



NOTICE OF 41ST AGM

Notice is hereby given that the 41ST (Forty First) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Wednesday, the 25th Day of September, 2024 at 11:30 A.M. IST 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, 2024 including the Audited Balance Sheet as at March 31, 2024 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 Mr. Suresh Singhvi (DIN: 00293272) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Saket Jaipuria, (DIN: 02458923) as the Whole Time Director (designated as Executive Director cum President) for a further period of 3 years and to fix his remuneration.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution of the Company as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196 (3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Saket Jaipuria (DIN: 02458923) as the Whole-time Director (Designated as the Executive Director cum President) of the Company for a further period of three years with effect from 11th February, 2025 to 10th February, 2028; on the remuneration and other terms and conditions as set out in the statement annexed to the Notice of AGM.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise from time to time during the tenure of Mr. Saket Jaipuria, the remuneration payable to him subject to overall limits laid down in Sections 197 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Members of the Company subject to such other approvals, sanctions or permissions, if any, required for such revision in the remuneration;

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, Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President) of the Company, shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”



4. **Re-appointment of Mr. Suresh Singhvi as the Whole Time Director of the Company for a period of 2 years w.e.f. August 01, 2024.**

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 and 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 re-appointment of **Mr. Suresh Singhvi (DIN No. 00293272)** as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 2 years with effect from 1st August, 2024 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 Mr. 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, Mr. 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. **Appointment of Mr. Manish Agrawal 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, 161 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 and 25 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), Mr. Manish Agrawal (DIN: 03200956) 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 3 (three) consecutive years with effect from 31.07.2024.”

6. **Appointment of Mr. Kalpataru Tripathy 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, 161 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 and 25 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), Mr. Kalpataru Tripathy (DIN: 00865794) 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 3 (three) consecutive years with effect from 31.07.2024.”

7. Appointment of Mrs. Sujata Sharma 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 , 161 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 and 25 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), Mrs. Sujata Sharma (DIN: 02475050) 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 3 (three) consecutive years with effect from 31.07.2024.”

Place: Noida
Date: 31.07.2024

By Order of the Board
Sd/-
Bharat Singh
Company Secretary
Membership No. F6459



NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 41st Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is as per note(s) and available at the Company's website secretarial@ginnifilaments.com .
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 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36 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") is 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 **19/09/2024 to 25/09/2024** (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 dematerialised mode are requested to register/ update their email addresses/Electronic Bank Mandate by contacting their respective Depository Participants.
8. 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.



9. 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.
10. 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.
11. 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
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 at www.ginnifilaments.com or www.nseindia.com.
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 may inspect by sending the request through email in this regard at 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 at the website of the Company i.e. www.ginnifilaments.com
15. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated 07/10/2023, this Notice along with explanatory statement, inter-alia explaining the manner of attending this AGM through VC/OAVM and the instructions for electronic voting (e-voting), along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice 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). Any Member/s requiring the hard copy of Annual Report may kindly send an email from the registered email id at or send a duly signed request in original at the registered office of the Company mentioned above.
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 41st 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 41st AGM and Annual Report for 2023-24 and thereafter shall be disabled from the records of the RTA immediately after the 41st AGM.
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. 18/09/2024** 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. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
22. 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.
23. Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website at www.ginnifilaments.com and on the website of CDSL at www.evotingindia.com.
24. Members are requested to note that SEBI had issued various circulars and master circulars for common & simplified norms for processing service requests from the shareholders/investors including mandatory furnishing of PAN, KYC and nomination details etc. The Company has from time to time sent communication to concerned shareholders requesting them to update their PAN, KYC, nomination, bank details and contact details so as to render prompt service to them. The Company has sent latest communication by registered post to the concerned shareholders on 15th July, 2024 requesting them to update their details.

25. 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 namely **18/09/2024** 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 E-VOTING AND JOINING THE AGM ARE AS FOLLOWS :

- a) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 09/2023 dated 25/09/2023. The forthcoming AGM/ will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b) 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.



