



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

Registered Office : D-196, Sector-63, Noida - 201 307 (U.P.), INDIA

Ph : + 91-120-4058400 (30 LINES)

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

August 29, 2025

National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Bandra Kurta Complex, Bandra (East) MUMBAI-400 051	BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street , MUMBAI-400 051
SCRIP CODE: GINNIFILA	SCRIP CODE: 590025

Kind Attn. : Department of Corporate Communication / Head Listing Department

Sub.: Notice of 42nd Annual General Meeting

Dear Sir/ Madam,

Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, we attached herewith the Notice of 42nd Annual General Meeting of Ginni Filaments Limited, which is scheduled to be held on Friday, the 26th September, 2025 at 11:45 A.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue.

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

Thanking You

Yours faithfully,

For GINNI FILAMENTS LIMITED

BHARAT SINGH

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above



NOTICE OF 42ND ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd (Forty Second) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Friday, the 26th Day of September, 2025 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, 2025 including the Audited Balance Sheet as at March 31, 2025 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 Shishir Jaipuria (DIN 00274959) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Shri Shishir Jaipuria as the Managing Director of the Company for a period 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, consent of the members of the Company be and is hereby accorded 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 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 re-appointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Shishir Jaipuria.

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, Shri Shishir Jaipuria, Managing Director of the Company, shall henceforth be liable to determination of retirement of Directors by rotation.

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. **Appointment of Secretarial Auditor and Approval of his remuneration**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Parveen Rastogi & Co, a Peer Reviewed Company Secretaries in Practice (Unique ID No: S2024DE965500, Firm registration no. 26582, and Peer Review Number: 5486/2024), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, at a remuneration of Rs. 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals for FY 2025-26, and for subsequent years of his term at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

5. Amendment in the Main Object Clause of Memorandum of Association as per the provision of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions from the Registrar of Companies (“ROC”), and such other approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded for effecting the alterations in the existing Main Object Clause III (A) of the Memorandum of Association (the “MOA”) of the Company by inserting a new Sub Clause No. 7 after sub clause 6:

Clause III (A) of the MOA (New Sub Clause 7):

To plan, promote, generate, acquire by purchase in bulk, develop, distribute all forms of energy including but not limited to all renewable energy and power generated by any source whether by wind, solar, thermal, atomic, biomass, coal, lignite, gas, geothermal or any other form by which energy or power can be produced, and to transmit, distribute, and supply such power for captive consumption by the Company in accordance with applicable laws and regulations”

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby Jointly and Severally authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III (A) of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Place: Noida
Date: 05.08.2025

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 and latest being Circular No. 09/2024 dated September 19, 2024 (“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/OAVM. In terms of the said circulars, the 42nd 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 to 5 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 **20/09/2025** to **26/09/2025** (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.

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 02, 2025 has provided one more opportunity for those holders of physical shares and who missed the above deadline of March 31, 2021, by way opening of Special Window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/ not attended due to deficiency in the documents/ process/ or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

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 2024-25 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 42nd 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 42nd AGM and Annual Report for 2024-25 and thereafter shall be disabled from the records of the RTA immediately after the 42nd 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. **19/09/2025** 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 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.
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 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 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 19/09/2025 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 latest being Circular No. 09/2024 dated September 19, 2024. 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 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 latest being Circular No. 09/2024 dated September 19, 2024 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 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 latest being Circular No. 09/2024 dated September 19, 2024.
- 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 latest being Circular No. 09/2024 dated September 19, 2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 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 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 **23.09.2025 at 09:00 a.m.** and ends on **25.09.2025 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 **19th September, 2025** 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 cdsl 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 cdsl 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.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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. 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 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>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	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.
OR Date of Birth (DOB)	• 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 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: Re-appointment of Shri Shishir Jaipuria as the Managing Director of the Company for a period of 3 years w.e.f. April 01, 2026

