# GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550
CORPORATE OFFICE: H-6, SECTOR-63, NOIDA-201 307, INDIA
Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976
Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com


GFL/SEC/
September 11, 2014

| | |
|---|---|
| National Stock Exchange of India Ltd.<br>Exchange Plaza, 5th Floor<br>Plot No. C/1, G-Block<br>Bandra-Kurla Complex<br>Bandra (E)<br>**MUMBAI – 400 051.**<br>cmlist@nse.co.in<br>**(Scrip Code : GINNIFILA)** | Bombay Stock Exchange Ltd.<br>Floor 25, P.J. Towers<br>Dalal Street<br>*MUMBAI – 400 001*<br>corp.relations@bseindia.com<br>**(Scrip Code : 590025)** |

**Sub. : Reporting under Clause 35A of the Listing Agreement in respect of the 31st Annual General Meeting of the Shareholders of the Company held on September 10, 2014.**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement we are providing the details pertaining to the voting results on the conclusion of the 31st Annual General Meeting of the Shareholders of the Company held on September 10, 2014 are as under :

| | |
|---|---|
| **Date of AGM** | September 10, 2014 |
| **Total Number of Shareholders on record date / book closures** | 24429 |
| **No. of Shareholders present in the meeting either in person or through proxy**<br><br>Promoters and Promoter Group<br><br>Public | <br><br>05<br><br>40 |
| **No. of Shareholders attended the meeting through Video Conferencing :**<br>Promoters and Promoter Group<br>Public | Not Arranged<br>N.A.<br>N.A. |

**Agenda wise details :**

| Item No. | Details of Agenda | Resolution required | Mode of voting |
|---|---|---|---|
| 1. | Audited Financial statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 2. | Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 3. | Appointment of Statutory Auditors and fix their remuneration. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 4. | Appointment of Shri Joginder Pal Kundra as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |

GINNI FILAMENTS LIMITED

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| | | | |
|---|---|---|---|
| 5. | Appointment of Dr. Hard Prashad Bhattacharya as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 6. | Appointment of Shri Jugal Kishore Bhagat as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 7. | Appointment of Dr. Ramesh Chandra Vaish as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 8. | Appointment of Shri Sushil Chandra Tripathi as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 9. | Appointment of Smt. Manju Rana as an Independent Director. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 10. | Re-appointment of Dr. Rajaram Jaipuria as Managing Director. | Special | E-voting and Poll (Passed with requisite majority) |
| 11. | Re-appointment of Shri Shishir Jaipuria as a Managing Director. | Special | E-voting and Poll (Passed with requisite majority) |
| 12. | Fixation of remuneration of Shri Saket Jaipuria as a Wholetime Director | Special | E-voting and Poll (Passed with requisite majority) |
| 13. | Re-appointment of Shri Suresh Singhvi as a Wholetime Director | Special | E-voting and Poll (Passed with requisite majority) |
| 14. | Re-appointment of Shri Ram Ratan Maheshwari as a Wholetime Director | Special | E-voting and Poll (Passed with requisite majority) |
| 15. | Authority to Board of Directors under Section 180 (1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 1,000 Crore. | Special | E-voting and Poll (Passed with requisite majority) |
| 16. | Authority to Board of Directors under Section 180 (1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding ₹ 1,000 Crore. | Special | E-voting and Poll (Passed with requisite majority) |
| 17. | Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013. | Special | E-voting and Poll (Passed with requisite majority) |
| 18. | Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2015. | Ordinary | E-voting and Poll (Passed with requisite majority) |
| 19. | Amendment of certain Articles of the Articles of Association of the Company under Section 14 of the Companies Act, 2013. | Special | E-voting and Poll (Passed with requisite majority) |

The item wise detail of voting results of e-voting and poll conducted is attached as **Annexure 'A'**. Please also find Scrutinizer's Reports for e-voting as well as poll conducted at the Annual General Meeting.

