Hemant Singh & Associates
Company Secretaries

Scrutinizer's Report on e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical Ballot Forms received from the shareholders who do not have access to e-voting.

To,
The Chairman
32nd Annual General Meeting of the Equity Shareholders of Ginni Filaments Limited held on Tuesday, August 11, 2015 at 11.30 A.M. at the Registered office of the Company at 110 - K.M. Stone, Delhi Mathura Road, Chhata – 281 401, Distt. : Mathura (U.P.).

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, Delhi-110092 was appointed as Scrutinizer of **GINNI FILAMENTS LIMITED** ("Company") to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 32nd Annual General Meeting of the Equity Shareholders of **GINNI FILAMENTS LIMITED**.

The Notice dated May 4, 2015 convening the Annual General Meeting along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of **GINNI FILAMENTS LIMITED** held on August 11, 2015.

The Company has availed the e- voting facilities offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.

The e-voting period remain opened from Saturday, August 8, 2015 (10:00 am) and concluded at 5.00 pm on Monday, August 10, 2015.

The Shareholders holding shares as on August 4, 2015 were entitled to vote on the proposed resolutions as set out in the Notice of the Annual General Meeting of **GINNI FILAMENTS LIMITED**.

The votes were unblocked on August 11, 2015 around 1.16 pm in the presence of two witnesses, Mr. Pratham Malhotra R/o D-87, Nihal Vihar, Nangloi, New Delhi-110041 and Ms. Sneha R/o. RZ C-699, New Gopal Nagar Extension, Nazafgarh, New Delhi-110043, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Pratham Malhotra
(Witness)

Ms. Sneha
(Witness)

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting and ballot.

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After the time fixed for closing of the poll by the Chairman, i.e. between 12 am to 12.30 pm, ballot boxes kept for polling were locked in my presence.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028, the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the Company.

I. The result of the e-voting as well as physical ballot is as under:

Resolution 1 - **To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.**

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	37	43730822	99.999
Physical Ballot	15	25300	15	25300	15	25300	100
Total	**53**	**43756422**	**53**	**43756422**	**52**	**43756122**	**99.999**

b) Voted against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	1	300	0.001
Physical Ballot	15	25300	15	25300	0	0	0
Total	**53**	**43756422**	**53**	**43756422**	**1**	**300**	**0.001**

c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

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Resolution 2 - Appointment of Director in place of Shri Ram Ratan Maheshwari (DIN 02732734), who retires by rotation and being eligible, offers himself for re-appointment.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	37	43730822	99.999
Physical Ballot	15	25300	15	25300	15	25300	100
Total	**53**	**43756422**	**53**	**43756422**	**52**	**43756122**	**99.999**

b) Voted against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	1	300	0.001
Physical Ballot	15	25300	15	25300	0	0	0
Total	**53**	**43756422**	**53**	**43756422**	**1**	**300**	**0.001**

c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

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Resolution 3 - Ratification of the appointment of M/s. P. L. Gupta & Co., Chartered Accountants (Firm Registration No. 011575C) as Statutory Auditors of the Company and authorizing the Board of Directors to fix their remuneration.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	37	43730822	99.999
Physical Ballot	15	25300	15	25300	15	25300	100
Total	**53**	**43756422**	**53**	**43756422**	**52**	**43756122**	**99.999**

b) Voted against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	1	300	0.001
Physical Ballot	15	25300	15	25300	0	0	0
Total	**53**	**43756422**	**53**	**43756422**	**1**	**300**	**0.001**

c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

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Resolution 4 - **Ratification of remuneration to be paid to M/s K. G. Goyal & Associates (Firm Registration No. 000024), Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) and Panoli (Distt. Bharuch, Gujarat) for the Financial Year ending March 31, 2016, as approved by the Board of Directors of the Company.**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,30,000/- (Rupees One Lac Thirty thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates (Firm Registration No. 000024), Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) and Panoli (Distt. Bharuch, Gujarat) for the Financial Year ending March 31, 2016, as approved by the Board of Directors of the Company, be and is hereby ratified.

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."

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	37	43730822	99.999
Physical Ballot	15	25300	15	25300	15	25300	100
Total	**53**	**43756422**	**53**	**43756422**	**52**	**43756122**	**99.999**

b) Voted against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	38	43731122	38	43731122	1	300	0.001
Physical Ballot	15	25300	15	25300	0	0	0
Total	**53**	**43756422**	**53**	**43756422**	**1**	**300**	**0.001**

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c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

II. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully

***For* Hemant Singh & Associates**
Company Secretaries

(Hemant Kumar Singh)
Partner
FCS 6033

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Place: Chhata, Mathura (U.P)
Date: 11-08-2015
Time:17:45 HRS