Shri Shishir Jaipuria was appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2023. His present term will be concluded on 31st March, 2026. The Board of Directors of the Company at their meeting held on 05/08/2025 has re-appointed him as Managing Director of the Company for a further period of three (3) years with effect from 01/04/2026 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

1. Salary: Rs. 12,97,000/- per month with annual increment of Rs. 1,00,000/- thereon. First increment will fall due on 1st April, 2027.
2. Commission : Not exceeding 2% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
1. Perquisites : The Managing Director shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY – 'A' :

- i) Housing : Free furnished residential accommodation.
- ii) Gas, Electricity, Water & Furnishings : Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
- iii) Medical Reimbursement : Medical expenses incurred for self and his wife.
- iv) Leave Travel Concession : For self and his family, as per rules of the Company.
- v) Insurance : As per Company rules and requirements.
- vi) Car : Free use of the Company's car(s) with driver.
- vii) Club : Fees of club(s).
- viii) Telecom / Computer Facilities : As per requirements.
- ix) Travelling Expenses : While travelling on the Company's business purposes, the Managing Director 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' :

- i) Contribution to Provident Fund as per rules of the Company.
- 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.

MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Shishir Jaipuria, Managing Director 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. Shri Shishir Jaipuria is not debarred from 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 managing director 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 Board of Directors recommends the Special resolution, as set out in item no.3 of this Notice for your approval.

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

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), effective from April 1, 2025, the Company is required to appoint Secretarial Auditors for a term of 5 (five) consecutive years with the approval of the shareholders in the Annual General Meeting.

In view of the above, the Audit Committee and the Board of Directors at their respective meetings held on 05th August 2025, have recommended the appointment of M/s. Parveen Rastogi & Co., a Peer Reviewed of the Company Secretaries in Practice (Unique ID No: S2024DE965500) and Peer Review Certificate No 5486/2024) as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

The Board is of the view that M/s. Parveen Rastogi & Co., is a reputed firm of Practicing Company Secretaries having 27+ years of experience in corporate and allied legal domains. The firm provides a wide gamut of services to a vast network of clients in the matters relating to Corporate Laws including Company Law. It also plays a pro-active role in continuous support services to leading business houses having establishments across the country, Government Corporations and Joint Ventures, MNCs. The focus areas of services of the firm includes advisory services on Companies Act and rules framed thereunder, listing compliances, SEBI Act and Rules, restructuring, revival and rehabilitation, appearance before National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA Offices), SEBI, SAT, Due diligence etc. The firm also provides advisory and support services to leading law firms, Corporate Advisory services firms and SEBI Registered Merchant Bankers.

M/s. Parveen Rastogi & Co. is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms of appointment:

M/s. Parveen Rastogi & Co. is proposed to be appointed as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

The proposed fees payable to M/s. Parveen Rastogi & Co. is Rs. 1,60,000 (excluding fees for certification, taxes and reimbursement of out-of-pocket expenses) for the purpose of secretarial audit for the FY 2025-26. The fee for secretarial audit of subsequent financial years would be as negotiated by the Board from time to time.

The Board of Directors recommends the ordinary resolution, as set out in item no.4 of this Notice for your approval.



None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 5

The Company proposed to include the certain new objects in Clause III (A) of Memorandum of Association (MOA) of the Company to be undertaken by the Company in near future, thus it is proposed to alter the main object clause of the Memorandum of Association of the Company by addition/amending the existing objects clause of MOA of the Company.

The Board of Directors of the Company at its meeting held on 05th Day of August, 2025 has subject to the approval of the shareholders of the Company by way of special resolutions and approvals from regulatory or governmental authorities as may be required under applicable laws, approved the change in the main object clause of the Company by inserting the sub clause (7) after sub-clause (6) of the clause III(A) of the Memorandum of Association of the Company. The Company has inserted new clause to float a 5 MW Solar Power Project for generation and transmission of power for Captive Use in its Non – Woven and CPD Plant located at Panoli, Gujrat.

