



GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

Regd. Off: 110 KM STONE, DELHI MATHURA.ROAD, CHHATA. MATHURA (U.P.)

CORPORATE OFFICE: D-196, SECTOR-63, NOIDA-201 307, INDIA

Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976

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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Ginni Filaments Limited (the '**Company**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of various circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 and Circular No 20/2021 dated 8th December, 2021 (the '**MCA Circulars**') and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules made thereunder, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the various MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot and E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business (es) only by Postal Ballot up to 30th June, 2022 ,



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the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Further, the company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on 8th February, 2022, considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. To reappoint Shri Saket Jaipuria, (DIN: 02458923) as the Whole Time Director (designated as Executive Director cum President) for a further period of 3 years and to fix his remuneration.
2. Variation in the terms of appointment and increase the remuneration of Shri Yash Jaipuria, Chief Executive w.e.f. March 01, 2022.

The Board has appointed Mr. Parveen Rastogi of M/s. Parveen Rastogi & Co., Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before 25.03.2022 and communicated to the National Stock exchange, BSE Limited, Registrar and Share Transfer Agent and shall also be displayed on the Company's website i.e. www.ginnifilaments.com.



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The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

Item No. 1: To reappoint Shri Saket Jaipuria, (DIN: 02458923) as the Whole Time Director (designated as Executive Director cum President) for a further period of 3 years and to fix his remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196 (3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the reappointment of **Shri Saket Jaipuria (DIN: 02458923) as the Whole-time Director** (Designated as the Executive Director cum President) of the Company for a further period of three years with effect from 11th February, 2022 to 10th February, 2025; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 1 annexed hereto;

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise from time to time during the tenure of Mr. Saket Jaipuria, the remuneration payable to him subject to overall limits laid down in Sections 197 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force) without further approval of the Members of the Company subject to such other approvals, sanctions or permissions, if any, required for such revision in the remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

Item 2: Variation in the terms of appointment and increase the remuneration of Shri Yash Jaipuria, Chief Executive w.e.f. March 01, 2022.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013 or any amendments or substitution thereof (including any statutory



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modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder and Regulation 23 of the SEBI (LODR) Regulations, 2015, the consent of the members of the company remove the limitation on the period of his appointment till 31st December, 2023 to during the period of his appointment and he continues as an employee of the company and be and is hereby accorded to increase the remuneration of **Shri Yash Jaipuria**, who is relative of some directors as the Chief Executive of the Company w.e.f March 01, 2022 and the terms and conditions as set out in the Explanatory Statement annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Nomination and Remuneration Committee and Audit Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deem fit and agreed by Shri Yash Jaipuria).

RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company".

Date: 08.02.2022

Place: NOIDA

**By order of the Board of Directors of
Ginni Filaments Limited**

Sd/-

Bharat Singh

Company Secretary

FCS No.: 6459



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NOTES:

1. An Explanatory Statement pursuant to Section 102, 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's website www.ginnifilaments.com, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the National Stock Exchanges and BSE Limited.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt Ltd. Shareholders may write the request to register/update their E-mail address with RTA at the following link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents electronically to their email address.

3. The Portal for remote E-voting will remain open for the Members for exercising their voting from 22.02.2022 at 09:00 a.m. India Standard Time ('IST') till 23.03.2022 at 05:00 p.m. (IST) both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on 23.03.2022. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on 18.02.2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e 23.03.2022. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 18.02.2022 and who have registered their e-mail addresses in respect of electronic holdings with the



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Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services (P) Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Board of Directors has appointed Mr. Parveen Rastogi of M/s. Parveen Rastogi & Co., Practicing Company Secretary (Membership No. FCS4764), as Scrutinizer for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before 25.03.2022.

9. The results of the Postal Ballot will be posted on the company's website www.ginnifilaments.com, CDSL's Website www.evotingindia.com and will also be communicated to the National Stock Exchange Ltd and BSE Limited.

