

**NOTICE OF 43rd ANNUAL GENERAL MEETING**

Notice is hereby given that the 43rd (Forty Third) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Monday, the 28th Day of September, 2026 at 11:45 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2026 including the Audited Balance Sheet as at March 31, 2026 and the statement of Profit and Loss Accounts and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Shri Saket Jaipuria (DIN 02458923) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Confirmation to hold the office of the Managing Director by Shri Shishir Jaipuria who shall be attaining the age of 70 years on 07/04/2027 during his tenure of 3 years w.e.f. April 01, 2026.**

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as 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 Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time and subject to such approvals as may be necessary, the members of the Company at their Annual General Meeting held on 26th September, 2025 has consented to the re-appointment of Shri Shishir Jaipuria (DIN 00274959) as the Managing Director of the Company for a further period of 3 (three) years with effect from April 01, 2026 who shall be attaining the age of 70 years on 7th April, 2027 is authorized and empowered to hold the office of the Managing Director after attaining the age of 70 years on the same terms and conditions and remuneration as the minimum remuneration payable to him in terms of the Special Resolution passed for his appointment as the Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, Instruments and writings as may be required to give effect to the aforesaid Resolution."

4. **Re-appointment of Mr. Suresh Singhvi as the Whole Time Director of the Company for a period of 1 year w.e.f. August 01, 2026**

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) aged 72 years as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 1 (one) year with effect from 1st August, 2026 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, shall be 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."

Place: Noida
Date: 28.07.2026

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

**Notes**

1. The Government of India through Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with 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 Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and latest being Circular No. 03/2025 dated September 22, 2025 ("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, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 43rd 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 www.ginnifilaments.com . Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, as amended from time to time, a letter containing the web-link, including the exact path, where complete details of the Integrated Annual Report is available, is being sent to all the Shareholders who have not registered their Email IDs with the Company/Depositories/Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company.
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 and 4 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. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, 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 **22/09/2026 to 28/09/2026** (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. Further, requests for transmission or transposition of securities, whether held in physical or dematerialised form, shall be effected only in dematerialised form.

In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider and dematerialise shares held by them in physical form.

12. Transfer of securities in physical mode was discontinued w.e.f. April 01, 2019 and transfer deeds which were rejected/returned due to deficiency in the documents were allowed to be re-lodged with requisite documents on or before March 31, 2021 as cut-off date for re-lodgement of transfer deeds. Thereafter, SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/II/3750/2026 dated January 30, 2026, has opened a special window for transfer and dematerialisation of physical securities sold/purchased pursuant to transfer deeds executed prior to April 1, 2019. The special window shall remain open for a period of one year, from February 5, 2026 to February 4, 2027, and shall cover both fresh lodgement of eligible transfer requests as well as re-lodgement of transfer requests that were earlier rejected, returned or not attended to due to deficiencies in documents, process or otherwise, subject to the conditions prescribed in the Circular.

Concerned Investors are advised to contact or lodge their requests at our Registrar and Transfer Agent as per address given hereunder:

M/s Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area, Phase – I,
New Delhi – 110 020
Tel No. +91 11 26812682 / 40450193-197
E-mail id : admin@skylinerta.com
Website : www.skylinerta.com

13. 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.
14. 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.
15. 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
16. 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 2025-26 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.
17. 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 43rd 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.

18. 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 43rd AGM and Annual Report for 2025-26 and thereafter shall be disabled from the records of the RTA immediately after the 43rd AGM.
19. 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. 21/09/2026** may obtain the login Id and password by sending a request mail at secretarial@ginnifilaments.com or parveen@skylinerta.com
20. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. 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.
22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
23. The Company has appointed Mr. Jatin Gupta of M/s Jatin Gupta & Associates, Practicing Company Secretary, to act as the Scrutinizer 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.
24. 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.
25. 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 on 20th June, 2026 to the concerned shareholders requesting them to update their details.

26. 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 21/09/2026 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 and Circular No. 09/2024 dated September 19, 2024 and latest being Circular No. 03/2025 dated September 22, 2025. 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 within 30 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 and Circular No. 09/2024 dated September 19, 2024 and latest being Circular No. 03/2025 dated September 22, 2025.
- 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 Circular No. 09/2024 dated September 19, 2024 and latest being Circular No. 03/2025 dated September 22, 2025 and after due examination, it has been clarified by the MCA to allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA dated May 05, 2020.

THE INTRUCTIONS 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 **25.09.2026 at 09:00 a.m.** and ends on **27.09.2026 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 **21st September, 2026** 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	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 & My Easi New (Token) 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 & My Easi New (Token) 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.



