

**NOTICE**

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Tuesday the 29th September, 2020 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, 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, 2020 including the Audited Balance Sheet as at March 31, 2020 and the statement of Profit and Loss Accounts and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Shri Saket Jaipuria (DIN 02458923) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time 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, 2020 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of 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, 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."

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 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 2 (two) years with effect from 1st August, 2020 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of 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."

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 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 Chief Executive of the Company for a period of three years with effect from 1st January, 2021 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.



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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 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 ₹1,60,000/- (Rupees One Lac Sixty Thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates (Firm Registration No. 000024), Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending March 31, 2021, 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 : 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459

NOTES

1. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
3. Since, the AGM is being conducted through VC/OAVM, the Proxy Form and the Attendance Slip are not required to be annexed to this Notice.
4. Institutional/Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting through VC/OAVM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to jatinfcs@gmail.com with a copy marked to Secretarial@ginnifilaments.com.
5. The register of members and share transfer books of the Company shall remain closed from **Wednesday, September 23, 2020 to Tuesday, September 29, 2020** (both days inclusive) for the purpose of Annual General Meeting.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Registrar and Transfer Agent (RTA) Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held in physical form.
7. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 with the Company or its Registrar and Transfer Agent of the Company viz. M/s Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility
8. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
9. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for Transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings



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to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Pvt. Ltd. for assistance in this regard

11. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.
12. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically or download from the website of the Company (www.ginnifilaments.com) or NSE.
13. Relevant documents referred to in the Annual Report including AGM Notice and explanatory statements are available for inspection through electronic mode basis by members upto the date of AGM and members can send an email in this regard to secretarial@ginnifilaments.com.
14. During the AGM, the statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013 will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to secretarial@ginnifilaments.com.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (www.ginnifilaments.com), Stock Exchange's website (www.nseindia.com) and CDSL website (www.evotingindia.com).
16. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members, who have not registered their e-mail address with the Company or with their respective depository and wish to receive the Notice of the 37th AGM and the Annual Report, can now register/update their E-mail address with RTA at the following link : <http://skylinerta.com/EmailReg.php> or send scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company by email to secretarial@ginnifilaments.com . Members holding shares in demat form can update their email address with their Depository Participants.
17. Please note that the updation/registration of email addresses on the basis of the above link and scanned documents will be only for the purpose of sending the notice of 37th AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 37th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
18. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the **cut -off date i.e. 22.09.2020** may obtain the login Id and password by sending a request mail at secretarial@ginnifilaments.com or parveen@skylinerta.com
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required to be annexed.
21. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM till 15 minutes thereafter and will be available for Members on first come first served basis upto 1000 members. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37th AGM without any restriction on account of first-come first served principle.

22. Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **22nd September, 2020** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.



INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- c) The Company has appointed Mr. Jatin Gupta of M/s. SPJ& Co, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.
- d) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before the AGM in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at www.ginnifilaments.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the National Stock Exchange of India Ltd., Mumbai.
- f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- g) Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **22nd September, 2020** may obtain the login details in the manner as mentioned below.

23. THE INSTRUCTIONS FOR SHAREHOLDRES VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 26.09.2020 at 09.00 AM and ends on 28.09.2020 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 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



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(viii) If you are a first time user follow the steps given below:

	For Shareholders 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both 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 (v).

- (ix) After entering these details appropriately, click on “**SUBMIT**” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “**GINNI FILAMENTS LIMITED**” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
 - Members holding the shares in physical and demat form who have not registered their e-mail addresses with the Company/ RTA can obtain the Notice of AGM and Annual Report and/ or can attend the AGM through VC/ OAVM by updating their e-mail address with the RTA at the following link: <http://skylinerta.com/EmailReg.php>.
 - RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

24. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.



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- The list of accounts linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@ginnifilaments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 26.09.2020 through email on secretarial@ginnifilaments.com . Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at secretarial@ginnifilaments.com on or before 24.09.2020. Those Members who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option, such question by the members shall be taken up during the meeting or replied by the Company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

26. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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ANNEXURE TO NOTICE

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

ITEM NO. 3:

Shri Shishir Jaipuria was appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2017. His present term was concluded on 31st March, 2020. The Board of Directors of the Company at their meeting held on 5th February, 2020 has re-appointed him as Managing Director of the Company for a further period of three (3) years with effect from 1st April, 2020 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

1. **Salary** : ₹ 9,00,000/- per month with annual increment of ₹ 1,00,000/- thereon. First increment will fall due on 1st April, 2021.
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.
- 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 payable as aforesaid shall be the minimum remuneration subject to compliance of Part II, Section II of Schedule V of the Companies Act, 2013.

The aforesaid given information shall be deemed to be memorandum in accordance with Section 190 of the Act.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice. Shri Shishir Jaipuria is not debarred from appointment as Director pursuant to any order of SEBI or any other authority.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations") which is effective from 01.04.2019, the fees or compensation payable to managing director who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity;

and for the purposes of the above clauses, net profits shall be calculated as per section 198 of the Companies Act, 2013.



GINNI FILAMENTS LIMITED

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, to whom the resolution relates, and Shri Saket Jaipuria being relative, is interested or concerned in the proposed resolution.

ITEM NO. 4:

Shri Suresh Singhvi was appointed as Whole-time Director of the Company for a period of three (3) years w.e.f. 1st August, 2017 to 31st July, 2020 and his tenure was concluded on 31st July, 2020. The Board of Directors of the Company at their meeting held on 30th June, 2020 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of two (2) years with effect from 1st August, 2020 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

1. **Basic Salary** : ₹ 1,80,000/- per month and ₹ 1,95,000/- per month with effect from 1st August, 2021.
2. **H.R.A.** : 55% of Basic Salary.
3. **Special Incentive** : ₹ 5,00,000/- per annum w.e.f. 1st August, 2020 on completion of the relevant years.