The proposed change would be subject to the necessary approvals in terms of section 13 of the Companies Act, 2013. The aforesaid section requires approval of the shareholders of the Company by way of passing special resolution.

The copy of the proposed MOA of the Company will be available for inspection for the members in electronic mode on the website of the Company i.e. www.ginnifilaments.com. The aforesaid documents are also available for inspection during the AGM.

The Board of Directors recommends the special resolution, as set out in item no.5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives, are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding, if any in the Company

By order of the Board of Directors

Place: Noida
Date: 05.08.2025

Sd/-
Bharat Singh
Company Secretary
Membership No. F6459



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 31-03-2025	Year ended 31-03-2024
		Gross sales and other income		
		Continuing operations:	37,949.64	35,169.63
		Discontinued Operations:		52,395.78
		Total	37,949.64	87,565.41
		Earning before interest, taxes , depreciation and amortization		
		Continuing operations:	3009.61	2,309.76
		Discontinued Operations:		(2,954.80)
		Total	3009.61	(645.04)
		Exceptional item		
		Profit/(loss) before tax		
		Continuing operations :	442.27	(3,000.89)
		Discontinued Operations:		(5,928.39)
		Total	442.27	(8,929.28)
		Provision for tax		
		Continuing operations :	22.74	(375.76)
		Discontinued Operations:		(104.07)
		Net profit/(loss)		
		Continuing operations :	419.53	(2,625.13)
		Discontinued Operations:		(5,824.32)
		Total	419.53	(8,449.45)
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:

SHRI SHISHIR JAIPURIA:

A renowned industrialist, having vast experience in Textile, Sugar, Media and Education Sector. 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).

2. PAST REMUNERATION:

Past Remuneration paid to Shri Shishir Jaipuria for the year 2024-25 are as under:

(Rs. in Lacs)

	Salary	Perquisites & Others	Total
Shri Shishir Jaipuria	142.40	14.79	157.19

3. RECOGNITION OR AWARDS

- **Lifetime Achievement Award for Education Leadership** by Education World for the year **2022-23**, in recognition of his immense contribution to the education sector.
- **Lifetime Achievement Award** conferred by Scoop News at the **Great Indian Learning Festival 2021**, held in Varanasi, Uttar Pradesh.

4. JOB PROFILE AND THEIR SUITABILITY

SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria 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 as Managing Director, the Company has undertaken various expansion / diversification plans and has improved its operating efficiency substantially.

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 may have inadequate profits in future due to unexpected adversities due to cyclical nature of Non-woven business and unforeseen circumstances 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

Place: Noida
Date: 05.08.2025

Sd/-
Bharat Singh
Company Secretary
Membership No. F6459



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	Shri Shishir Jaipuria, Chairman & Managing Director
DIN Number	00274959
Category / Designation	Chairman & Managing Director
Date of Birth, Age	07.04.1957 (68 Years)
Nationality	Indian
Date of first Appointment	14.02.1990
Qualification	B. Com, LLB
Brief Resume and Experience / Expertise	<p>A renowned industrialist, having vast experience in Textile, Sugar, Media and Education Sector. He is having 41 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.</p> <p>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).</p>
Remuneration last drawn (in lakhs)	Rs. 157.19 Lakhs
Remuneration proposed to be paid	As mentioned in the Explanatory statement at Item No. 3
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. 3
Disclosure of Relationships between Directors inter-se	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)
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board	Shri Shishir Jaipuria is a member of "Audit Committee" and "Stakeholder Relationship Committee" of Ginni Filaments Ltd.
Number of listed entity from which the person has resigned since last 3 years	Nil



Directorship held in other Companies	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
Membership/ Chairmanship of committees held in other Indian companies	Nil
Number of Board Meetings attended	Shri Shishir Jaipuria attended all the Board Meetings (Five) held during the Financial year 2024-25
No. of Shares & % of shares held on 31/03/2025.	16789060 & (19.60%)
Number of Equity Shares held in the Company for any other person on a beneficial basis	N.A