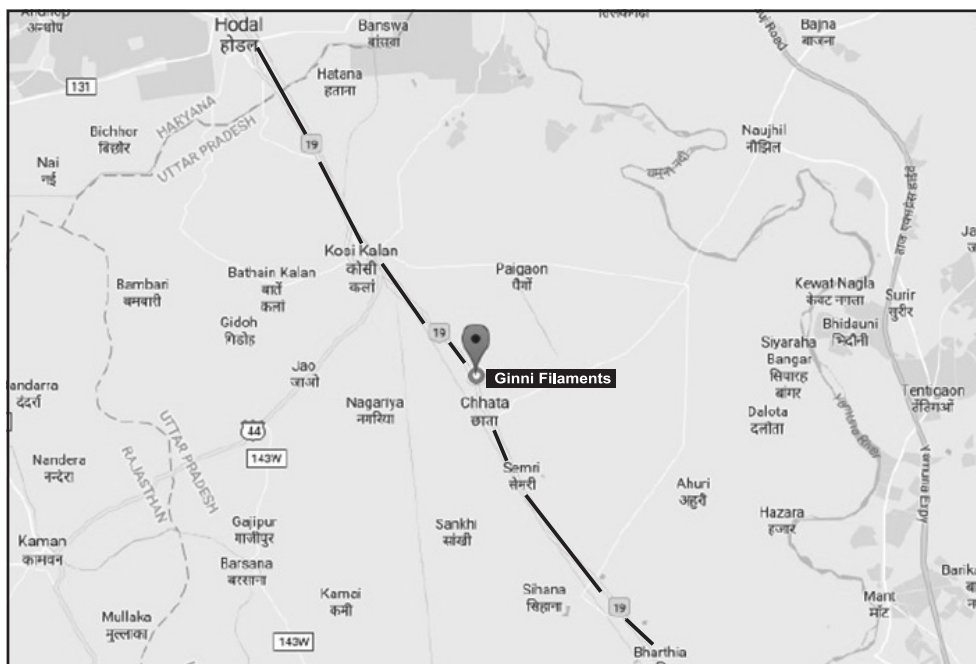
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues 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.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
 - Mr. Jatin Gupta of M/s. SPJ & Co., Company Secretaries (Membership No. 5651 and C.P. No. 5236) (Address: Apartment No. 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi – 110 005) 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
 - The result of voting will be announced by the Chairman of the meeting on or after the 34th AGM to be held on Saturday, August 5, 2017, 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.

Route Map to the Venue of the 34th Annual General Meeting of Ginni Filaments Limited



Registered Office : Ginni Filaments Limited
 110 K.M. Stone, Delhi-Mathura Road,
 Chhata-281 401. Distt. Mathura (U.P.)



ANNEXURE TO NOTICE

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

ITEM NO. 4:

Shri Shishir Jaipuria was appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2014. His present term was concluded on 31st March, 2017. The Board of Directors of the Company at their meeting held on 8th February, 2017 has re-appointed him as Managing Director of the Company for a further period of three (3) years with effect from 1st April, 2017 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

1. **Salary** : ₹ 6,00,000/- per month with annual increment of ₹ 1,00,000/- thereon. First increment will fall due on 1st April, 2018.
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 Managing Director shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY – 'A' :

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

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

CATEGORY – 'B' :

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

MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Shishir Jaipuria, Managing Director by way of salary, commission and perquisites shall be governed by the limits prescribed in Part II, Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013 alongwith other rules and regulations as may be applicable, if any. The members approval is being sought by way of Special Resolution whereupon the remuneration for the payment of double remuneration as per proviso to Part II(A) of the Schedule V of the Companies Act, 2013, without there being any further need of having members approval.

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

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

None of the Directors, Key Managerial Personnel or their relatives is financially or otherwise concern or interested except Shri Shishir Jaipuria, to whom the resolution relates, may be considered as the financially interested and Shri Saket Jaipuria being relative, may be considered as interested otherwise in the proposed resolution.