10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.ginnifilaments.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. 23.03.2022.

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.

12. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by remote E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

14. All grievances connected with the facility for voting by electronic means may contact the undersigned at secretarial@ginnifilaments.com or write to him at the registered office of the Company



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and may also addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

15. For this purpose, the company has engaged the services of CDSL and have made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies ,though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

The detailed procedure with respect to E-voting is as follows:

16. Voting through electronic means:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote evoting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (ii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with 7 the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration4) Alternatively, the user can directly access eVoting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com homepage or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for



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	<p>casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at



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	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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) <ul style="list-style-type: none"> shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(v) After entering these details appropriately, click on “**SUBMIT**” tab.



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- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant "**GINNI FILAMENTS LIMITED**" on which you choose to vote.
- (ix) 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.
- (x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non -Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.



GINNI FILAMENTS LIMITED

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Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976

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

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@ginnifilaments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e secretarial@ginnifilaments.com or parveen@skylinerta.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: To reappoint Shri Saket Jaipuria, (DIN: 02458923) as the Whole Time Director (designated as Executive Director cum President) for a further period of 3 years and to fix his remuneration.

Shri Saket Jaipuria (DIN: 02458923) was re-appointed as the Whole-time Director (designated as the Executive Director Cum President) of the Company for a period of three (3) years w.e.f. 11th February, 2019 to 10th February, 2022. The Board of Directors upon recommendation of the Nomination and Remuneration Committee in its meeting held on February 08, 2022 has decided to re-appoint him as the Whole time Director (designated as Executive Director cum President) of the Company for a further period of 3 years with effect from February 11, 2022 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

- 1. Salary:** Rs. 6,15,000/- per month with annual increment of Rs. 50,000/-. First Increment will become due on 11th February, 2023.
- 2. Commission :** Not Exceeding 1.5% of the Net Profits of the Company, computed in the manner laid down under Section 198 of the Companies Act, 2013.
- 3. Perquisites :** The whole Time Director shall be also be entitled to the following perquisites in addition to his salary and commission as classified into Categories 'A' and 'B'.

CATEGORY – 'A' :

- i) Housing :** Free furnished residential accommodation or House Rent Allowance of 55% of salary in lieu thereof along with furniture & fixtures as per requirement.
- ii) Gas, Electricity, Water & Furnishings :** Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
- iii) Medical Reimbursement :** Medical expenses incurred for self and his family.
- iv) Leave Travel Concession :** For self and his family , as per rules of the Company.
- v) Insurance :** As per Company rules and requirements.
- vi) Car :** Free use of the Company's car(s) with driver.
- vii) Club :** Fees for club(s)
- viii) Telecom / Computer Facilities :** As per requirements.
- ix) Travelling Expenses :** While travelling on the Company's business purposes, the Executive Director Cum President will be entitled to be accompanied by his wife and the



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travelling and other incidental expenses incurred by his wife will also be borne/reimbursed by the Company.

The perquisites to be evaluated as per Income Tax Rules wherever applicable and actual cost to the Company in other cases. Family means the spouse and dependent children.

CATEGORY – ‘B’:

- i) Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.
- iii) Encashment of leave as per rules of the Company.

4. He shall be governed by the HR policy of the Company.

5. Shri Saket Jaipuria shall exercise such powers and functions as may be assigned by the Board of Directors from time to time.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Saket Jaipuria, by way of salary, commission and perquisites payable as aforesaid shall be the minimum remuneration subject to compliance of Part II, Section II of Schedule V of the Companies Act, 2013.

The aforesaid given information shall be deemed to be memorandum in accordance with Section 190 of the Act.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice. Shri Saket Jaipuria is not debarred from re- appointment as Director pursuant to any order of SEBI or any other authority.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 issued on May 9, 2018 (“Amended Listing Regulations”) which is effective from 01.04.2019, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:



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- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

and for the purposes of the above clauses, net profits shall be calculated as per section 198 of the Companies Act, 2013.