- c) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ginnifilaments.com. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- g) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 09/2023 dated 25/09/2023.
- h) In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25/09/2023 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 **22.09.2024 at 09:00 a.m.** and ends on **24.09.2024 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 **18th September, 2024** 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 and joining virtual meetings **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. 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. |



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|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <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: https://eservices.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 or joining virtual meeting & voting during the meeting.</p> |

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 |
|--|---|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>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 21 09911</p> |
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <p>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</p> |



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 e-Voting and joining virtual meetings 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.
- 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.
- (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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at least 10 days prior to meeting through email at secretarial@ginnifilaments.com. Such questions shall be taken up during the meeting or replied within 7 days from the date of AGM by the Company suitably.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@ginnifilaments.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@ginnifilaments.com. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. 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.

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.**
4. If you have any queries or issues regarding attending AGM & 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 21 09911.
5. 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, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT

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

ITEM NO. 3:

To re-appoint Mr. Saket Jaipuria, (DIN: 02458923) as the Whole Time Director (designated as Executive Director cum President) for a further period of 3 years and to fix his remuneration.

Mr. Saket Jaipuria (DIN: 02458923) was re-appointed as the Whole-time Director (designated as the Executive Director Cum President) of the Company for a period of three (3) years w.e.f. 11th February, 2022 to 10th February, 2025. The Board of Directors upon recommendation of the Nomination and Remuneration Committee in its meeting held on 31.07.2024 has decided to re-appoint him as the Whole time Director (designated as Executive Director cum President) of the Company for a further period of 3 years with effect from February 11, 2025 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

| | |
|--|--|
| 1. Salary | Rs. 7,65,000/- per month with annual increment of Rs. 50,000/-. First Increment will become due on 11/02/2026. |
| 2. Commission | Upto 1.5% 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 whole Time Director shall also be entitled to the following perquisites in addition to his salary and commission as classified into Categories 'A' and 'B'. |
| CATEGORY – 'A': | <ul style="list-style-type: none"> i) Gas, Electricity, Water & Furnishings: Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company. ii) Medical Reimbursement : Medical expenses incurred for self and his family. iii) Leave Travel Concession : For self and his family, as per rules of the Company. iv) Insurance : As per Company rules and requirements. v) Car : Free use of the Company's car(s) with driver. vi) Club : Fees for club(s). vii) Telecom / Computer Facilities : As per requirements. viii) Travelling Expenses : While travelling on the Company's business purposes, the Executive Director Cum President 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' : | <ul style="list-style-type: none"> 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. <p>4. He shall be governed by the HR policy of the Company.</p> <p>5. Shri Saket Jaipuria shall exercise such powers and functions as may be assigned by the Board of Directors from time to time.</p> |



MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Mr. Saket Jaipuria, 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. Mr. Saket Jaipuria is not debarred from re- 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 executive directors 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.

The Directors recommended the resolution for your approval as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Saket Jaipuria, to whom the resolution relates, may be deemed to be financially interested upto the extent of remuneration drawn by him and Mr. Shishir Jaipuria being relative, may be demed to be interested or concerned otherwise in the proposed resolution.

ITEM NO. 4:

Mr. Suresh Singhvi was appointed as Whole-time Director of the Company for a period of two (2) years w.e.f. 1st August, 2022 to 31st July, 2024 and his tenure was concluded on 31st July, 2024. The Board of Directors of the Company at their meeting held on 31.07.2024 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of 2 years with effect from 1st August, 2024 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

| | |
|-----------------------|--|
| Basic Salary | Rs. 2,40,000/- per month and Rs. 2,55,000/- per month with effect from 1 st August, 2025. |
| H.R.A. | 55% of Basic Salary. |
| Other Benefits | In addition to Basic Salary, he would also be entitled to following benefits : |
| | <ul style="list-style-type: none"> i) Medical reimbursement: 8.33% of the Basic Salary ii) LTA reimbursement/Allowance: 8.33% of the Basic Salary iii) Newspaper/ magazines reimbursement: Upto Rs. 1,500/- per month iv) Entertainment reimbursement: Upto Rs. 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, Whole time 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 Mr. Suresh Singhvi, to whom the resolution relates, is financial interested or concerned in the proposed resolution.