ITEM NO. 5:

Shri Suresh Singhvi was appointed as Whole-time Director of the Company for a period of three (3) years w.e.f. 1st August, 2014 to 31st July, 2017 and his tenure was concluded on 31st July, 2017. The Board of Directors of the Company at their meeting held on 12th May, 2017 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of three (3) years with effect from 1st August, 2017 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

1. **Basic Salary** : ₹1,50,000/- per month with annual increment of ₹15,000/- First increment will fall due on 1st August, 2018.
2. **H.R.A.** : 55% of Basic Salary.
3. **Special Incentive** : ₹ 5,00,000/- per annum w.e.f. 1st August, 2017 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 read with Section 196 and 197 of the Companies Act, 2013 alongwith other rules and regulations as may be applicable, if any. The members approval is being sought by way of Special Resolution whereupon the remuneration for the payment of double remuneration as per proviso to Part II(A) of the Schedule V of the Companies Act, 2013, without there being any further need of having members approval.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice. The Directors recommended the resolution for your approval as a special resolution.

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

ITEM NO. 6:

Shri Yash Jaipuria was appointed as Executive Officer of the Company for a period of three (3) years w.e.f. 1st January, 2015 to 31st December, 2017. 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 12th May, 2017 has decided to re-appoint him as "Executive Officer" for a period of three years w.e.f. 1st January, 2018 before the expiry of his term on a revised remuneration as recommended and approval by the Nomination and Remuneration Committee of the Board considering his experience and expertise, as set out below:

Basic Salary : ₹ 1,50,000/- per month with annual increment of ₹12,500/-. First increment will fall due on 1st January, 2019.

Special Incentive: ₹ 3,75,000/- per annum w.e.f. 1st January, 2018 on completion of the relevant years.

H.R.A : House Rent Allowance of 55% of Basic Salary.

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

- 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 recommended 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, is interested or concerned in the proposed resolution.

ITEM NO. 7:

The Board, on recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) as Cost Auditors to conduct the audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) and Panoli (Distt. Bharuch, Gujarat) for the Financial Year ending 31st March, 2018 at a remuneration of ₹ 1,40,000/- (₹ One Lac Forty 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, 2018.

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.

By order of the Board of Directors

Place : Noida
Date : 12th May, 2017

Bharat Singh
Company Secretary


DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS AGREEMENT , 2015

Name of the Directors	Shri Shishir Jaipuria Managing Director	Shri Saket Jaipuria Executive Director	Shri Suresh Singhvi Whole Time Director, Designated as Director Finance and CFO
DIN Number	00274959	02458923	00293272
Date of Birth	07.04.1957	11.10.1982	21.11.1953
Date of Appointment	14.02.1990	11.02.2011	30.07.2009
Qualification	B. Com., LLB	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA	B.Com., LL.B, FCA
Brief Resume and Experience / Expertise	Shri Shishir Jaipuria is B.Com., LLB and has about 33 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 has around 13 years experience of vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director in year 2011.	Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 36 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.
Disclosure of Relationships between Directors inter-se	Shri Shishir Jaipuria, Managing Director of the Company is the father of Shri Saket Jaipuria, Executive Director.	Shri Saket Jaipuria, Executive Director of the Company is the son of Shri Shishir Jaipuria, Managing Director	NIL
Directorship held in other Public Companies	1. The India Thermit Corporation Ltd.	NIL	NIL
Chairman / Membership of Committees in other Public Limited Companies	NIL	NIL	NIL
No. of Shares held on 31.03.2017 / % of Shares	2864276 (4.05%)	6136008 (8.69%)	NIL

STATEMENT IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 RELATING TO REMUNERATION PAYABLE TO WHOLE TIME DIRECTOR
I. GENERAL INFORMATION:

- Nature of Industry : Textile Industry
- Date or expected date of commencement of commercial production : The Company had commenced production in 1990.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable
- Financial performance based on given indicators

(₹ in Lacs)