The Directors recommended the resolution for your approval as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives except Shri Saket Jaipuria, to whom the resolution relates, may be deemed to be financially interested upto the extent of remuneration drawn by him and Shri Shishir Jaipuria being relative, may be deemed to be interested or concerned otherwise in the proposed resolution.

Item 2: Variation in the terms of appointment and increase the remuneration of Shri Yash Jaipuria, Chief Executive w.e.f. March 01, 2022.

Shri Yash Jaipuria was appointed as Chief Executive of the Company for a period of three (3) years w.e.f. 1st January, 2018 to 31st December, 2020 and was further re-appointed for a period of three years from 1st January, 2021 to 31st December, 2023. Since, his present role is crucial to provide impetus for expanding business of new innovative products in the emerging market, upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee of the Board, the Board of Directors have decided to vary the terms of appointment for removal of the period of his appointment and to revise the salary structure of Shri Yash Jaipuria and to increase the same In terms of provisions of Section 188(1)(f) of the Companies Act, 2013 and rules made thereunder, prior approval of the Company is required in case of related party's appointment to any office or place of profit in the company. Shri Yash Jaipuria being son of Shri Shishir Jaipuria, Managing Director and brother of Shri Saket Jaipuria, whole Time Director (designated as the Executive Director cum President) holds the position of related party in terms of provisions of the Companies Act, 2013. The Board of Directors of the Company at its meeting held on February 08, 2022 has decided to remove the limitation on the period of his appointment till 31st December, 2023 to during the period of his appointment and he continues as an employee of the company as per rules of the Company and to revise his remuneration w.e.f March 01, 2022 as recommended and approved by the Audit Committee, Nomination and Remuneration Committee of the Board and the Board considering his experience and expertise, as set out below:

Basic Salary : Rs. 3,25,000/- per month with annual increment of Rs. 30,000/-. Increment will fall due on 1st January, 2023.



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Special Incentive: Not Exceeding Rs. 18,00,000/- Per Annum w.e.f. 1st March, 2022 on completion of the relevant years.

H.R.A. : House Rent Allowance of 55% of Basic Salary.

Other Benefits : In addition to Basic Salary, he would also be entitled to following benefits :

- i) **Medical Reimbursement :** One month of Basic Salary in a year.
- ii) **Leave Travel Concession :** One month of Basic Salary in a year.
- iii) **Personal Accident Insurance –** Premium upto 15 days of Basic Salary in a year.
- iv) **Car :** Free use of the Company's car with driver.
- v) **Telecom / Computer Facilities :** As per requirements.
- vi) **Provident Fund :** As per rules of the Company
- vii) **Gratuity :** As per rules of the Company.
- viii) **Encashment of Leave :** As per rules of the Company.

The Directors recommended the resolution for your approval as an ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Shri Shishir Jaipuria and Shri Saket Jaipuria being relative, is interested or concerned otherwise in the proposed resolution.

**BY ORDER OF THE BOARD
FOR GINNI FILAMENTS LIMITED**

**Sd/-
Bharat Singh
Company Secretary
FCS: 6459**

**Place: NOIDA
Date: 08.02.2022**



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STATEMENT IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 RELATING TO REMUNERATION PAYABLE TO WHOLE TIME DIRECTOR

I. GENERAL INFORMATION:

1. Nature of Industry Textile Industry
2. Date or expected date of commencement of commercial production The Company had commenced production in 1990.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not applicable

		(` in Lacs)	
4. Financial performance based on given indicators	FINANCIAL RESULTS	2020-21	2019-20
	Total Revenue	78101.06	79150.31
	Profit before Depreciation, Finance Cost & Tax	11537.39	6811.64
	Less : Finance Cost	2711.04	3299.83
	Less: Depreciation and Amortisation Expenses	2479.88	2589.71
	Profit before Tax	6346.47	922.10
	Provision for Tax		
	- Current	2462.98	425.00