Thanking You,

Yours faithfully,
*for GINNI FILAMENTS LTD.*

*RAJESH TRIPATHI*
*COMPANY SECRETARY*

Encl : As Above

***ANNEXURE – 'A'***

**Item No. 1**

**Details of the Agenda :** Audited Financial statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 2**

**Details of the Agenda :** Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 3**

**Details of the Agenda :** Appointment of Statutory Auditors and fix their remuneration.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 4**

**Details of the Agenda :** Appointment of Shri Joginder Pal Kundra as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

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**Item No. 5**

**Details of the Agenda :** Appointment of Dr. Hard Prashad Bhattacharya as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| **Total** | **70650065** | **43547258** | **61.64%** | **43547258** | **-** | **100.00%** | **-** |

**Item No. 6**

**Details of the Agenda :** Appointment of Shri Jugal Kishore Bhagat as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| **Total** | **70650065** | **43547258** | **61.64%** | **43547258** | **-** | **100.00%** | **-** |

**Item No. 7**

**Details of the Agenda :** Appointment of Dr. Ramesh Chandra Vaish as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| **Total** | **70650065** | **43547258** | **61.64%** | **43547258** | **-** | **100.00%** | **-** |

**Item No. 8**

**Details of the Agenda :** Appointment of Shri Sushil Chandra Tripathi as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 72683 | 0.30% | 72683 | - | 100.00% | - |
| **Total** | 70650065 | 43546924 | 61.64% | **43546924** | **-** | **100.00%** | **-** |

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**Item No. 9**

**Details of the Agenda :** Appointment of Smt. Manju Rana as an Independent Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 10**

**Details of the Agenda :** Re-appointment of Dr. Rajaram Jaipuria as Managing Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| Total | 70650065 | 43547258 | 61.64% | 43546924 | 334 | 100.00% | 0.00% |

**Item No. 11**

**Details of the Agenda :** Re-appointment of Shri Shishir Jaipuria as Managing Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 12**

**Details of the Agenda :** Fixation of remuneration of Shri Saket Jaipuria as a Wholetime Director.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| Total | 70650065 | 43547258 | 61.64% | 43546924 | 334 | 100.00% | 0.00% |

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**Item No. 13**

**Details of the Agenda :** Re-appointment of Shri Suresh Singhvi as a Wholetime Director

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| Total | 70650065 | 43547258 | 61.64% | 43547258 | - | 100.00% | - |

**Item No. 14**

**Details of the Agenda :** Re-appointment of Shri Ram Ratan Maheshwari as a Wholetime Director

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| Total | 70650065 | 43547258 | 61.64% | 43546924 | 334 | 100.00% | 0.00% |

**Item No. 15**

**Details of the Agenda :** Authority to Board of Directors under Section 180 (1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 1,000 Crore.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 72683 | 0.30% | 72683 | - | 100.00% | - |
| Total | 70650065 | 43546924 | 61.64% | 43546924 | - | 100.00% | - |

**Item No. 16**

**Details of the Agenda :** Authority to Board of Directors under Section 180 (1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding ₹ 1,000 Crore.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| Total | 70650065 | 43547258 | 61.64% | 43546924 | 334 | 100.00% | 0.00% |

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**Item No. 17**

**Details of the Agenda :** Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 21769108 | 50.07% | 21769108 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 73017 | - | 100.00% | - |
| **Total** | **70650065** | **21842125** | **30.92%** | **21842125** | **-** | **100.00%** | **-** |

**Item No. 18**

**Details of the Agenda :** Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2015.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| **Total** | **70650065** | **43547258** | **61.64%** | **43546924** | **334** | **100.00%** | **0.00%** |

**Item No. 19**

**Details of the Agenda :** Amendment of certain Articles of the Articles of Association of the Company under section 14 of the Companies Act, 2013.

| Promoter / Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 43477441 | 43474241 | 99.99% | 43474241 | - | 100.00% | - |
| Public - Institutional holders | 3220619 | - | 0.00% | - | - | - | - |
| Public - Others | 23952005 | 73017 | 0.30% | 72683 | 334 | 99.54% | 0.46% |
| **Total** | **70650065** | **43547258** | **61.64%** | **43546924** | **334** | **100.00%** | **0.00%** |

* * *

GINNI FILAMENTS LIMITED

*Hemant Singh & Associates*
*Company Secretaries*

**Scrutinizer's Report**
**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders of GINNI FILAMENTS LIMITED
Held on
At 110- K.M. Stone, Delhi Mathura Road, Chhata -281401

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of GINNI FILAMENTS LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 9 a.m. on 3rd September, 2014 to 6 p.m. on 4th September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 1st August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 19 as set out in the Notice of the 31st Annual General Meeting of GINNI FILAMENTS LIMITED)