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

- (i) **Medical Allowance / 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) **Telecom / Computer Facilities**: As per requirements
- (vi) **Car facility**: Car(s) with driver
- (vii) **Insurance**: As per policy of the Company / requirements.
- (viii) **Membership** fee of professional bodies
- (ix) **Provident Fund**: As per rules of the Company
- (x) **Gratuity**: As per rules of the Company.
- (xi) **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, Wholetime Director by way of salary, commission and perquisites shall be governed by the limits prescribed in Part II, Section 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 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. 5:

Shri Yash Jaipuria was appointed as Executive Officer of the Company for a period of three (3) years w.e.f. 1st January, 2018 to 31st December, 2020. 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 Cum President 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 30th June, 2020 has decided to re-appoint him as "Chief Executive" for a period of three years w.e.f. 1st January, 2021 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 : ₹2,25,000/- per month with annual increment of ₹25,000/-. First increment will fall due on 1st January, 2022.

Special Incentive: ₹ 6,00,000/- per annum w.e.f. 1st January, 2021 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.



GINNI FILAMENTS LIMITED

- 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 an Ordinary 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 otherwise in the proposed resolution.

ITEM NO. 6:

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) for the Financial Year ending 31st March, 2021 at a remuneration of ₹1,60,000/- (Rupees One Lakh sixty 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, 2021.

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: 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459



GINNI FILAMENTS LIMITED

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

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	FINANCIAL RESULTS	(₹ in Lacs) 2019-20	(₹ in Lacs) 2018-19
		Total Revenue	79150.31	81244.54
		Profit before Depreciation, Finance Cost & Tax	6811.64	5570.47
		Less : Finance Cost	3299.83	3346.32
		Less: Depreciation and Amortisation Expenses	2589.71	2572.04
		Profit before Tax	922.10	(347.89)
		Provision for Tax		
		- Current	425.00	44.81
		- Deferred Tax	(79.72)	(87.79)
		- Income Tax earlier year	6.90	44.56
		Profit after Tax	569.92	(349.47)
5.	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 a renowned industrialist having interest in manufacturing Companies in areas of Textile & Clothing and his group has a strong presence in Education Sector. He is B.Com., LLB and has about 36 years of experience in Textile Industry. He is also Chairman of Seth Anandram Jaipuria Education Society, which is present in all three verticals, viz. Pre-schools, K12 Schools and Higher Education. The student strength of the Society is 15000 at present. Mr. Jaipuria has been an active member of FICCI Executive Committee. Presently, he is Co-Chairman, FICCI Arise (a vertical of FICCI dealing with school education) as well as Vice Chairman of FICCI All India Organisation of Employers (AIOE). He is a Executive Committee Member of Federation of Indian Export Organization (FIEO).

SHRI SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 39 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 REMUNEATION:

Past Remuneration paid to Shri Shishir Jaipuria and Shri Suresh Singhvi for the year 2019-20 are as under:

(₹ in Lacs)

	Salary	Perquisites & Others	Total
Shri Shishir Jaipuria	148.80	18.01	166.81
Shri Suresh Singhvi	39.30	8.18	47.48

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 overall 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.

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 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 and their shareholding in the Company, 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. Shri Shishir Jaipuria, Chairman & Managing Director and Shri Saket Jaipuria, Executive Director Cum President are related to each other. Further that Shri Shishir Jaipuria hold 33,65,823 equity Shares of the Company, whereas Shri Saket Jaipuria hold 61,36,008 equity Shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has earned inadequate profits from its operations due to rising raw material prices and lower demand in international market particularly from China. 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:

Company is exploring new products and markets for better results. Company is also taking measures of cost saving where possible.

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: 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459



DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANIES SECRETARIES OF INDIA

Name of the Directors	Shri Shishir Jaipuria, Managing Director	Shri Saket Jaipuria, Executive Director Cum President	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 a renowned industrialist having interest in manufacturing Companies in areas of Textile & Clothing and his group has a strong presence in Education Sector. He is B.Com., LLB and has about 36 years of experience in Textile Industry. He is also Chairman of Seth Anandram Jaipuria Education Society, which is present in all three verticals, viz. Pre-schools, K12 Schools and Higher Education. The student strength of the Society is 15000 at present. Mr. Jaipuria has been an active member of FICCI Executive Committee. Presently, he is Co-Chairman, FICCI Arise (a vertical of FICCI dealing with school education) as well as Vice Chairman of FICCI All India Organisation of Employers (AIOE). He is a Executive Committee Member of Federation of Indian Export Organization (FIEO).	Shri Saket Jaipuria has around 16 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 39 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 Cum President	Shri Saket Jaipuria, Executive Director Cum President of the Company is the son of Shri Shishir Jaipuria, Managing Director	NIL
Directorship held in other Companies	1. The India Thermit Corporation Ltd. 2. PHD Chamber of Commerce and Industry 3. JNG Construction Pvt Ltd.	1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd	1. SRJ Edu Services Pvt Ltd. 2. JNG Construction Pvt Ltd
Chairman/ Membership of Committees in other Public Limited Companies	NIL	NIL	NIL
No. of Shares & % of shares held on 31.03.2020	3365823 (4.76%)	6136008 (8.69%)	NIL