Individual Shareholders holding securities in demat mode with NSDL Depository	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 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. 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/IdeasDirectReg.jsp
	3) 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 or joining virtual meeting & voting during the meeting.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 21 09911
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 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). • 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. • 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](mailto:secretarial@ginnifilaments.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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, Mafatlal 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:

Shri Shishir Jaipuria was re-appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2026 by the Special Resolution at the 42nd Annual General Meeting held on 26th September, 2025 with effect from 01/04/2026 on remuneration, as approved by the members upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company as stated in the Explanatory Statement provided therein as part of the Notice of the 42nd Annual General Meeting.

Shri Shishir Jaipuria, the Managing Director, shall attain the age of 70 years on 7th April, 2027. In terms of the proviso to Section 196(3)(a) of the Companies Act, 2013, approval of the members by way of Special Resolution is required for authorizing Shri Shishir Jaipuria to continue to hold office as Managing Director after attaining the age of 70 years for the remainder of his approved 3-year tenure up to 31st March, 2029.

Shri Shishir Jaipuria, the Managing Director is having good health and capacity to discharge the function of the Managing Director and he has been looking after the overall operations of Company including financial planning and overall control of the Company and various other responsibilities as are assigned by the Board of Directors from time to time. During his tenure, the Company has undertaken various expansion plans and has improved its operating efficiency substantially and since he is the instruments to the Growth of the Company and also one of the core promoters, the Nomination and Remuneration Committee has recommended for continuation of his office after attaining the age of 70 years.

The Board of Directors has also recommends the Special resolution, as set out in item no 3 of this Notice for your approval for empowering him to continue of his services after attaining the age of 70 years.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Shri Shishir Jaipuria, to whom the resolution relates, may be deemed to be financially interested upto the extent of remuneration drawn by him and Shri Saket Jaipuria being relative, may be deemed 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, 2024 to 31st July, 2026 and his tenure was concluded on 31st July, 2026. The Board of Directors of the Company at their meeting held on 28.07.2026 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of 1 (one) year with effect from 1st August, 2026 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

Basic Salary	Rs. 2,70,000/- per month with effect from 1st August, 2026.
H.R.A.	55% of Basic Salary.
Other Benefits	In addition to Basic Salary, he would also be entitled to following benefits :
	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 Section II of Part 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.

He is highly qualified and having experience over 45 years. During his period, under his stewardship the Company has undertaken many challenging initiatives.

In accordance with the provision of Section -196 of the Companies Act 2013, any appointment as Whole Time Director beyond 70 years would need Special resolution to be passed by the members in the General Meeting. Accordingly, in terms of Section 196(3) of the Act read with Part -I of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole Time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Suresh Singhvi is over 72 years of age on the date of reappointment. Therefore, the agenda shall be placed as special resolution for the approval of members.

Mr. Suresh Singhvi enjoys robust health and is actively associated in the development of the Company.

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.

By order of the Board of Directors

Sd/-

Bharat Singh

Company Secretary

Membership No. F6459

Place: Noida

Date: 28.07.2026


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 31-03-2026	Year ended 31-03-2025
		Gross sales and other income		
		Continuing operations:	37,053.39	30,551.24
		Discontinued Operations:	1,025.82	7,398.40
		Total	38,079.20	37,949.64
		Earning before interest, taxes , depreciation and amortization		
		Continuing operations:	6,894.67	3,893.95
		Discontinued Operations:	(242.27)	(884.34)
		Total	6652.40	3009.61
		Exceptional item	(545.79)	
		Profit/(loss) before tax		
		Continuing operations :	4932.78	1728.01
		Discontinued Operations:	(327.79)	(1285.74)
		Total	4604.99	(442.27)
		Provision for tax		
		Continuing operations :	836.20	(19.30)
		Discontinued Operations:	65.02	42.04
		Net profit/(loss)		
		Continuing operations :	4096.58	1747.31
		Discontinued Operations:	(392.81)	(1327.78)
		Total	3703.77	419.53
5.	Foreign Investments or collaborators, if any	The Company has neither made any foreign investments nor has any collaboration.		

II. INFORMATION ABOUT THE APPOINTEE:
1. BACKGROUND
MR. SURESH SINGHVI:

Mr. Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 45 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. Suresh Singhvi for the year 2025-26 are as under:

(Rs. in Lacs)			
Particulars	Salary	Perquisites & Others	Total
Mr. Suresh Singhvi	₹51.49 lakh	₹2.10 lakh	₹53.59 lakh

3. RECOGNITION OR AWARDS

NIL

4. JOB PROFILE AND THEIR SUITABILITY

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 to be paid by the Company, Mr. Suresh Singhvi has no other pecuniary relationship with the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company may have inadequate profits in future due to unexpected adversities due to cyclical nature of Non-woven business, unforeseen circumstances and risk involved in new investment which may result into operational constraints and impact profits, therefore we are taking it as an enabling provision for the upcoming years.