Particulars	2016-17	2015-16
Total Revenue	77247.13	75473.50
Profit before Depreciation, Finance Cost & Tax	8574.14	7229.11
Finance Cost	2770.78	3505.46
Depreciation	2623.30	2877.96
Profit / (Loss) before Tax	3180.06	726.59
Provision for Tax		
- Current	719.96	155.53
- Deferred	1353.95	279.49
- Mat Credit Entitlement / Tax Adjustments	(688.46)	(148.14)
Profit / (Loss) after Tax	1794.61	439.71

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

**II. INFORMATION ABOUT THE APPOINTEE:****1. BACKGROUND:****SHRI SHISHIR JAIPURIA:**

Shri Shishir Jaipuria is B.Com., LLB and has about 33 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 SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 36 years of experience in finance, accounts and legal matters Before joining the Company he served for some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.

2. PAST REMUNERATION:

Past Remuneration paid to Shri Shishir Jaipuria and Shri Suresh Singhvi for the year 2016-17 are as under:

(₹ in Lacs)

	Salary	Perquisites & Others	Total
Shri Shishir Jaipuria	79.37	7.29	86.66
Shri Suresh Singhvi	30.93	3.17	34.10

3. RECOGNITION OR AWARDS : NIL**4. JOB PROFILE AND THEIR SUITABILITY****SHRI SHISHIR JAIPURIA :**

Shri Shishir Jaipuria has been looking after the overall operations of Company including financial planning and 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 SURESH SINGHVI :

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

5. REMUNERATION PROPOSED:

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

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

Considering the size of the Company, the profile of the Managing Directors and Wholtime 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, and their shareholding in the Company, the Managing Directors and Wholtime Directors have no pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Shri Shishir Jaipuria, Chairman & Managing Director and Shri Saket Jaipuria, Executive Director are related to each other.

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

The Company has adequate 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

The Company is making continuous efforts to increase its turnover, reduce cost and maximum profits.

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 : 12th May, 2017

Bharat Singh
Company Secretary

Ginni Filaments Limited
CIN NO. L71200UP1982PLC012550

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

Corporate Office
D-196, Sector-63,
Noida (U.P.)-201 307



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 Fourth Annual General Meeting of the Company to be held on Saturday, the 5th August, 2017 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.

Please ✓ in the Box

☐

Member

☐

Proxy

Name of the Member / Proxy in Block Letters

Signature of Member / Proxy attending

NOTES :

i. 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.

ii. Duplicate Attendance Slip will not be issued at the venue.

* Applicable only in case of investors holding shares in Electronic Form.

Form No. MGT-11
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

(i) Name :Address :

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

(ii) Name :Address :

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

(iii) 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 Thirty Fourth Annual General Meeting (AGM) of the Company, to be held on Saturday the 5th August, 2017 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:



Important Communication to Members

The Companies Act, 2013 is taking step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement to help to environment. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate the Company or Registrar of the Company i.e. M/s Link Intime India (P) Ltd., New Delhi.



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	Adoption of Accounts for the financial year ended 31st March, 2017, the Balance Sheet as at the date and the Reports of the Directors and Auditors thereon.			
2	Appointment of Shri Saket Jaipuria who retires by rotation and offers himself for re-appointment.			
3	Appointment of M/s. Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 39th Annual General Meeting, subject to ratification of the appointment by the Member at every AGM.			
	Special Business			
4	Re-appointment of Shri Shishir Jaipuria as a Managing Director.			
5	Re-appointment of Shri Suresh Singhvi as a Whole-time Director.			
6	Appointment of Shri Yash Jaipuria as a Executive Officer under Section 188 of the Companies Act, 2013.			
7	Ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Auditors of the Company for the financial year ending 31st March, 2018.			

Signed this ____ day of _____, 2017.

Signature of the Shareholder(s) _____

Signature of the Proxy holder(s) _____

Affixed
Revenue
Stamp

NOTE :

- 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.
- * It is optional to put '✓' 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.