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-	Deferred Tax	(246.07)	(79.72)
-	Income Tax earlier year	-	6.90
	Profit after Tax	4129.56	569.92

5. Foreign Investments or collaborators, if any The Company has neither made any foreign investments nor has any collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. BACKGROUND:

SHRI SAKET JAIPURIA:

Shri Saket Jaipuria holds Business Administration Degree from Carnegie Mellon University, Pittsburg, USA with distinction. He has good experience of the vibrant global economy and has a very sound knowledge on Indian & Global Textile Business.

He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director cum President in year 2019.

2. PAST REMUNERATION:

Past Remuneration paid to Shri Saket Jaipuria for the year 2020-21 are as under:

(Rs. in Lacs)

	Salary	Perquisites & Others	Total
Shri Saket Jaipuria	92.16	77.35	169.51

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY



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Shri Saket Jaipuria has been mainly looking after the fabric processing, garment and Non-Woven divisions of the Company successfully. He always engages on other important Company matters. Apart from this, he keeps himself fully abreast with other key issues of the Company and puts up his views candidly in the Board meeting for consideration.

5. REMUNERATION PROPOSED:

As per details given in the Explanatory Statement enclosed to the Postal Ballot Notice.

6. COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON

Considering the size of the Company, the profile of the Whole time Director, the responsibilities shouldered by them, the aforesaid remuneration is commensurate with the remuneration being drawn by persons of similar position in other Companies.

7. PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY

Besides the remuneration proposed and their shareholding in the Company, the Managing Directors and Wholetime Directors have no pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Shri Shishir Jaipuria, Chairman & Managing Director and Shri Saket Jaipuria, Executive Director cum President are related to each other. Further that Shri Shishir Jaipuria hold 34,29,033 equity Shares of the Company, whereas Shri Saket Jaipuria hold 61,36,008 equity Shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company may have inadequate profits in future due to unexpected adversities due to cyclical nature of textile business and unforeseen variant of Corona which may result into operational constraints and impact profits, therefore we are taking it as an enabling provision for the upcoming years.

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

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



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3. Expected increase in productivity and profits in measurable terms

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. DISCLOSURES:

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the terms and conditions of re-appointments is given in Explanatory Statement annexed to this Notice.

By order of the Board of Directors

Place: Noida
Date: 08.02.2022

Sd/-
Bharat Singh
Company Secretary
Membership No. F6459

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANIES SECRETARIES OF INDIA

Name of the Directors	Shri Saket Jaipuria, Whole Time Director designated as Executive Director cum President
DIN Number	02458923
Date of Birth	11.10.1982
Date of Appointment	11.02.2011
Qualification	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA
Brief Resume and Experience / Expertise	Shri Saket Jaipuria has around 19 years experience of vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director cum president in year 2019.



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Remuneration last drawn (in lakhs)	Rs. 169.51/- (for financial year 2020-21)
Terms and conditions of re-appointment along with the details of remuneration sought to be paid	As mentioned in the explanatory statement
Disclosure of Relationships between Directors inter-se	Shri Saket Jaipuria, Whole-time Director (Designated as the Executive Director cum President) of the Company is the son of Shri Shishir Jaipuria, Chairman and Managing Director
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board	Shri Saket Jaipuria is a member of Stakeholder Relationship Committee
Number of listed entity from which the person has resigned since last 3 years	Nil
Directorship held in other Companies	1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd 3. Ginni Consumer Pvt Ltd
Membership/ Chairmanship of committees held in other Indian companies	Nil
Number of Board Meetings attended	Shri Saket Jaipuria attended all the 5 (five) Board Meetings for the Financial year 2020-21 and attended 4 (Four) out of the total 5 (Five) Board Meetings till February 08, 2022.
No. of Shares & % of shares held on 08.02.2022	6136008 (7.16%)