GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

CORPORATE OFFICE: D-196, 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/
August 27th, 2018

National Stock Exchange of India Ltd., "Exchange Plaza", 5th Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Sandra (E) Mumbai: 400 051	BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai - 400 001
SCRIP CODE: GINNIFILA	**SCRIP CODE: 590025**

Sub. : Notice of 35th Annual General Meeting & Intimation of Book Closure

Dear Sir / Madam,

Pursuant to Regulation 30(6) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we attach herewith the Notice of 35th Annual General Meeting of Ginni Filaments Limited, which is scheduled to be held on Saturday, 29th September, 2018 at 11.30 A.M. at 110 K.M. Stone, Delhi Mathura Road, Chhata – 281401, Distt. Mathura (UP).

Further please also note that pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Books of the Company will remain closed from 23.9.2018 to 29.9.2018 (both days inclusive) for the purpose of 35th Annual General Meeting of the members of the Company.

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

Thanking You,

Yours Faithfully,
For Ginni Filaments Ltd.

(Bharat Singh)
Company Secretary

GINNI FILAMENTS LIMITED

NOTICE

Notice is hereby given that the 35th (Thirty Fifth) Annual General Meeting (AGM) of the Members of **Ginni Filaments Limited** will be held on Saturday, the 29th September, 2018 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.), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the statement of Profit and Loss 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. Suresh Singhvi (DIN 00293272) who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561IN), who had been appointed as Statutory Auditors of the Company for a Term of 5 Years at Thirty Fourth Annual General Meeting (AGM) held on 5th August, 2017 to hold office from the conclusion of 34th (Thirty Fourth) AGM until the conclusion of the 39th (Thirty ninth) AGM subject to ratification of the appointment by the members at every AGM, be and are hereby ratified at this AGM without further needs for ratification at the subsequent AGMs upto their term of appointment and the Board of Directors be and are hereby authorised to fix their remuneration as may be recommended by Audit Committee in consultation with the Auditors for the Financial Year ending March 31, 2019 and onward."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Mr. Joginder Pal Kundra holding DIN: 00004228, till the expiry of existing term of his appointment as Non-Executive Independent Director, who has attained the age of 75 (Seventy Five) years. Mr. J.P.Kundra was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

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

   "RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Dr. Har Prashad Bhattacharya holding DIN: 00304475, till the expiry of existing term of his appointment as Non-Executive Independent Director, who has attained the age of 75 (Seventy Five) years. Dr. Har Prashad Bhattacharya was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

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

   "RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] and other applicable provisions, if any, recommendation and /or approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company ("Board") approval of the Members be and is hereby accorded for continuation of directorship of Shri Jugal Kishore Bhagat holding DIN: 00055972, till the expiry of existing term of his appointment as Non-Executive Independent Director, who will attain the age of 75 (Seventy Five) years on 22nd November, 2018. Shri Jugal Kishore Bhagat was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to the aforesaid resolution, if necessary, also delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s)."

7. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"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. 1,50,000 (Rupees One Lac fifty 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) for the Financial Year ending March 31, 2019, 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."

By Order of the Board

Place: Noida
Date : 9th August, 2018

Bharat Singh
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive).
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays between 10.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
6. Members are requested to:
   (a) Notify change in their addresses, if any, inform to the Company / Share Transfer Agent / Depository Participant.
   (b) Send their queries, if any, at least 7 days in advance of the meeting addressed to the Chief Financial Officer of the Company, so that the information can be made available at the meeting.
7. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
8. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 with the Company or its Registrar of the Company, M/s Link Intime India Pvt. Ltd. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility.
9. (a) Members holding shares in physical form are advised to submit particulars of their Bank account viz. Name of the Bank, address of the branch, 9 digit MICR code of the branch, type of account and account number to the Company's Registrars and Transfer Agents viz. Link Intime India Pvt. Ltd. at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028.
   (b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository Participants.
   (c) Members are requested to provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
10. As per SEBI Circular dated 20th April, 2018 the shareholders having shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to Registrar and Transfer Agents viz. M/s. Link Intime India Pvt Ltd at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028.
11. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
12. Voting through electronic means:

    Pursuant to section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

    The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 35th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the

meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, September 26, 2018 at 10.00 AM and ends on Friday, September 28, 2018 at 5.00 PM. 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 September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on September 28, 2018.

