



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

Regd. Off: 110 KM STONE, DELHI MATHURA.ROAD, CHHATA. MATHURA (U.P.)

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given, pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Ginni Filaments Limited (the '**Company**'), for the resolution appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

In compliance with the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of various circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, General Circular No 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022, (the '**MCA Circulars**') and pursuant to Section 110 of the Companies Act and the Rules made thereunder, that the Resolution set out hereunder for appointment of Shri Desh Deepak Verma (DIN: 09393549) as an Independent Director on the Board of the Company for a term of Five consecutive years w.e.f. 14th February 2023, is proposed to be passed by the Members of the Company as a Special Resolution through Postal Ballot by voting through electronic means ("remote e-voting") only. The Statement pursuant to Section 102 of the Act, pertaining to said resolution setting out the material facts is annexed hereto.

The Company has appointed Shri Parveen Rastogi, Company Secretary in Practice, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In accordance with MCA Circulars, members can vote only through the remote e-voting process for which, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-voting will commence on Wednesday, 22nd February 2023 from 09:00 A.M. and will end on Thursday, 23rd March, 2023 at 5:00 P.M.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared within two (2) working days from the conclusion of remote e-voting i.e, on or before Monday, 27th March 2023. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.ginnifilaments.com and on the website of Central Depository Services (India) Ltd. ("CDSL") at www.evotingindia.com and shall simultaneously be forwarded to the National Stock Exchange of India Limited, where the shares of the Company are listed. The results of remote e-voting along with the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the



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Administrative Office of the Company.

SPECIAL BUSINESS:

Appointment of Shri Desh Deepak Verma as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and other applicable provisions of the Act and Listing Regulations, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Desh Deepak Verma (DIN: 09393549) who was appointed on the Board of the Company as an Additional Director of the Company, in the category of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (five) consecutive years with effect from 14th February,2023.”

Date: 14.02.2023

Place: Noida

**By order of the Board of Directors of
Ginni Filaments Limited**

**Sd/-
Bharat Singh
Company Secretary
FCS No.: 6459**



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NOTES:

1. A Statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 17th February 2023 ("cut- off date") and who have registered their e-mail addresses with the Skyline Financial Services Pvt Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till 30th September, 2023. Accordingly, physical copies of Notice of Postal Ballot and Postal Ballot Form are not being dispatched to any Member.
3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt Ltd. Shareholders may write the request to register/update their E-mail address with RTA at the following link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents electronically to their email address.

4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 17th February 2023 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut- off date should treat the Notice for information purpose only.
5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the special resolution contained in the Notice of Postal Ballot dated 14th February 2023 is being taken through remote e-voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.
8. The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of remote e-voting i.e, on or before Monday, 27th March 2023. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e.



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23rd March 2023.

9. The Notice of Postal Ballot is available on the website of the Company at www.ginnifilaments.com and on the websites of the National Stock Exchange of India Limited at www.nseindia.com. Notice of Postal Ballot is also available on the website of CDSL at www.evotingindia.com.
10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.ginnifilaments.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. 23.03.2023.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.

12. Remote e-voting procedure:

In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned below:

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 22nd February, 2023 at 09:00 A.M and end on 23rd March, 2023 at 05:00 P.M. 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 17th February, 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.



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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.

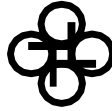
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account 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 CDSL Depository	<ol style="list-style-type: none">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 www.cdslindia.com 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.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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 www.cdslindia.com home page.



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	<p>The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">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: https://eservices.nsdl.com 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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</p>	<p>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.</p>



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Depository Participants (DP)	
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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.
 - 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 and voted on an earlier e-voting of any company, then your existing password is to be used.



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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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.

- (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.



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- (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 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.
 - 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 mandatory 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.

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 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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33



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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT. 2013

Annexed to the Notice of Postal Ballot dated 14th February, 2023

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 14th February, 2023, appointed Shri Desh Deepak Verma (DIN: 09393549) as an Additional Director of the Company with effect from 14th February, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Articles of Association of the Company.