The votes were unblocked on 05th September, 2014 around 11.20 A.M in the presence of two witnesses, Mr. Chaitanya Kumar Jha R/o. D -197, Sharma Nivas,Gali No.8, Laxmi Nagar, Delhi - 110092 and Mr. Mohit Arora R/o E-355, St. No. 6, Mandir Marg, Chhajjupur, Shahdara, Delhi-110032 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: (Mr. Chaitanya Kumar Jha)

Name: (Mr. Mohit Arora)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com). The same has been marked as Annexure-1

HEMANT SINGH & ASSOCIATES ★ DELHI ★ COMPANY SECRETARIES

4. The result of the e-voting is as under:

**(a). Resolution 1- Adoption of the Audited Financial Statements for the year ended on 31st March 2014 together with the Directors' Report and the Auditors' Report thereon.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(b). Resolution 2- Appointment of Shri Suresh Singhvi who retires by rotation and offers himself foe re-appointment.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

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iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(c). Resolution 3- Appointment of Statutory Auditors and fix their remuneration.**

Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

i. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

ii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(d) Resolution 4- Appointment of Shri Joginder Pal Kundra as Independent Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

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ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(e). Resolution 5- Appointment of Dr. Har Prasad Bhattacharya as an Independent director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

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**(f). Resolution 6- Appointment of Shri. Jugal Kishore Bhagat as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(g). Resolution 7- Appointment of Dr. Ramesh Chandra Vaish as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

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iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(h). Resolution 8- Appointment of Shri Sushil Chandra Tripathi as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

i. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

ii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(i). Resolution 9- Appointment of Smt. Manju Rana as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

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ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(j). Resolution 10- Re-Appointment of Dr. Rajaram Jaipuria as a Managing Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

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**(k). Resolution 11- Re-Appointment of Shri Shishir Jaipuria as a Managing Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(l). Resolution 12- Fixation of remuneration of Shri Saket Jaipuria as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

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iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(m). Resolution 13- Re-appointment of Shri Suresh Singhvi as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 49 | 43532341 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(n). Resolution 14- Re-appointment of Shri Ram Ratan Maheshwari as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

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ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(o). Resolution 15- Authority to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs 1,000 Crore.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

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**(p). Resolution 16- Authority to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding Rs 1,000 Crore.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(q). Resolution 17- Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 44 | 21827208 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| Nil | Nil | Nil |

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iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(r). Resolution 18- Ratification of the remuneration of Cost Auditors for the financial year ending 31 March, 2015.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

**(s). Resolution 19- Amendment of certain Articles of the Articles of Association of the Company under Section 14 of the Companies Act, 2013.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|---|---|---|
| 48 | 43532007 | 100 |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|---|---|---|
| 1 | 334 | 0.00 |

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iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|---|
| Nil | Nil |

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

HEMANT SINGH & ASSOCIATES * DELHI * COMPANY SECRETARIES

Hemant Kumar Singh
Partner,
M/s Hemant Singh & Associates
Practicing Company Secretaries

Place: CHHATA, MATHURA (U.P.)
Date: 10.09.2014

Annexure-3

Voting Result as of today.

| | |
|---|---|
| **EVSN** | 140805008 for Ginni Filaments Limited |
| **ISIN** | INE424C01010:GINNI FILAMENTS LIMITED |
| **Nominal Value** | 10 |
| **Voting Rights** | 1 |
| **Total Folios Voted** | 49 |

| Res. No. | | | Total |
|---|---|---|---|
| 1 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 2 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 3 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 4 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 5 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 6 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 7 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 8 | 43532007 (61.62%) | 0 (0.00%) | 43532007 |
| 9 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 10 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |
| 11 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 12 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |
| 13 | 43532341 (61.62%) | 0 (0.00%) | 43532341 |
| 14 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |
| 15 | 43532007 (61.62%) | 0 (0.00%) | 43532007 |
| 16 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |
| 17 | 21827208 (30.89%) | 0 (0.00%) | 21827208 |
| 18 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |
| 19 | 43532007 (61.62%) | 334 (0.00%) | 43532341 |