Members holding shares in physical or in demat form as on cut-off-date i.e. September 22, 2018 shall only be eligible for e-voting.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to *www.evotingindia.com* and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) (viii) After entering these details appropriately, click on **"SUBMIT"** tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **"GINNI FILAMENTS LIMITED"** on which you choose to vote.

(xii) 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.

(xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

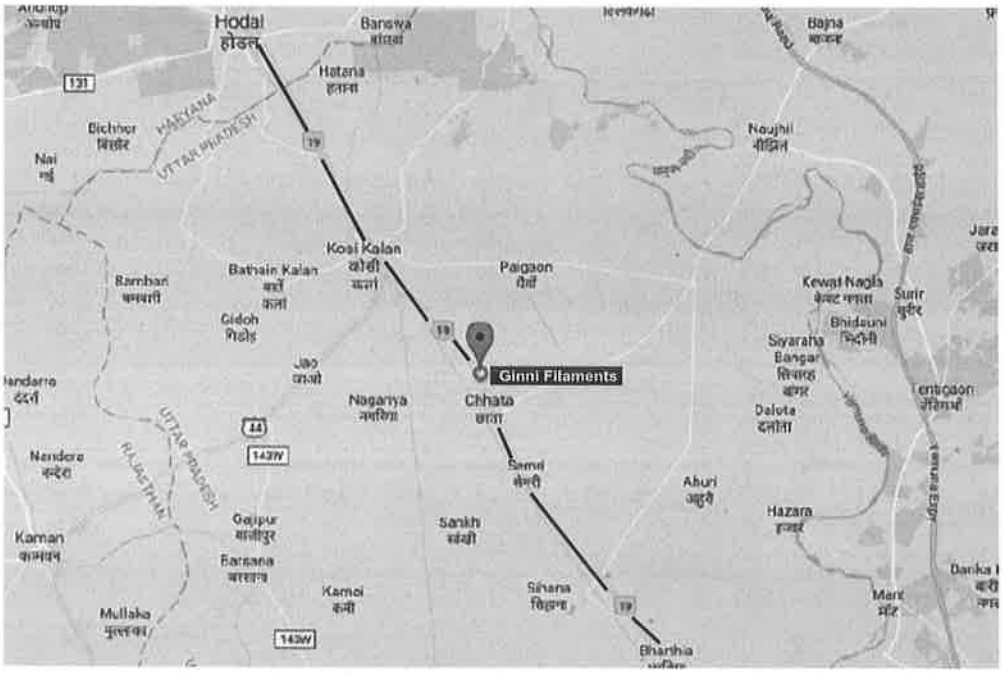
(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evotin @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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- Mr. Jatin Gupta of M/s. SPJ& Co., Company Secretaries (Membership No. 5651 and C.P. No. 5236) (Address: Apartment No. 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi – 110 005) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- Notice of the meeting is also displayed at **www.ginnifilaments.com**
- The result of voting will be announced by the Chairman on the meeting on or after the 35th AGM to be held on Saturday, September 29, 2018, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of www.cdslindia.com and www.ginnifilaments.com.

Route Map to the Venue of the 35th Annual General Meeting of Ginni Filaments Limited



Registered Office : Ginni Filaments Limited
110 K.M. Stone, Delhi-Mathura Road,
Chhata-281 401. Distt. Mathura (U.P.)

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

ITEM NO. 4:

In pursuance to the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Board of Directors at its meeting held on 1st August, 2014 appointed Mr. Joginder Pal Kundra (DIN No. 00004228 as Non-Executive Independent Director of the Company for a period of five years w.e.f. 10th September, 2014 approved by the members at 31st Annual General Meeting of the Company held on 10th September, 2014 by way of an Ordinary Resolution.

SEBI vide its notification dated 9th May, 2018 has amended the SEBI Listing Regulations and, inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect by the members of the Company. This requirement shall be effective from 1st April, 2019.

