GINNI FILAMENTS LIMITED

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

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchange

1.	Name of the Company	**GINNI FILAMENTS LIMITED**
2.	Annual Financial Statements for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified / ~~Matter of Emphasis~~
4.	Frequency of observation	N.A.
5.	To be singed by :	
	(a) CEO/Managing Director	
	(b) CFO	
	(c) Auditor of the Company	P.L.GUPTA & CO. NOIDA CHARTERED ACCOUNTANTS
	(d) Audit Committee Chairman	

Annual Report 2013-14

GINNI FILAMENTS LIMITED

BOARD OF DIRECTORS

Dr. Rajaram Jaipuria - *Chairman & Managing Director*
Shri Shishir Jaipuria - *Vice Chairman & Managing Director*
Shri Saket Jaipuria - *Executive Director*
Shri S. Singhvi - Director - Finance
Shri R.R. Maheshwari - Director - Marketing & Business Development
Shri J.P. Kundra
Shri J.K. Bhagat
Dr. H.P. Bhattacharya
Shri Subhasis Dhal - Nominee - Exim Bank (w.e.f. 2nd May, 2014)
Shri. O.P. Vaish (upto 18th September, 2013)
Shri Nripendra Misra (upto 26th May, 2014)
Shri Jagdish Garwal - (upto 13th June, 2014)

COMPANY SECRETARY

Shri Rajesh Tripathi

AUDITORS

P.L. Gupta & Co.

BANKERS

State Bank of India
Bank of Baroda
The Federal Bank Limited
State Bank of Bikaner & Jaipur
UCO Bank

REGISTERED OFFICE

110 K.M. Stone, Delhi-Mathura Road,
Chhata-281 401. Distt. Mathura (U.P.)

CORPORATE OFFICE

H-6, Sector-63, NH-24, Noida (U.P.) - 201 307

MILLS AT

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. H-6, Sector 63, NH 24,
   Noida (U.P.) - 201 307
4. D-38, Industrial Area,
   Bahadrabad, Haridwar-249 403 (U.K.)

CONTENTS

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Wednesday the 10th September, 2014 at 11.30 A.M. at the Registered office of the Company at 110 - K.M. Stone, Delhi Mathura Road, Chhata - 281 401, Distt. : Mathura (U.P.), to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Shri Suresh Singhvi (DIN No. 00293272), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint 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 of the Companies Act, 2013 and the rules made thereunder M/s. P. L. Gupta & Co., Chartered Accountants (Firm Registration No. 011575C), the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Thirty Fourth AGM subject to ratification of the appointment by the members at every AGM and the Board of Directors be and are hereby authorized to fix the remuneration as may be recommended by Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Joginder Pal Kundra (DIN No. 00004228), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

5. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Har Prashad Bhattacharya (DIN No. 00304475), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

6. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Jugal Kishore Bhagat (DIN No. 00055972), who was appointed as a Director, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Ramesh Chandra Vaish (DIN No. 01068196), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

8. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Sushil Chandra Tripathi (DIN No. 00941922), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

9. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Manju Rana (DIN No. 06939634), who was appointed as an Additional Director with effect from 1st August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 9th September, 2019, not liable to retire by rotation."

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

    "RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Dr. Rajaram Jaipuria (DIN No. 00274866), as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2014 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Dr. Rajaram Jaipuria.

    RESOLVED FURTHER THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, Dr. Rajaram Jaipuria, Managing Director of the Company, presently not liable to retire by rotation, shall henceforth be liable to determination of retirement of Directors by rotation.

    RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

    "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Shri Shishir Jaipuria (DIN No. 00274959), as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2014 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Shishir Jaipuria.

    RESOLVED FURTHER THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, Shri Shishir Jaipuria, Managing Director of the Company, presently not liable to retire by rotation, shall henceforth be liable to determination of retirement of Directors by rotation.

    RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

    "RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration to Shri Saket Jaipuria (DIN No. 02458923), Whole-time Director designated as Executive Director of the Company for a remaining period of 2 (two) years of his tenure with effect from 11th February, 2014 as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Selection cum Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Saket Jaipuria.

    RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

    "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Shri Suresh Singhvi (DIN No. 00293272), as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 3 (three) years with effect from 1st August, 2014 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Suresh Singhvi.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Shri Ram Ratan Maheshwari (DIN No. 02732734), as Whole-time Director designated as Director (Marketing & Business Development) of the Company for a period of 3 (three) years with effect from 1st August, 2014 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Ram Ratan Maheshwari.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed at the Twenty Sixth Annual General Meeting held on 30th July, 2009 and pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any Statutory Modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board including Committees thereof) for borrowing any sum or sums of moneys from time to time from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose but so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed an amount of ₹1000 Crores (Rupees One Thousand Crores only) exclusive of interest, and that the Board of Director be and is hereby further authorised to execute such deeds of debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may consider proper and containing such conditions and covenants as the Board of Directors may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed at the Twenty Sixth Annual General Meeting held on 30th July, 2009 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to Board of Directors of the Company (the Board including Committees thereof) to hypothecate / mortgage and / or charge and / or encumber in addition to the hypothecations / mortgages and / or charges and / or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the immovable and movable properties of the company wherever situated, both present and future, and / or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of of the undertaking(s) of the Company, together with power to take over the management of the business and lt concern of the Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee / Foreign Currency Loans, guarantee assistance, stand by letter of credit / letter of credit, and/or any issue of Non Convertible Debentures, and/or compulsorily or optionally, fully or partly Convertible Debentures and/or Bonds, and/or any other Non Convertible and/or other partly / fully convertible instruments / securities, within the overall ceiling of ₹ 1000 Crores (Rupees One Thousand Crores only) in aggregate including mortgages and/or charges already created as prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

    "RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the consent of the company be and is hereby accorded to the appointment of Shri Yash Jaipuria, as Executive Officer of the Company for a period of three years with effect from 1st January, 2015 on a remuneration and on the terms and conditions as set out in the Statement annexed to the notice of the AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Nomination and Remuneration 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 to by Shri Yash Jaipuria.

    RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

18. 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. 2,42,000/- (Rupees Two Lacs Forty Two thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates, Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending 31st March, 2015, 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."

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

    "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, the following Articles of the existing Articles of Association of the Company be and is hereby altered in the following manner:

    By substituting the existing Articles 115 and 126 as under:

    115. The Directors may from time to time elect one of their number to be the Chairman of the Board of Directors and determine the period for which he is to hold office. The Directors may likewise time elect one of their number to be the Vice-Chairman of the Board of Directors and determine the period for which he is to hold office. The Managing Director(s) of the Company can hold the position of Chairman or Vice-Chairman of the Company.

    126. Managing Director or Managing Directors or whole-time Director or whole-time Directors shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or whole-time Director if he ceases to hold the office of Director for any reason whatsoever.

    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 : 1st August, 2014

Rajesh Tripathi
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 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 3rd September, 2014 to 10th September, 2014 (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, to the Company / Share Transfer Agent / Depository Participant.
    (b) Send their queries, if any, at least 7 days in advance of the meeting 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 2B with the Company or its Registrar 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. (Unit : Ginni Filaments Ltd.) A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110 028.

   (b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depositary 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. Pursuant to Section 205A of the Companies Act, 1956, unclaimed dividends declared upto financial year ended 31st March, 1995 had been transferred to the General Revenue Account of the Central Government. Members who have not claimed their dividend pertaining to the said period, may approach the Registrar of Companies, Uttar Pradesh & Uttarakhand, Kanpur for the same.

11. Pursuant to provisions contained in Section 205A and 205C of the Companies Act, 1956, the Company has transferred unclaimed dividend for the financial years 1995 - 96 to 1997 - 98, 2003 - 04 2004 - 05, 2005 - 06 and 2006 - 07 (Interim Dividend) remaining unclaimed for a period of seven years from the date, it first became due for payment, to the Investor Education and Protection Fund (IEPF) constituted by the Central Government and no claim shall lie against the IEPF or the Company in respect of individual amount(s) so credited to the IEPF.

