

Compliance Report on Corporate Governance

1. Name of Listed Entity : **GINNI FILAMENTS LIMITED**  
 2. Quarter ending : **September 30, 2019**

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson / Executive/ Non-Executive / independent / Nominee) <sup>‡</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity (in Reference to Regulation 17A(1))	No of Independent Directorship in listed entities including this listed entity (Reference to provision to regulation 17A(1))	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	14.02.1990	01.04.2017	--	--	07.04.1957	1	--	2	--
Mr.	Saket Jaipuria	ADGPJ8314D02458923	Executive	11.02.2011	08.02.2019	--	--	11.10.1982	1	--	1	--
Mr.	Suresh Singhvi	AIGPS1249B00293272	Executive	30.07.2009	01.08.2017	--	--	21.11.1953	1	--	--	--
Mr.	Joginder Pal Kundra	AADPK4328A00004228	Independent	31.01.2000	10.09/2019	--	5	14.04.1930	2	2	--	3
Mr.	Jugal Kishore Bhagat	ADUPB7807P00055972	Independent	28.07.1982	10.09.2019	--	5	02.11.1943	2	2	2	1
Mr.	Har Prasad Bhattacharya	AAKPB9946L00304475	Independent	30.10.2000	10.09.2019	--	5	13.12.1939	1	1	1	--
Ms.	Manju Rana	ABTPR6685A06939634	Independent	01.08.2014	10.09.2019	--	5	01.01.1961	1	1	1	--
Mr.	Sushil Chandra Tripathi	ACXPT9105A00941922	Independent	01.08.2014	10.09.2019	--	5	01.01.1946	3	3	2	2

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>‡</sup> 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.

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non Executive / Independent / Nominee) <sup>5</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Joginder Pal Kundra Mr. Shishir Jaipuria Mr. Har Prasad Bhattacharya Mr. Jugal Kishore Bhagat Ms. Manju Rana	Independent - Chairperson Executive Independent Independent Independent	13.02.2015 13.02.2015 13.02.2015 13.02.2015 13.02.2015	
2. Nomination & Remuneration Committee	Yes	Mr. Joginder Pal Kundra Mr. Sushil Chandra Tripathi Mr. Jugal Kishore Bhagat Mr. Har Prasad Bhattacharya	Independent - Chairperson Independent Independent Independent	01.08.2014 01.08.2014 01.08.2014 01.08.2014	
3. Risk Management Committee (if applicable)	NA	N A	NA	NA	
4. Stakeholders Relationship Committee	Yes	Mr. Sushil Chandra Tripathi Mr. Shishir Jaipuria Mr. Jugal Kishore Bhagat Mr. Saket Jaipuria	Independent - Chairperson Executive Independent Executive	13.02.2015 13.02.2015 13.02.2015 13.02.2015	

<sup>5</sup>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

### 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	Whether requirement of Quorum met* (Yes/No)	Name of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
21.05.2019	01.08.2019	Yes	7	4	71

\* to be filled in only for the current quarter meetings

### IV. Meeting of Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) * (Yes/No)	Numbers of Directors Present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 01.08.2019	Yes	4	2	21.05.2019	71
Stakeholders Relationship Committee - 01.08.2019	Yes	4	2	21.05.2019	71

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meeting

### 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. – **Yes.**, Any comments/observations/advice of Board of Directors may be mentioned here: **No**

**For GINNI FILAMENTS LIMITED**



**BHARAT SINGH**


**Company Secretary & Compliance Officer**

**Note:**

Information at Table I & II above need to be necessarily given in 1<sup>st</sup> 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

**Format to be submitted by listed entity at the end of 6 months after end of financial year alongwith the second quarters report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
<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>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	Yes
<p><b>Note</b></p> <p>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</p> <p>2 If status is "No" details of non-compliance may be given here</p> <p>3 If the Listed Entity would like to provide any other information the same be indicated here.</p>		
<p align="center">   <b>Name : BHARAT SINGH</b>  <b>Company Secretary &amp; Compliance Officer</b> </p>		