ITEM NO: 5

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 31.07.2024, appointed Mr. Manish Agrawal (DIN: 03200956) as an Additional Director of the Company with effect from 31.07.2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Articles of Association of the Company.

Mr. Manish Agrawal is a mechanical engineer and did his Masters from IIT Delhi. He was also awarded as a 'Most Distinguished' alumni of IIT Delhi in the year 2019, for making a significant contribution to the field and founded a firm that gives tough completion to global consulting organizations. Currently, he is a Managing Partner and Entrepreneur of the largest Indian business management & strategy consulting firm and edtech platform respectively, with around 25 years of experience, with prior experience in companies such as McKinsey, Delphi, Honda and Nucleus software.

He is also a Founding Partner of Takshashila Consulting (TKC), a premier Indian business strategy and management consulting firm with global presence and a track record of helping the leadership teams of some of the world's largest companies as well as mid-sized firms in achieving breakthrough performances.

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

The Board of Directors at its meeting held on 31.07.2024, as per the recommendations of the NRC also appointed Mr. Agrawal as an Independent Director, not liable to retire by rotation, for a period of 3 (three) consecutive years from 31.07.2024 to 30.07.2027, subject to the approval by the Members of the Company. Mr. Agrawal 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. Agrawal 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 Director of the Company. Mr. Agrawal 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. Mr. Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Agrawal 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, Mr. Agrawal 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 Mr. Agrawal's knowledge, background and expertise in the management consultancy sector, strategic planning, governance. Mr. Agrawal also fulfills the identified



core skills / expertise / competencies and the criteria laid down for 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, Mr. Agrawal 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 Mr. Agrawal 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 Notice of AGM till the date of AGM 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 Notice.

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

Except Mr. Agrawal 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 Notice of AGM.

ITEM NO:6

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 31.07.2024, appointed Mr. Kalpataru Tripathy (DIN: 00865794) as an Additional Director of the Company with effect from 31.07.2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Articles of Association of the Company.

Mr. Tripathy has completed B. Sc. (Chemistry Hons) from Utkal University, L.L.B from Delhi University, PG Diploma in International Business Law from Indian Society of International Law, Delhi, Exec. Education (Management) from Judge Business School, University of Cambridge, UK and he was the Regional Vice Chairperson (Asia Pacific Region) of the Cross-Border Transaction practice group of Lex Mundi, from 2009 to 2013 (Lex Mundi is a global association of over 160 law firms spread across more than 100 countries), and Amarchand Mangaldas (now SAM) has always been their only Indian member. He has received the status of a "Leading Lawyer in Corporate/M&A: New Delhi Based", for the years 2015 and 2016 by Chambers & Partners, UK, in their "Chambers Asia-Pacific Client's Guide. As on date, he is serving as an Independent Director on the Boards of the various Companies..

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

The Board of Directors at its meeting held on 31.07.2024, as per the recommendations of the NRC also appointed Mr. Tripathy as an Independent Director, not liable to retire by rotation, for a period of 3 (three) consecutive years from 31.07.2024 to 30.07.2027, subject to the approval by the Members of the Company. Mr. Tripathy 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. Tripathy 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 Director of the Company. Mr. Tripathy 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. Mr. Tripathy is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Tripathy 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, Mr. Tripathy 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 Mr. Tripathy's knowledge, background and expertise in the advocacy, strategic planning, governance and vast experience in various prestigious positions. Mr. Tripathy also fulfills the identified core skills / expertise / competencies and the criteria laid down for 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, Mr. Tripathy 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 Mr. Tripathy 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 Notice of AGM till the date of AGM 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 Notice.

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

Except Mr. Tripathy 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 Notice of AGM.

