



## NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 40<sup>th</sup> (Fortieth) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Tuesday, the 26<sup>th</sup> September, 2023 at 11.30 A.M IST 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, 2023 including the Audited Balance Sheet as at March 31, 2023 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 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 1<sup>st</sup> January, 2024 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.”

4. **Ratification of the Remuneration of the Cost Auditor**

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,95,000/- (Rupees One Lac Ninety Five 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, 2024, 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: 11<sup>th</sup> August, 2023

Sd/  
Bharat Singh  
**Company Secretary**  
**Membership No. F6459**



## 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 MEETING.**  
**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
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 & 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 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 re-appointment at this Annual General Meeting ("AGM") is also annexed.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. 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 .
5. The register of members and share transfer books of the Company shall remain closed from **20<sup>th</sup> September, 2023 to 26<sup>th</sup> September, 2023** (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, 1<sup>st</sup> Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held in physical form.
7. Members holding shares in dematerialised mode are requested to register/ update their email addresses/Electronic Bank Mandate by contacting their respective Depository Participants.
8. For 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, 1<sup>st</sup> 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.
9. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot/ polling paper.
10. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
11. 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.
12. 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.
13. 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 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.
14. 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](http://www.ginnifilaments.com)) or [www.nseindia.com](http://www.nseindia.com) .



15. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 10.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available for inspection by Members of the Company at the venue of the AGM.
17. An electronic copy of the Annual Report 2022-23 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s). Members are requested to print the Attendance Slips and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted modes. Members may also note that the Notice of the AGM, Attendance Slip and the Annual Report are available on the Company's website [www.ginnifilaments.com](http://www.ginnifilaments.com).
18. Members may note that the Notice and Annual Report will also be available on Stock Exchange's website ([www.nseindia.com](http://www.nseindia.com)) and CDSL website ([www.evotingindia.com](http://www.evotingindia.com)). Physical copy of the Annual Report 2022-23 may be sent on request by any shareholder of the Company.
19. 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 40<sup>th</sup> 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 License, 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](mailto:secretarial@ginnifilaments.com). Members holding shares in demat form can update their email address with their Depository Participants.
20. 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 40<sup>th</sup> AGM and Annual Report for 2022-23 and thereafter shall be disabled from the records of the RTA immediately after the 40<sup>th</sup> 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.
21. 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. 19.09.2023** may follow the same instructions as mentioned below for remate-evoting.
22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
23. Members are requested to send their queries, if any, on the Annual Report at least 7 days in advance of the meeting addressed to the Chief Financial Officer of the Company at [secretarial@ginnifilaments.com](mailto:secretarial@ginnifilaments.com), so that the information can be made available at the Meeting.
24. Route map showing directions to reach the venue of the 40<sup>th</sup> AGM is annexed.
25. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. SEBI has mandated through said Circular furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st October, 2023, in case any of the above cited documents/ details are not furnished to RTA. The RTA can freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com).
26. **Voting through electronic means :**
  - i) In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, facility to exercise their right to vote at the 40<sup>th</sup> AGM by electronic voting system from a place other than the venue of the meeting ('remote e-voting') and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility of voting by ballot/polling paper shall also be made available at the AGM and Members attending the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.



- ii) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.
- iii) The Company has appointed Mr. Jatin Gupta of M/s Jatin Gupta & Associates, 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.
- iv) The Scrutinizer shall immediately after the conclusion of the AGM, unblock the votes cast through remote e-voting and ballot paper during the AGM and will make, not later than 2 working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before the AGM and ballot paper during 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.
- v) The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com) and on the website of CDSL at [www.evotingindia.com](http://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.
- vi) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- i) The voting period **begins on 23.09.2022 at 9.00 AM and ends on 25.09.2022 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 **19<sup>th</sup> September, 2023** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode **CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

## **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- vi) After entering these details appropriately, click on “**SUBMIT**” tab.
- vii) 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.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <GINNI FILAMENTS LIMITED> on which you choose to vote.
- x) 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.
- xi) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatorily 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](mailto: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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENT**

***In terms of Section 102 (1) of the Companies Act, 2013:***

### **ITEM NO. 3:**

Shri Yash Jaipuria was appointed as Chief Executive of the Company for a period of three (3) years w.e.f. 1<sup>st</sup> January, 2021 to 31<sup>st</sup> December, 2023. 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 11<sup>th</sup> August, 2023 has decided to re-appoint him as "Chief Executive" for a period of three years w.e.f. 1<sup>st</sup> January, 2024 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 :** ₹ 3,85,000/- per month with annual increment of ₹ 30,000/-. First increment will fall due on 1st January, 2025.

**Special Incentive:** ₹ 18,00,000/- per annum w.e.f. 1 st January, 2024 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/ Allowances :** One month of Basic Salary in a year.
- ii) **Leave Travel Concession/ Allowances :** One month of Basic Salary in a year.
- iii) **Personal Accident Insurance –** Premium for cover upto Rs. 20 Lacs.
- 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.
- ix) **Club :** Recurring expenses (subject to maximum two clubs)

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. 4:**

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 31<sup>st</sup> March, 2024 at a remuneration of Rs. 1,95,000/- (Rupees One Lac Ninety Five 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 31<sup>st</sup> March, 2024.

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.

Place: Noida  
Date: 11<sup>th</sup> August, 2023

**By Order of the Board**  
Sd/-  
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**

<b>Name of the Directors</b>	<b>Shri Saket Jaipuria, Whole Time Director designated as Executive Director cum President</b>
DIN Number	02458923
Date of Birth	11.10.1982
Date of Appointment	11.02.2011
Qualification	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA
Brief Resume and Experience / Expertise	Shri Saket Jaipuria has around 20 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 reappointed as an Executive Director cum president in year 2022.
Disclosure of Relationships between Directors inter-se	Shri Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President) of the Company is the son of Shri Shishir Jaipuria, Chairman and Managing Director.
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board	Shri Saket Jaipuria is a member of Stakeholder Relationship Committee
Number of listed entity from which the person has resigned since last 3 years	Nil
Directorship held in other Companies	1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd 3. Ginni Consumer Pvt Ltd 4. Swanya Estate Pvt Ltd
Membership/ Chairmanship of committees held in other Indian companies	Nil
No. of Shares & % of shares held on 31.03.2023	6136008 (7.16%)





**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 40<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 26<sup>th</sup> September, 2023 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) \_\_\_\_\_

Name(s) of the Joint Holder(s), if any \_\_\_\_\_

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 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.

# GINNI FILAMENTS LIMITED



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 40<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 26<sup>th</sup> September, 2023 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.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (for)	I dissent from the resolution (against)
<b>Ordinary Business:</b>				
1	Adoption of Accounts for the financial year ended 31 <sup>st</sup> March, 2023, the balance Sheet as on date and the Reports of The Directors and Auditors thereon.			
2	Appointment of Shri Saket Jaipuria, who retires by rotation and being eligible offers himself for re-appointment.			
<b>Special Business:</b>				
3	Re-appointment of Shri Yash Jaipuria as a Chief Executive w.e.f 01/01/2024			
4	Ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Auditors of the Company for the financial year ending 31 <sup>st</sup> March, 2024.			

Signed this \_\_\_\_ day of \_\_\_\_\_, 2023.

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.



## Route Map to the venue of the 40<sup>th</sup> Annual General Meeting of Ginni Filaments Limited