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

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

3. Expected increase in productivity and profits in measurable terms

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 requisite disclosures of remuneration packages etc. have been made in the Corporate Governance Report.

By order of the Board of Directors

Sd/-

Bharat Singh

Company Secretary

Membership No. F6459

Place: Noida

Date: 28.07.2026



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. Suresh Singhvi, Whole-time Director, designated as Director Finance and CFO	Shri Shishir Jaipuria, Chairman & Managing Director	Mr. Saket Jaipuria, Whole Time Director designated as Executive Director cum President
DIN Number	00293272	00274959	02458923
Category / Designation	Whole-time Director, designated as Director Finance and CFO	Chairman & Managing Director	Whole Time Director designated as Executive Director cum President
Date of Birth	23.11.1953	07.04.1957	11.10.1982
Nationality	Indian	Indian	Indian
Age	72 years, 8 months	69 years, 4 months	43 years 9 months
Date of first Appointment	30.07.2009	14.02.1990	11.02.2011
Qualification	B.Com., LL.B, FCA	B. Com, LLB	B.Sc. In Business Administration from Carnegie Mellon University, Pittsburg, USA
Brief Resume and Experience / Expertise	Mr. Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 45 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.	A renowned industrialist, having vast experience in Textile, Sugar, Media and Education Sector. He is having 42 years of experience in textile industry and currently serving as Chairman & Managing Director of Ginni Filaments Ltd, an integrated textile company, which produce yarn, fabrics, garments and technical textiles. He is also Chairman of Jaipuria Group of Educational Institutions comprising a chain of K-12 schools, Pre-schools and two Management Institutions under its aegis. Jaipuria Group of Educational Institutions has a combined strength of more than 20000 students and 15000 alumni. A philanthropist, he chairs the Char Dham Ved Nyas, a Trust operating Sanskrit and Vedic education from primary to post graduate levels at five most auspicious centres of Indian religious pilgrimage. Besides, he chairs charitable trusts that run hospitals and guest houses at different places in India. He was earlier Managing Director of The Pioneer Limited, a leading Newspaper in Uttar Pradesh. Formerly, he was on the Board of National Skill Development Corporation (NSDC). In the past he has served as Chairman of Confederation of Indian Textile Industry (CITI), Chairman of Northern India Textile Research Association (NITRA) and Chairman of Northern India Textile Mills Association (NITMA).	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 technical textile Business. Shri Saket Jaipuria has been mainly looking after Non-Woven division 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 2024.
Remuneration last drawn (in lakhs)	Rs. 53.59/- (for financial year 2025-26)	256.48 Lakhs (FY 2025-26)	Rs. 181.19 /- (for financial year 2025-26)



Remuneration proposed to be paid	As mentioned in the explanatory Statement at item no. 4	As mentioned in the explanatory Statement at item no. 3	As already approved in AGM held on 25th September, 2024.
Terms and conditions of appointment or re-appointment along with the details of remuneration sought to be paid	As mentioned in the explanatory Statement at item no. 4	As mentioned in the explanatory Statement at item no. 3	As already approved in AGM held on 25th September, 2024.
Disclosure of Relationships between Directors inter-se	Shri Suresh Singhvi is not related to any Director of the Company.	Shri Shishir Jaipuria, Chairman and Managing Director of the Company is the father of Shri Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President)	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
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil	Shri Shishir Jaipuria is a member of "Audit Committee" and "Stakeholder Relationship Committee" of Ginni Filaments Ltd.	Mr. Saket Jaipuria is a member of Stakeholders Relationship Committee of the Board of Directors of Ginni Filaments Limited.
Number of listed entity from which the person has resigned since last 3 years	Nil	Nil	Nil
Directorship held in other Companies	1. SRJ Edu Services Private Limited 2. JNG Construction Private Ltd.	1) The India Thermit Corporation Ltd. 2) JNG Construction Pvt. Ltd.. 3) Ginni Consumers Private Limited 4) Association For Reinventing School Education 5) Orden Technical Services Private Limited	1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd 3. Ginni Consumer Pvt Ltd
Membership/ Chairmanship of committees held in other Indian companies	Nil	Nil	Nil
Number of Board Meetings attended	Mr. Suresh Singhvi attended all the 4 Board Meetings held during the Financial year 2025-26	Shri Shishir Jaipuria attended all the 4 Board Meetings held during the Financial year 2025-26	Mr. Saket Jaipuria attended all the 4 Board Meetings for the Financial year 2025-26.
No. of Shares & % of shares held on 31/03/2026.	Nil	16789060 & (19.60%)	6136008 (7.16%)
Number of Equity Shares held in the Company for any other person on a beneficial basis	N.A.	N.A	N.A
Justification for choosing the appointee for appointment as Independent Director	N.A.	N.A	N.A
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	N.A	N.A