ITEM NO:7

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 31.07.2024, appointed Mrs. Sujata Sharma (DIN: 02475050) as an Additional Director of the Company with effect from 31.07.2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Articles of Association of the Company.

Mrs. Sujata Sharma is fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Company Secretaries of India. Professional with over 35 years of experience; worked with MNCs of global repute into manufacturing, software, service and consultancy; namely Total, Navision and Intertek, at senior positions. Last employment was with a German consulting Company as Managing Director. Effective April 2018 joined CA Firm based out of New Delhi as a Partner, taking care of international clients, Statutory audits of listed and unlisted entities, Limited reviews, Due diligence and Certifications, Consultancy, ASM (agency for special monitoring), BG audits etc. Currently on Board of two German subsidiary Companies based out of Chennai.



The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Sharma for the office of Director of the Company. She has conveyed her consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mrs. Sharma.

The Board of Directors at its meeting held on 31.07.2024, as per the recommendations of the NRC also appointed Mrs. Sharma as an Independent Director, not liable to retire by rotation, for a period of 3 (three) consecutive years from 31.07.2024 to 30.07.2027, subject to the approval by the Members of the Company. Mrs. Sharma has given a declaration to the Board that she 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').

Mrs. Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Sharma has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mrs. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Sharma has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Sharma is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Mrs. Sharma's knowledge, background and expertise in the Strategic and Business Planning and vast experience in various prestigious positions. Mrs. Sharma also fulfills the identified core skills / expertise / competencies and the criteria laid down for 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, Mrs. Sharma 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 Mrs. Sharma 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 Notice of AGM till the date of AGM 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 Notice.

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

Except Mrs. Sharma and her 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 Notice of AGM.

By order of the Board of Director

Sd/-

Bharat Singh

Company Secretary

Membership No. F6459

Place: Noida

Date: 31.07.2024



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 HIGHLIGHTS | Year ended 31-03-2024 | Year ended 31-03-2023 |
| | | | | <i>Rs. in Lacs)</i> |
| | | | | |
| | | Gross sales and other income | | |
| | | Continuing operations: | 35,169.63 | 37,364.91 |
| | | Discontinued Operations: | 52,395.78 | 58,317.09 |
| | | Total | 87,565.41 | 95,682.00 |
| | | Earning before interest, taxes , depreciation and amortization | | |
| | | Continuing operations: | 2,309.76 | 3,986.31 |
| | | Discontinued Operations: | (2,954.80) | (1,373.77) |
| | | Total | (645.04) | 2,612.54 |
| | | Exceptional item | (2,571.60) | |
| | | Profit/(loss) before tax | | |
| | | Continuing operations : | (3,000.89) | 1,528.60 |
| | | Discontinued Operations: | (5,928.39) | (4,101.76) |
| | | Total | (8,929.28) | (2,573.16) |
| | | Provision for tax | | |
| | | Continuing operations : | (375.76) | 172.91 |
| | | Discontinued Operations: | (104.07) | (1,312.99) |
| | | Net profit/(loss) | | |
| | | Continuing operations : | (2,625.13) | 1,355.69 |
| | | Discontinued Operations: | (5,824.32) | (2,788.77) |
| | | Total | (8,449.45) | (1,433.08) |
| 5. | Foreign Investments or collaborators, if any | The Company has neither made any foreign investments nor has any collaboration. | | |
| | | | | |

II. INFORMATION ABOUT THE APPOINTEE:

6. BACKGROUND:

MR. SAKET JAIPURIA:

Mr. Saket Jaipuria holds Business Administration Degree from Carnegie Mellon University, Pittsburg, USA with distinction. He has good experience of the vibrant global economy and has a very sound knowledge on Indian & Global Textile Business.



He was re-appointed as Executive Director cum president of the Company in the year 2022.