As Mr. J.P.Kundra has attained the age of 75 (Seventy Five) years, accordingly, in view of the above amendment in the SEBI Listing Regulations, it has become imperative for the Company to seek members approval by way of a special resolution on or before 1st April, 2019, to continue his directorship as an Independent Director till the end of his present term, in terms of provisions of the Act and the SEBI Listing Regulations.

Keeping in view that Mr. J.P.Kundra has rich and varied experience in the field of finance and banking and has been associated with the Company over a long period of time and contributes effectively in the deliberations of the Board and Committee Meetings. It would be in the interest of the Company to continue the directorship of Mr. J.P.Kundra as a Non-Executive Independent Directors.

Further, while evaluating the performance, the Nomination and Remuneration Committee of the Company and the Board has expressed their satisfaction on the performance.

The Nomination and Remuneration Committee at its meeting held on 9th August, 2018 has considered and approved his continuation as an Independent Directors till the expiry of his present tenure and has recommended the same for the consideration and approval of the Board of Directors of the Company.

Mr. J.P.Kundra fulfills the criteria of appointment as an Independent Director under section 149(6) of the Companies Act and Regulation 25 of the SEBI Listing Regulations and has provided requisite declarations. Also, the Board may recall that while evaluating his performance, the Nomination and Remuneration Committee of the Company and the Board has expressed the satisfaction on the same.

A brief profile of Mr. J.P.Kundra is included as annexure to the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. J.P.Kundra to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 5

In pursuance to the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Board of Directors at its meeting held on 1st August, 2014 appointed Dr. Har Prashad Bhattacharya (DIN No. 00304475) as Non-Executive Independent Director of the Company for a period of five years w.e.f. 10th September, 2014 approved by the members at 31st Annual General Meeting of the Company held on 10th September, 2014 by way of an Ordinary Resolution.

SEBI vide its notification dated 9th May, 2018 has amended the SEBI Listing Regulations and, inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect by the members of the Company. This requirement shall be effective from 1st April, 2019.

As Dr. Har Prashad Bhattacharya has attained the age of 75 (Seventy Five) years, accordingly, in view of the above amendment in the SEBI Listing Regulations, it has become imperative for the Company to seek members approval by way of a special resolution on or before 1st April, 2019, to continue his directorship as an Independent Director till the end of his present term, in terms of provisions of the Act and the SEBI Listing Regulations.

Dr. Har Prashad Bhattacharya had worked with the World Bank at its Head Quarters in Washington DC as Senior Textile Engineer and having vast experience of modernization, diversification restructuring of Textile Industries in various Countries. He contributes in the deliberation of the Board Meetings and Committee meetings and his continued association with the Company would be of immense benefit to the Company, it is desirable to continue to avail his services as an Independent Director.

Further, while evaluating the performance, the Nomination and Remuneration Committee of the Company and the board has expressed their satisfaction on the performance.

The Nomination and Remuneration Committee at its meeting held on 9th August, 2018 has considered and approved his continuation as an Independent Director till the expiry of their present tenure and has recommended the same for the consideration and approval of the Board of Directors of the Company.

Dr. Har Prashad Bhattacharya fulfills the criteria of appointment as an Independent Director under section 149(6) of the Companies Act and Regulation 25 of the SEBI Listing Regulations and has provided requisite declarations. Also, the Board may recall that while evaluating his performance, the Nomination and Remuneration Committee of the Company and the Board has expressed the satisfaction on the same.

A brief profile of Dr. Har Prashad Bhattacharya is included as annexure to the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Har Prashad Bhattacharya to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 6

In pursuance to the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Board of Directors at its meeting held on 1st August, 2014 appointed Shri Jugal Kishore Bhagat (DIN No. 00055972) as Non-Executive Independent Director of the Company for a period of five years w.e.f. 10th September, 2014 approved by the members at 31st Annual General Meeting of the Company held on 10th September, 2014 by way of an Ordinary Resolution.

SEBI vide its notification dated 9th May, 2018 has amended the SEBI Listing Regulations and, inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect by the members of the Company. This requirement shall be effective from 1st April, 2019.

