



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/

1st October, 2018

National Stock Exchange of India Ltd., "Exchange Plaza", 5 th 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. : Annual Report 2017-18

Dear Sir / Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligation and Disclosures Requirement) (Amendment) Regulation, 2015, Please find enclosed the Annual Report of the Company for the Financial Year 2017-18, which was approved and adopted in 35th Annual General Meeting of the Company held on Saturday, the September 29, 2018 at the Registered Office of the Company.

You take the same on record.

Thanking You,

Yours Faithfully,
For Ginni Filaments Ltd.


(Bharat Singh)
Company Secretary

Encl : As above



Ginni Filaments Limited

Annual Report 2017-2018



**BOARD OF DIRECTORS**

Shri Shishir Jaipuria - *Chairman & Managing Director*

Shri Saket Jaipuria - *Executive Director*

Shri S. Singhvi - Director Finance & CFO

Shri J.P. Kundra

Shri J.K. Bhagat

Dr. H.P. Bhattacharya

Shri Sushil C. Tripathi

Smt. Manju Rana

Dr. R. C. Vaish

(ceased w.e.f. 06.08.2018)

} (Independent Directors)

COMPANY SECRETARY

Shri Bharat Singh

AUDITORS

M/s Doogar & Associates

Chartered Accountants

BANKERS

State Bank of India

Bank of Baroda

The Federal Bank Limited

State Bank of Bikaner & Jaipur

UCO Bank

REGISTERED OFFICE

Ginni Filaments Limited (CIN: L71200UP1982PLC012550)

110 K.M. Stone, Delhi-Mathura Road,

Chhata-281 401. Distt. Mathura (U.P.)

CORPORATE OFFICE

D-196, Sector-63, Noida (U.P.) - 201 307

PLANTS / UNITS

1. 110 K.M. Stone,
Delhi-Mathura Road, Chhata-281 401.
Distt. Mathura (U.P.)
2. Plot No. 205-207 GIDC Industrial Area,
Panoli, Ankleshwar-394 116,
Distt. Bharuch (Gujarat)
3. D-196, Sector 63, Noida (U.P.) - 201 307
4. Plot No. 98, Sector-5, IIE, SIDCUL,
Haridwar-249 403 (U.K.)

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**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, Dist.: 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.0005611N), 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.



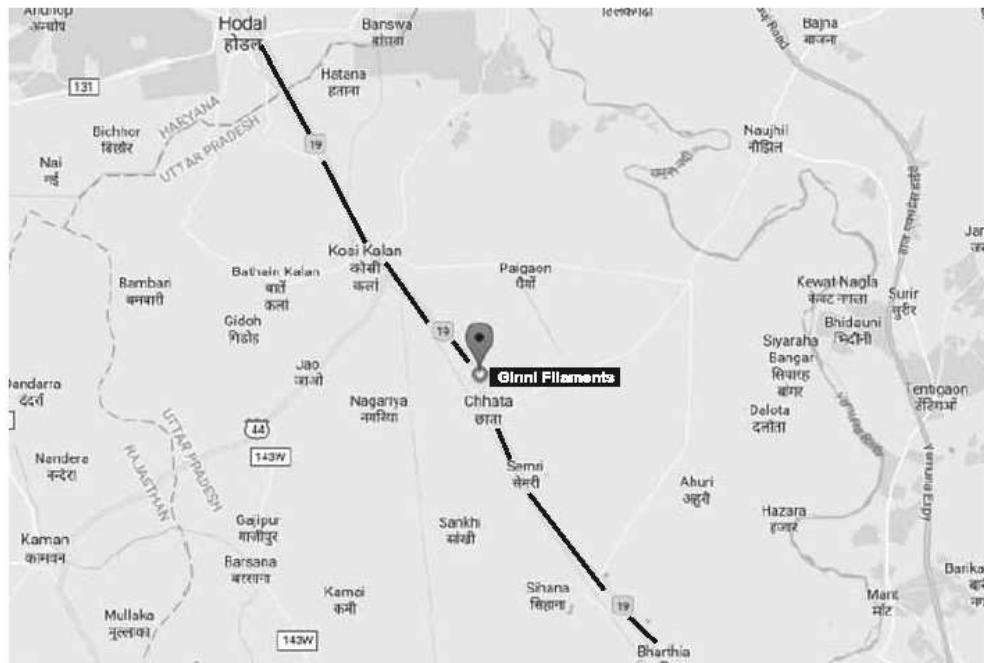
(xix) Note for Non – Individual Shareholders and Custodians

- 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.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 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 shares 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	14 th 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) Taurus Asset Management Co. Ltd. (M) Shareholders/Investors Grievance Committee 1) Dhunseri Petrochem Ltd. (C) Nomination and Remuneration Committee 1) Taurus Asset Management Co. Ltd. (M) 2) Dhunseri Petrochem Ltd. (M)
No. of Shares & % of shares held on 31.03.2018	NIL	NIL


DIRECTORS' REPORT

Your Directors have pleasure in presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

FINANCIAL RESULTS	2017-18	2016-17
Total Revenue	70842.25	77423.23
Profit before Depreciation, Finance Cost & Tax	5794.43	8534.79
Less : Finance Cost	3012.15	2880.66
Less : Depreciation and Amortisation Expenses	2563.34	2623.30
Profit before Tax	218.94	3030.83
Provision for Tax		
- Current	127.03	719.96
- Income Tax Earlier Year	25.58	-
- Deferred	(199.32)	1384.47
- Mat Credit Entitlement / Tax Adjustment	-	(688.46)
Profit after Tax	265.65	1614.86

DIVIDEND AND RESERVES

Your Directors do not recommend any dividend for the financial year ended March 31, 2018 and no amount has been transferred to General Reserve.