MR. SURESH SINGHVI:

Mr. Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 43 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 REMUNERATION:

Past Remuneration paid to Mr. Saket Jaipuria & Mr. Suresh Singhvi for the year 2023-24 are as under:

(Rs. in Lacs)

| | Salary | Perquisites & Others | Total |
|--------------------|---------------|---------------------------------|--------------|
| Mr. Saket Jaipuria | 127.58 | 10.67 | 138.25 |
| Mr. Suresh Singhvi | 45.32 | 10.49 | 55.81 |

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

MR. SAKET JAIPURIA:

Mr. Saket Jaipuria has been mainly looking after the fabric processing, garment and Non-Woven divisions of the Company successfully. He always engages on other important Company matters. Apart from this, he keeps himself fully abreast with other key issues of the Company and puts up his views candidly in the Board meeting for consideration.

MR. SURESH SINGHVI:

Mr. 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.

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 Whole time Director, 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 OR OTHER DIRECTOR, 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. Mr. Shishir Jaipuria, Chairman & Managing Director is father of and



Mr. Saket Jaipuria, Executive Director cum President are related to each other. Further that Mr. Shishir Jaipuria hold 16789060 equity Shares of the Company, whereas Mr. Saket Jaipuria hold 6136008 equity Shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company's spinning division was suffering huge loss due to market situation and ageing of machines. The Garment division also suffered loss due to competition from Bangladesh and the countries having benefits of bilateral agreements.

2. Steps taken or proposed to be taken for improvement:

Company has disposed of major portion of loss making business under slump sale basis. The Company is further exploring export market for its Consumer Product to improve profitability.

3. Expected increase in productivity and profits in measurable terms

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. DISCLOSURES:

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the terms and conditions of re-appointments is given in Explanatory Statement annexed to this Notice.

By order of the Board of Director

Sd/-

Bharat Singh

Company Secretary

Membership No. F6459

Place: Noida
Date: 31.07.2024



DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/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 | Mr. Saket Jaipuria, Whole Time Director designated as Executive Director cum President | Mr. Suresh Singhvi, Whole-time Director, designated as Director Finance and CFO | Shri Manish Agrawal, Independent Director | Shri Kalpataru Tripathy, Independent Director | Smt. Sujata Sharma, Independent Director |
|------------------------------|--|---|--|--|--|
| DIN Number | 02458923 | 00293272 | 03200956 | 00865794 | 02475050 |
| Category / Designation | Whole Time Director designated as Executive Director cum President | Whole-time Director, designated as Director Finance and CFO | Non-Executive, Independent Director | Non-Executive, Independent Director | Non-Executive, Independent Director |
| Date of Birth | 11/10/1982 | 23/11/1953 | 25/01/1975 | 28/04/1972 | 22/05/1965 |
| Nationality | Indian | Indian | Indian | Indian | Indian |
| Age | 41 years 9 months | 70 years 8 months | 49 years | 52 years | 59 years |
| Date of first Appointment | 11.02.2011 | 30.07.2009 | 31.07.2024 | 31.07.2024 | 31.07.2024 |
| Original Date of Appointment | - | - | 31.07.2024 | 31.07.2024 | 31.07.2024 |
| Qualification | Business Administration Degree from Carnegie Mellon University, Pittsburg, USA | B.Com., LL.B, FCA | IIT, Delhi Alumni, Entrepreneur | B. Sc. (Chemistry Hons) from Utkal University, L.L.B from Delhi University, PG Diploma in International Business Law from Indian Society of International Law, Delhi, Exec. Education (Management) from Judge Business School, University of Cambridge, UK | B. Com, FCA, ACS, FAFD (ICAI), Insolvency Professional, Registered Valuer (Securities or Financial Assets) and Qualified Independent Director (IICA) |



