



# GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

CORPORATE OFFICE: D-196, SECTOR-63, NOIDA-201 307, INDIA

Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976

Email:secretarial@ginnifilaments.com, Website : www.ginnifilaments.com

December 01, 2023

National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Bandra Kurla Complex, Bandra (East) <b>MUMBAI – 400 051</b>	BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, MUMBAI – 400 051
<b>SCRIP CODE: GINNIFILA</b>	<b>SCRIP CODE: 590025</b>

## Sub. : Outcome of the Board Meeting

**Ref: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform that, the Board of Directors of the Company in their meeting held on 1<sup>st</sup> December, 2023, *inter-alia*, considered and approved the transfer of Spinning, Knitting and Processing undertaking of the Company on a slump sale basis as a going concern to RSWM Limited.

The relevant information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **Annexure-A**.

Further, the Board of Directors in the above meeting has approved the following matter also :-

- **Notice of Postal Ballot.**

*The copy of the notice of Postal Ballot will be submitted to the Stock Exchange, E-Voting Agency as soon as the same be emailed to the eligible Shareholders. The notice of Postal Ballot will also be hosted on the website of the Company at [www.ginnifilaments.com](http://www.ginnifilaments.com).*



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- Appointment of Ms. Rachna Lodha of M/s. Lodha & Associates, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

Meeting of the Board of Directors commenced at 3:30 P.M. and concluded at 5:35 P.M.

You are requested to kindly take the above information on records.

Thanking you,

Yours Faithfully,

**for GINNI FILAMENTS LTD.**

SURESH SINGHVI

**DIRECTOR FINANCE & CFO**

**Encl. : As above**



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## Annexure-A

Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Description															
1	Business division being divested through slump sale	Spinning, Knitting and Processing undertaking situated at 110, KM Stone, Delhi Mathura Road, Chhata - 281401, District - Mathura (U.P.)															
2	Amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The financial details based on 31 <sup>st</sup> March, 2023 is mentioned below: (Amount Rs. Crores) <table border="1"> <thead> <tr> <th>Particulars</th> <th>Operation Turnover</th> <th>%</th> <th>Net Worth</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Company – Consolidated</td> <td>956.82</td> <td>100</td> <td>278.89</td> <td>100</td> </tr> <tr> <td>Spinning, Knitting &amp; Processing undertaking</td> <td>631.20</td> <td>65.97</td> <td>126.50</td> <td>45.36</td> </tr> </tbody> </table>	Particulars	Operation Turnover	%	Net Worth	%	Company – Consolidated	956.82	100	278.89	100	Spinning, Knitting & Processing undertaking	631.20	65.97	126.50	45.36
Particulars	Operation Turnover	%	Net Worth	%													
Company – Consolidated	956.82	100	278.89	100													
Spinning, Knitting & Processing undertaking	631.20	65.97	126.50	45.36													
3	Date on which the agreement for sale has been entered into	The Company has entered into a Binding Term Sheet with RSWM Limited on 1 December 2023. The proposed completion of the transaction is subject to execution of definitive agreements which <i>inter-alia</i> include Business Transfer Agreement, completion of conditions precedent and other closing conditions.															
4	The expected date of completion of sale/disposal	Transfer of the Spinning, Knitting and Processing undertaking on slump sale basis to <b>RSWM</b> Limited is expected to be completed within 90 Days after Term Sheet execution, subject to completion of conditions precedent and other closing conditions including approvals, as may be specified in the Business Transfer Agreement to be executed between the Company and RSWM Limited.															
5	Consideration received/to be received from such sale/disposal	A lump sum consideration of Rs. 160 crores is to be received by the Company, subject to the necessary adjustments as may be specified in the Business Transfer Agreement.															
6	Brief details of buyers and	RSWM Ltd is a company engaged in business of Textile, which inter alia include manufacturing of yarn & fabric (including knits).															

REGD. OFFICE & MILLS : 110 K.M. Stone, Delhi-Mathura Road, Chhata-281401, Distt: Mathura (U.P), INDIA

Ph : + 91-05662-242341, Fax : + 91-05662-242223 Email : mill1@ginnifilaments.com



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Sr. No.	Particulars	Description
	whether any of the buyers belong to the promoter / promoter group/group companies. If yes, details thereof	RSWM Ltd, the buyer, does not belong to the promoter / promoter group/ group company of the company.
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	No
8	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	<p>Yes, the slump sale has being facilitated through a binging Term Sheet executed on 1<sup>st</sup> December 2023. Subsequently, a Business Transfer Agreement will be formalized between the company and RSWM Limited.</p> <p>Furthermore, the Spinning, Knitting, and Processing undertaking meet the threshold criteria of an 'Undertaking' as defined under Section 180(1)(a) of the Companies Act, 2013. Consequently, compliance with the provisions of Section 37A of LODR Regulations will be duly adhered to.</p>
9	Rationale for the slump sale	<p>The Spinning, Knitting and processing undertaking is suffering huge cash losses continuously from quarters June'2022 onwards. The reasons for the same has been global slowdown of demand due to Covid-19 and continued adverse global geo-political situation. Particularly, major consumer countries for clothing viz. USA and Europe are facing economic slow down and as a result the demand of clothing has suffered severely. Besides duty free access to countries like Vietnam and Bangladesh is also putting pressure on prices in India. Domestic demand of clothing is also not encouraging due to high inflation in food prices and change of spending pattern.</p> <p>This situation of said undertaking is not likely to improve substantially in near future as machines has become old and requires huge investment. The same is not looking</p>

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Sr. No.	Particulars	Description
		<p>feasible considering present status of the company.</p> <p>The technical textile and consumer product undertaking units which are not part of the slump sale are performing with satisfactory cash profits and have further growth potential.</p> <p>In light of these challenges, the Board of Directors has recommended the slump sale of the said undertaking as a strategic decision to enhance the Company's financial position and focus on its other operations.</p>
10	Area of business of the entity(ies);	The Company operates in two segments viz traditional textile consisting of spinning, knitting processing, garment and technical textile consisting of nonwoven spunlacs fabric & consumer products.
11	Brief details of change in shareholding pattern (if any) of listed entity	No change

for GINNI FILAMENTS LTD.

SURESH SINGHVI  
DIRECTOR FINANCE & CFO