Shri Desh Deepak Verma, aged 69 years, a post graduate in Physics from Allahabad University and an MBA from Australia in International Business, is a retired 1978 batch IAS Officer with an outstanding profile, both at the State and the Central level.

At the State level, he had been Principal Secretary in the key Departments of Commercial Taxes, Registration, Transport, Cooperatives and Tourism. At the Joint Secretary and Special Secretary level, he dwelled into policy formulation for MSMEs and agro-processing industries. He has also been District Magistrate at Amora, Aligarh, Bareilly & Agra and the Divisional Commissioner of Allahabad and Lucknow.

At the Government of India level also, he has handled assignments like Joint Secretary, Ministry of Environment & Forests; Additional Secretary and Financial Advisor in the Ministry of Consumer Affairs, Food and Public Distribution; Director General, Sports Authority of India (SAI) and Secretary, Ministry of Parliamentary Affairs.

Post retirement, he has occupied the prestigious positions of Secretary General, Rajya Sabha, New Delhi and Chairman of U.P. Electricity Regulatory Commission, both positions for four years each, in the rank and status of Cabinet Secretary, Govt of India.

Presently, he is nominated by Ministry of Health, Gol as President of AIIMS, Gorakhpur. He is also associated with several other key organisations, including Institute of Directors, as its Principal Advisor.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Shri Desh Deepak Verma for the office of Director of the Company. Shri Verma has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Shri Verma.

The Board of Directors at its meeting held on 14th February, 2023, as per the recommendations of the NRC also appointed Shri Verma as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years from 14th February, 2023 to 13th February, 2028, subject to the approval by the Members of the Company. Shri Verma has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mr. Verma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

Regd. Off: 110 KM STONE, DELHI MATHURA.ROAD, CHHATA. MATHURA (U.P.)
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

Director of the Company. Shri Verma has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Shri Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Shri Verma has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Shri Verma is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Shri Verma's knowledge, background and expertise in the power sector, strategic planning, governance and policy advocacy, and vast experience in various prestigious positions at the national and international levels. Shri Verma also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, Shri Desh Deepak Verma fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

As per Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Shri Desh Deepak Verma as a Director and an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Thursday, 23rd March, 2023 and the same is also available on the website of the Company at www.ginnifilaments.com.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Your Directors recommend the said Resolution for approval by the Members by way of a Special Resolution.

Except Shri Desh Deepak Verma and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

**BY ORDER OF THE BOARD
FOR GINNI FILAMENTS LIMITED**

**Sd/-
Bharat Singh
Company Secretary
FCS: 6459**

**Place: NOIDA
Date: 14.02.2023**



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Annexure

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard -2, the details of the Director proposed to be appointed through Postal Ballot process are given below:

Sr. No.	Particulars	
1	Name	Mr. Desh Deepak Verma
2	Category / Designation	Independent Director
3	Director Identification Number (DIN)	09393549
4	Age	69 years
5	Date of Birth	26 th June, 1953
6	Original Date of Appointment	14 th February, 2023
7	Qualifications	Post-graduate in Physics from Allahabad University, MBA from Australia in International Business, and 1978 Batch IAS
8	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	NIL
9	Directorship in other Companies*	1) Jakson Engineers Limited 2) Jakson Limited 3) JSW Energy Limited
10	Chairmanship / Membership of Committees in other Companies*	NIL
11	Number of Equity Shares held in the Company*	NIL
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	NIL
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14	Terms and conditions of appointment or re-appointment	Appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 14 th February, 2023
15	Remuneration last drawn, if applicable	Not Applicable
16	Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of the Companies Act, 2013
17	Number of Meetings of the Board attended during the year 2022-23	Nil



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18	Justification for choosing the appointee for appointment as Independent Director	His educational background, vast experience, extensive knowledge, expertise in strategic planning, governance and policy advocacy, enables him to provide the Board with valuable insights across extensive issues in business and governance matters of the Company.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice.

*As per disclosures received from the Director.