| | | | | | |
|--|---|---|--|--|--|
| <p>Brief Resume and Experience / Expertise</p> | <p>Shri Saket Jaipuria holds business Administration Degree from Carnegie Mellon University, Pittsburg, USA with distinction. He has good experience of the vibrant global economy and has a very sound Knowledge on Indian and Global Textile Business. Shri Saket Jaipuria has been mainly looking after the fabric processing, garment and Non-Woven divisions of the Company successfully. He always engages on other important Company matters. Apart from this, he keeps himself fully abreast with other key issues of the Company and puts up his views candidly in the Board meeting for consideration. He was re-appointed as Executive Director cum president of the Company in the year 2022.</p> | <p>Mr. Suresh Singhi is a Chartered Accountant and also a Law Graduate having around 43 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.</p> | <p>Mr. Manish Agrawal is a mechanical engineer and did his Masters from IIT Delhi. He was also awarded as a 'Most Distinguished' alumni of IIT Delhi in the year 2019, for making a significant contribution to the field and founded a firm that gives tough completion to global consulting organizations. Currently, he is a Managing Partner and Entrepreneur of the largest Indian business management & strategy consulting firm and edtech platform respectively, with around 25 years of experience, with prior experience in companies such as McKinsey, Delphi, Honda and Nucleus software. He is also a Founding Partner of Takshashila Consulting (TKC), a premier Indian business strategy and management consulting firm with global presence and a track record of helping the leadership teams of some of the world's largest companies as well as mid-sized firms in achieving breakthrough performances.</p> | <p>The Qualification of Mr. Kalpataru Tripathy is B. Sc. (Chemistry Hons) from Utkal University, L.L.B from Delhi University, PG Diploma in International Business Law from Indian Society of International Law, Delhi, Exec. Education (Management) from Judge Business School, University of Cambridge, UK and he was the Regional Vice Chairperson (Asia Pacific Region) of the Cross-Border Transaction practice group of Lex Mundi, from 2009 to 2013 (Lex Mundi is a global association of over 160 law firms spread across more than 100 countries), and Amarchand Mangaldas (now SAM) has always been their only Indian member. He has received the status of a "Leading Lawyer in Corporate/M&A: New Delhi Based", for the years 2015 and 2016 by Chambers & Partners, UK, in their "Chambers Asia-Pacific Client's Guide. As on date, he is serving as an Independent Director on the Boards of the various Companies.</p> | <p>Mrs. Sujata Sharma is fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Company Secretaries of India. Professional with over 35 years of experience; worked with MNCs of global repute into manufacturing, software, service and consultancy; namely Total, Navision and Intertek, at senior positions. Last employment was with a German consulting Company as Managing Director. Effective April 2018 joined CA Firm based out of New Delhi as a Partner, taking care of international clients, Statutory audits of listed and unlisted entities, Limited reviews, Due diligence and Certifications, Consultancy, ASM (agency for special monitoring), BG audits etc. Currently on Board of two German subsidiary Companies based out of Chennai.</p> |
| <p>Remuneration last drawn (in lakhs)</p> | <p>Rs. 138.25/- (for financial year 2023-24)</p> | <p>Rs. 55.81/- (for financial year 2023-24)</p> | <p>Not Applicable</p> | <p>Not Applicable</p> | <p>Not Applicable</p> |
| <p>Remuneration proposed to be paid</p> | <p>Rs. 102.82 lacs</p> | <p>Rs.53.67 lacs</p> | <p>Not Applicable</p> | <p>Not Applicable</p> | <p>Not Applicable</p> |