Shri Jugal Kishore Bhagat will attain the age of 75 (Seventy Five) years on 22nd November, 2018, accordingly, in view of the above amendment in the SEBI Listing Regulations, it has become imperative for the Company to seek members approval by way of a special resolution on or before 1st April, 2019, to continue his directorship as an Independent Director till the end of his present term, in terms of provisions of the Act and the SEBI Listing Regulations

Shri Jugal Kishore Bhagat is an eminent Industrialist having more than 43 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies. Keeping in view his rich and varied experience and his continued association with the Company, it is desirable to continue to avail his services as an Independent Director.

Further, while evaluating the performance, the Nomination and Remuneration Committee of the Company and the board has expressed their satisfaction on the same.

The Nomination and Remuneration Committee at its meeting held on 9th August, 2018 has considered and approved his continuation as an Independent Director till the expiry of his present tenure and has recommended the same for the consideration and approval of the Board of Directors of the Company.

Shri Jugal Kishore Bhagat fulfills the criteria of appointment as an Independent Director under section 149(6) of the Companies Act and Regulation 25 of the SEBI Listing Regulations and has provided requisite declarations. Also, the Board may recall that while evaluating his performance, the Nomination and Remuneration Committee of the Company and the Board has expressed the satisfaction on the same.

A brief profile of Shri Jugal Kishore Bhagat is included as annexure to the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Shri Jugal Kishore Bhagat to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 7:

The Board, on recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) as Cost Auditors to conduct the audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending 31st March, 2019 at a remuneration of ₹ 1,50,000 (Rupees One Lac fifty thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is required by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2019.

The Directors recommend the resolution for your approval as an ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in the proposed resolution.

By order of the Board of Directors

Place: Noida
Date: 9th August, 2018

Bharat Singh
Company Secretary

Annexure-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Directors	Shri Suresh Singhvi, Whole-time Director, designated as Director Finance and CFO	Shri Jugal Kishore Bhagat
DIN Number	00293272	00055972
Date of Birth	21.11.1953	02.11.1943
Date of Appointment	30.07.2009	28.07.1982
Qualification	B.Com., LL.B, FCA	B. Com. From University of Calcutta

Brief Resume and Experience / Expertise	Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 37 years of experience in finance, accounts and legal matters. Before joining the Company he served some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.	Shri Jugal Kishore Bhagat is eminent Industrialist having more than 43 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies
Disclosure of Relationships between Directors inter-se	NIL	NIL
Directorship held in other Public Companies	NIL	1. Ludlow Jute & Specialties Ltd. 2. The Naihati Jute Mills Company Ltd. 3. Ludlow Exports Ltd. 4. Ginni Flour & Foods Ltd. 5. CFM Infratex Ltd.
Chairman/ Membership of Committees in other Public Limited Companies C = Chairman M = Member	NIL	**Shareholders / Investors Grievance Committee** - Ludlow Jute & Specialties Ltd.(C) **Audit Committee** - The Naihati Jute Mills Company Ltd. (M) **CSR Committee** - Ludlow Jute & Specialties Ltd.(C) - The Naihati Jute Mills Company Ltd. (M)
No. of Shares & % of sharses held on 31.03.2018	NIL	2281

Name of the Directors	**Dr. Har Prashad Bhattacharya**	**Mr. J.P.Kundra**
DIN Number	00304475	00004228
Date of Birth	13.12.1939	14th April, 1930
Date of Appointment	30.10.2000	31.01.2000
Qualification	Ph.D. (Textile Technology) from University of Manchester (U.K.)	B.A (Hons), L.L.B
Brief Resume and Experience / Expertise	Dr H.P. Bhattacharya is Ph. D in Textile Technology from the University of Manchester (U.K.). He had worked with the World Bank at its Head Quarters in Washington DC as Senior Textile Engineer responsible for modernization, diversification restructuring of Textile Industries in various countries. He also had held the position of Managing Director of National Textile Corporation Ltd.	Mr. J. P. Kundra is a Bachelor of Arts and a Bachelor of Law. He is the former Managing Director of the State Bank of India and has also been the Chairman of the Banking Service Recruitment Board. He was the former Managing Director of the State Bank of Bikaner & Jaipur, and the Ex-Vice Chairman of SBI Capital Markets Ltd. He is currently the Chairman of Taurus Asset Management Co. Ltd. He has more than 60 years of experience in the field of finance and banking.
Disclosure of Relationships between Directors inter-se	NIL	NIL
Directorship held in other Public Companies	NIL	1. Taurus Asset Management Co. Ltd. 2. Dhunseri Petrochem Limited
Chairman/ Membership of Committees in other Public Limited Companies C = Chairman M = Member	NIL	**Audit Committee** 1) Dhunseri Petrochem Ltd. (C) 2) Taurs Asset Manamagement Co. Ltd. (M) **Shareholders/Investors Grievance Committee** 1) Dhunseri Petrochem Ltd. (C) **Nomination and Remuneration Committee** 1) Taurus Asset Manmagement Co. Ltd. (M) 2) Dhunseri Petrochem Ltd. (M)
No. of Shares & % of sharses held on 31.03.2018	NIL	NIL