OPERATIONS AND STATE OF COMPANY AFFAIRS

During the year under review your Company's total Revenue has decreased to ₹ 70842.25 lacs from ₹ 77423.23 lacs and earned Net Profit of ₹ 265.65 lacs against Net Profit of ₹ 1614.86 lacs during immediately preceeding year. The negative performance of the Company is due to the long lasting effect of demonetization, introduction of GST, relocation of its two manufacturing plants and due to lower demand in international market particularly China of yarn. Margin on Non-Woven also shrunk due to rising prices of raw material and competition.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, as required under Regulation 34(3) of SEBI (LODR) Regulations, 2015 read with Schedule V of said Regulations, forms part of this Board's report and is annexed as **Annexure – 'A'**.

DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES

As per provision of Section 152 of the Companies Act, 2013 Shri Suresh Singhvi, Director (Finance) & CFO, retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Sh. Suresh Singhvi has given his declaration in terms of Section 164(2) of the Companies Act, 2013 to this effect that he is not disqualified from being reappointed as a Director of the Company.

The Independent Directors namely Shri Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana have given their declaration of independence in terms of Section 149 of the Companies Act, 2013. One meeting of the Independent Directors excluding all other Directors and officials of the Company was held as required under, Rule 8 of Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

The company has several Committees and the details alongwith its meeting have been included in the Corporate Governance report.

ANNUAL EVALUATION BY THE BOARD

The performance evaluation of the Board as stipulated under Listing Regulations and Section 134 of the Companies Act, 2013 read with Rule 8(4) of the Companies (Account) Rules, 2014, a formal Annual Evaluation process has been carried out for evaluating the performance of the Board, its Committees and the individual Directors. The performance of the Board was evaluated by the Board after seeking inputs from all directors on basis of criteria, such as, board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committee was evaluated by the Board after seeking input from the Committee members on the basis of criteria, such as, composition of Committees, effectiveness of Committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed performance of individual Directors and Chairman as per defined criteria of the Nomination and Remuneration Policy.

In a separate meeting of Independent Directors, performance of Non Independent Directors and performance of the Board as a whole was evaluated. Further, they also evaluated the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-executive Directors.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place the Vigil Mechanism / Whistle Blower Policy with a view to provide for adequate safeguards against victimization of persons who use such mechanism and made provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The details of the Vigil Mechanism and whistle Blower Policy are available on the website of the Company.

NOMINATION AND REMUNERATION POLICY

The salient features of Nomination and Remuneration Policy of the Company is annexed to this report as **Annexure–'B'**. The Nomination and Remuneration Policy as approved by the Board may be accessed on the Company's website i.e. www.ginnifilaments.com.

**MEETINGS OF THE BOARD**

During the year under review, four (4) Board Meetings were held on May 12, 2017, September 7, 2017, December 7, 2017 and February 13, 2018 and four (4) Audit Committee meetings were held on May 12, 2017, September 7, 2017, December 7, 2017 and February 13, 2018. In accordance with the requirement from time to time other Committee meetings were held and one separate meeting of Independent Directors was also held. The attendance of the Directors who attended the Board Meetings and Committees thereof have been included in the Corporate Governance Report.

CODE OF CONDUCT

The Code of conduct laid down by the Board is in operation in the Company. All Board members and senior management personnel have affirmed the compliance with the code. The declaration to this effect is enclosed to the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013, to the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statements that :

- a. in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees or Investments are provided in the Financial Statements of the Company. Please refer to Note No. 5 of the Financial Statements of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Policy on Related Party Transactions may be assessed at the Company's website at www.ginnifilaments.com . During the year under review, there were no material contracts or arrangements with the related parties refer to in Section 188 of the Companies Act, 2013. However, the particulars of contracts or arrangements with related party in the form AOC-2 is annexed as **Annexure 'C'**.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors on the Board of the Company are well versed with the Company's business model and the nature of industries in which it is operating.

The Directors are also kept updated with information of the Company, the industry and developments in different segments in which the Company operates at the Board meetings while reviewing the operations, quarterly/annual financial results and considering the budgets.

A familiarization programme for IDs laid down by the Board has been posted on the Company's website at www.ginnifilaments.com.

RISK MANAGEMENT

The company has a risk management committee which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The detail of risks and other concerns are included in the Management Discussion and Analysis which is the part of this Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013, The Board of Directors of the Company had constituted a Corporate Social Responsibility Committee (CSR Committee). The Committee comprises of four Directors out of which two are Independent Directors. The CSR Committee framed a CSR policy of the Company which had been approved by the Board of Directors of the Company. The Company has taken initiatives and constructed toilets at Tehsil – Chatta, Mathura as per request letter of SDM, Chhata at a cost of Rs.3.82 lacs and also approved Rs.32.11 lacs for development of education sector as per request letter of Seth Anandram Jaipuria Education Society towards CSR contribution for the financial year 2017-18. The Annual Report on Corporate Social Responsibility activities, forms part of this Board's Report is annexed as **Annexure 'D'**.

EXTRACT OF THE ANNUAL RETURN

In terms of provision of Section 134 (3) (a) of the Companies Act, 2013, the extract of the Annual Return as provided under sub section (3) of the Section 92 in form MGT-9, forms part of the Board's Report is annexed as **Annexure – 'E'**.