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|---|--|--|--|---|--|
| Terms and conditions of appointment or re-appointment along with the details of remuneration sought to be paid | As mentioned in the explanatory statement | As mentioned in the explanatory statement | As per the resolution in Item no. 5 of this Notice, read with the explanatory statement thereto. | As per the resolution in Item no. 6 of this Notice, read with the explanatory statement thereto. | As per the resolution in Item no. 7 of this Notice, read with the explanatory statement thereto. |
| Disclosure of Relationships between Directors inter-se | Mr. Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President) of the Company is the son of Mr. Shishir Jaipuria, Chairman and Managing Director | Shri Suresh Singhvi is not related to any Director of the Company. | Shri Manish Agrawal is not related to any Director of the Company. | Shri Kalpataru Tripathy is not related to any Director of the Company. | Smt. Sujata Sharma is not related to any Director of the Company. |
| Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board | Mr. Saket Jaipuria is a member of Stakeholder Relationship Committee of the Board of Directors of Ginni Filaments Limited. | Nil | Nil | 1. Director and Member of Audit Committee of the Board of directors of JK Tyre & Industries Limited 2. Director and Chairman of Audit Committee of the Board of Directors of the JK Agri Genetics Limited. 3. Director and Member of Audit Committee of the Board of Directors of Avadh Sugar & Energy Limited. | Nil |
| Number of listed entity from which the person has resigned since last 3 years | Nil | Nil | Nil | Nil | Nil |



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|---|--|--|---|--|---|
| Directorship held in other Companies | <ol style="list-style-type: none"> 1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd 3. Ginni Consumer Pvt Ltd 4. Swanya Estates Private Limited | <ol style="list-style-type: none"> 1. Swanya Estates Private Limited 2. SRJ Edu Services Private Limited 3. JNG Construction Private Ltd. | <ol style="list-style-type: none"> 1. Takshashila Management Consulting Private Limited 2. Takshashila Edupunk Private Limited 3. Takshashila Skills Private Limited 4. Manish Anish Builders Private Limited 5. Takshashila Innovation Foundation | <ol style="list-style-type: none"> 1. JK Agri Genetics Limited 2. JK Tyre & Industries Limited 3. Avadh Sugar & Energy Limited 4. The Sirpur Paper Mills Ltd 5. Elica Pb Whirlpool Kitchen Appliances Private Limited 6. Alpha Corp Development Private Limited 7. S V Creditline Limited 8. Enviro Tech Ventures Limited 9. Cavendish Industries Limited | <ol style="list-style-type: none"> 1. MT.Derm India Sales Private Limited 2. MT.Derm Medical Products Private Limited 3. Integrated Insolvency & Restructuring Private Limited |
| Membership/ Chairmanship of committees held in other Indian companies | Nil | Nil | Nil | <ol style="list-style-type: none"> 1. Member of Audit Committee of the Board of directors of JK Tyre & Industries Limited 2. Chairman of Audit Committee of the Board of Directors of the JK Agri Genetics Limited. 3. Member of Audit Committee of the Board of Directors of Avadh Sugar & Energy Limited. | Nil |
| Number of Board Meetings attended | Mr. Saket Jaipuria attended all the 5 (five) Board Meetings for the Financial year 2023-24. | Mr. Suresh Singhvi attended 5 Board Meetings for the Financial year 2023-24 | Not Applicable | Not Applicable | Not Applicable |
| No. of Shares & % of shares held on 31/07/2024. | 6136008 (7.16%) | Nil | Nil | Nil | Nil |



| | | | | | |
|---|------|------|---|---|--|
| Number of Equity Shares held in the Company for any other person on a beneficial basis | N.A. | N.A. | Nil | Nil | Nil |
| Justification for choosing the appointee for appointment as Independent Director | N.A. | N.A. | His educational background, vast experience, extensive knowledge, expertise in management consultancy sector, strategic planning, governance, enable him to provide the Board with valuable insights across extensive issues in business and governance matters of the Company. | His educational background, vast experience, extensive knowledge, expertise in the advocacy, strategic planning, governance and vast experience in various prestigious positions, enable him to provide the Board with valuable insights across extensive issues in business and governance matters of the Company. | Her educational background, vast experience, extensive knowledge, expertise in the Strategic and Business Planning and vast experience in various prestigious positions, enable him to provide the Board with valuable insights across extensive issues in business and governance matters of the Company. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. | N.A. | As per the resolution in Item no. 5 of this Notice, read with the explanatory statement thereto. | As per the resolution in Item no. 6 of this Notice, read with the explanatory statement thereto. | As per the resolution in Item no. 7 of this Notice, read with the explanatory statement thereto. |