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

*Hemant Singh & Associates*
*Company Secretaries*

**FORM NO. MGT-13**

**Scrutinizer's Report**
**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders of GINNI FILAMENTS LIMITED
Held on 10th September, 2014 at 11.30 a.m.
At 110 K.M. Stone, Delhi-Mathura Road, Chhata-281401

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of GINNI FILAMENTS LIMITED ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 31st Annual General Meeting of the Equity Shareholders of GINNI FILAMENTS LIMITED, held on 10th September, 2014 at 11.30 am at 110 K.M. Stone, Delhi-Mathura Road, Chhata-281401, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, The ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence (including two shareholders namely Mr. Rajeev Kumar Aggarwal having Folio No. IN 30290243440415 and Mr. Ashok Gupta having Folio No. IN 30011810270676) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.




**Head Off.:** 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110 092 Ph. Off. : 011-4301 1821
Mob. : 97177 92134, 93127 07354 Email : hemantsinghcs@gmail.com, hemant_singh111@rediffmail.com
**Branch Off.:** A-53, 1st Floor, Guru Nanak Pura, Laxmi Nagar, Delhi-110 092 Ph.: 011-4248 6854

4. The result of the poll is as under:

**(a). Resolution 1- Adoption of the Audited Financial Statements for the year ended on 31st March 2014 together with the Directors' Report and the Auditors' Report thereon.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(b). Resolution 2- Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(c). Resolution 3- Appointment of Statutory Auditors and fix their remuneration.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(d) Resolution 4- Appointment of Shri Joginder Pal Kundra as Independent Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(e). Resolution 5- Appointment of Dr. Har Prasad Bhattacharya as an Independent director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(f). Resolution 6- Appointment of Shri. Jugal Kishore Bhagat as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(g). Resolution 7- Appointment of Dr. Ramesh Chandra Vaish as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(h). Resolution 8- Appointment of Shri Sushil Chandra Tripathi as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(i). Resolution 9- Appointment of Smt. Manju Rana as an Independent Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(j). Resolution 10- Re-Appointment of Dr. Rajaram Jaipuria as a Managing Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(k). Resolution 11- Re-Appointment of Shri Shishir Jaipuria as a Managing Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(l). Resolution 12- Fixation of remuneration of Shri Saket Jaipuria as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(m). Resolution 13- Re-appointment of Shri Suresh Singhvi as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(n). Resolution 14- Re-appointment of Shri Ram Ratan Maheshwari as a Whole time Director.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

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**(o). Resolution 15- Authority to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs 1,000 Crore.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(p). Resolution 16- Authority to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding Rs 1,000 Crore.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

**(q). Resolution 17- Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

**(r). Resolution 18- Ratification of the remuneration of Cost Auditors for the financial year ending 31 March, 2015.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

**(s). Resolution 19- Amendment of certain Articles of the Articles of Association of the Company under Section 14 of the Companies Act, 2013.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 14917 | 100 |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| Nil | Nil | Nil |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 100 |

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

Hemant Kumar Singh
Partner,
M/s Hemant Singh & Associates
Practicing Company Secretaries

Place: Delhi
Date: 11.09.2014

| Vote Caste Register (Voting by Poll at the AGM) GINNI FILAMENTS LIMITED | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Thirty First AGM held on 10th September, 2014 | | | | | | | | | | |
| Sl. No. | Resolution No. | No. of Ballot Received | No. of Valid Ballots | Total Votes Caste | Total Votes caste in Favour | Total Votes caste againts | Percentage of Votes in Favour | Percentage of Votes against | No. of Invalid Ballots | No. of Votes |
| 1 | 1 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 2 | 2 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 3 | 3 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 4 | 4 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 5 | 5 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 6 | 6 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 7 | 7 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 8 | 8 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 9 | 9 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 10 | 10 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 11 | 11 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 12 | 12 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 13 | 13 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 14 | 14 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 15 | 15 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 16 | 16 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 17 | 17 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 18 | 18 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |
| 19 | 19 | 8 | 6 | 14917 | 14917 | 0 | 100 | 0 | 1 | 100 |

**Note 1: No Record was found in the Register of Members of the Company for the ballot no. 3 received in poll and the same was rejected.**

**Note 2: Ballot No. 2 was declared as invalid due to the Signature Mismatch.**

HEMANT SINGH & ASSOCIATES
DELHI
COMPANY SECRETARIES