GINNI FILAMENTS LIMITED

CIN: L71200UP1982PLC012550
Regd. Office : 110 K.M. Stone, Delhi - Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)
Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby recorded my/our presence at the Thirty Fifth Annual General Meeting of the Company held on Saturday, the 29th September, 2018 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.)

Name(s) and Address of the Member(s) _____

Name(s) of the Joint Holder(s), if any _____

Folio No./DP ID* No. and Client ID* No. _____

I certify that I am a Member / Proxy for the Member holding _____ equity shares of ₹ 10/- each.

Please ✓ In the Box

☐ Member ☐ Proxy

_____ _____

Name of the Member / Proxy In Block Letters Signature of Member / Proxy attending

NOTES :

i. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.

ii. Duplicate Attendance Slip will not be issued at the venue.

* Applicable only in case of investors holding shares in Electronic Form.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	**L71200UP1982PLC012550**
Name of the Company	:	**GINNI FILAMENTS LIMITED**
Registered Office	:	**110 K.M. Stone, Delhi - Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)**

Name(s) of the Member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No / Client id #	:	
DP ID #	:	

I / We, being the Member(s) of _____ equity shares of ₹10/- each of the GINNI FILAMENTS LIMITED, hereby appoint

(i) Name : .....Address .....

E-mail ID : .....Signature:.....or falling him / her

(ii) Name : .....Address .....

E-mail ID : .....Signature:.....or falling him / her

(iii) Name : .....Address .....

E-mail ID : .....Signature:.....or falling him / her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Fifth Annual General Meeting (AGM) of the Company, to be held on Saturday the 29th September, 2018 at Registered Office of the Company at 11.30 a.m. at 110 K. M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

See Overleaf

GINNI FILAMENTS LIMITED

Important Communication to Members

The Companies Act, 2013 is taking step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement to help to environment. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate the Company or Registrar of the Company i.e. M/s Link Intime India (P) Ltd., New Delhi.

Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (For)	I dissent from the resolution (Against)
	Ordinary Business			
1	Adoption of Accounts for the financial year ended 31st March, 2018, the Balance Sheet as at the date and the Reports of the Directors and Auditors thereon.			
2	Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment.			
3	Ratify the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN) as Statutory Auditors of the Company and to fix their remuneration.			
	Special Business			
4	To approve continuation of the directorship of Mr Joginder Pal Kundra (DIN 00004228), Non Executive Independent Director of the Company, who had attained the age of 75 years, till the expiry of existing terms of his appointments.			
5	To approve continuation of the directorship of Dr. Har Prashad Bhattacharya (DIN 00304475), Non Executive Independent Director of the Company, who had attained the age of 75 years, till the expiry of existing terms of his appointments.			
6	To approve continuation of the directorship of Shri Jugal Kishore Bhagat (DIN 00055972), Non Executive Independent Director of the Company, who will attain the age of 75 years in November, 2018 till the expiry of existing terms of his appointments.			
7	Ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Auditors of the Company for the financial year ending 31st March, 2018.			

Signed this ____ day of _____, 2018.

Signature of the Shareholder(s) _____

Signature of the Proxy holder(s) _____

Affixed Revenue Stamp

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. * It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / her thinks appropriate.