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 Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 31st 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 Instructions for members for voting electronically :

(A) In case of members receiving e-mail:

i) Log on to the e-voting website **www.evotingindia.com**

ii) Click on **"Shareholders"** tab.

iii) 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.**

iv) Next enter the Image Verification as displayed and **Click** on **Login**.

v) 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.

vi) 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)
	• Physical Shareholder who have not updated their PAN with the Company are requested to use the first two letters of their name in **CAPITAL LETTER** followed by 8 (Eight) digits folio number in the PAN Field. in case the folio in less then 8 (Eight) digits enter the applicable number of 0's before the folio number, Eg. if your name is Rakesh Kumar, with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in **CAPITAL LETTER** followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.
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 the number of shares held by you as on **cut of date i.e 1st August 2014** in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly 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.

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

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

(xi) 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.

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

(xiii) 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.

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

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

(xvi) 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

➢ The voting period begins on Wednesday, September 3, 2014 (9.00 a.m. IST) and ends on Thursday, September 4, 2014 (6.00 p.m. IST). 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 August 1, 2014,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

➢ The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.

➢ Mr. Hemant Kumar Singh, of M/s Hament Singh & Associates, Company Secretaries (Membership No.6033 and C.P. No. 6370) (Address: 306, Surya Complex, 21 Veer Savarkar Block Shakarpur, Delhi-110092) has been appoined 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**

➢ In case you have any queries or issue 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 or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share transfer Agent, Link Intime India Pvt. Ltd. at 011-41410592-93-94 or write an email to delhi@linkintime.co.in.

➢ The result of voting will be announced by the Chairman of the meeting on or after the 31st AGM to be held on Wednesday, 10th September, 2014, 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**.

ANNEXURE TO NOTICE

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

ITEM NO. 4 and 5:

Shri Joginder Pal Kundra and Dr. Har Prasad Bhattacharya are Non-Executive (Independent) Directors and retire by rotation at the ensuing AGM the erstwhile applicable provisions of the Companies Act, 1956. Shri Joginder Pal Kundra and Dr. Har Prasad Bhattacharya held the position of Director for more than 5 (five) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Kundra and Dr. Bhattacharya being eligible and seeking reappointment, are proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation.

Shri Kundra and Dr. Bhattacharya are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.

The Company has received notices in writing from a members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Kundra and Dr. Bhattacharya for the office of Independent Directors of the Company.

In the opinion of the Board, Shri Kundra and Dr. Bhattacharya fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Brief resume of Shri Kundra and Dr. Bhattacharya, names of Companies in which they hold directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 4 and 5 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Shri Joginder Pal Kundra and Dr. Har Prasad Bhattacharya, to whom the resolution relates, is interested or concerned in the proposed resolutions.

ITEM NO. 6:

Shri Jugal Kishore Bhagat is a Non-Executive (Independent) Director and whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Shri Jugal Kishore Bhagat held the position of Director for more than 5 (five) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Bhagat being eligible and seeking reappointment, is proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation.

Shri Bhagat is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Bhagat for the office of Independent Director of the Company.

In the opinion of the Board, Shri Bhagat fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Shri Bhagat, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 6 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Shri Jugal Kishore Bhagat, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 7, 8 and 9:

The Board appointed Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, as an Additional Directors with effect from 1st August, 2014 pursuant to provisions of Section 161 of the Companies Act, 2013 and in accordance with said provisions they will hold office up to the date of ensuing AGM. The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, for the office of Independent Directors of the Company. Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the clause 49 of the Listing Agreement.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Ran, being eligible and seeking appointment, are proposed to be appointed as an Independent Directors for a term of 5 (five) years with effect from 10th September, 2014, not liable to retire by rotation.

In the opinion of the Board, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, fulfill the conditions specified in the Companies Act 2013 and rule made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Brief resume of Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana, names of Companies in which they hold directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 7, 8 and 9 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except aforesaid Independent Directors to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 10:

Dr. Rajaram Jaipuria was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2009 to 31st March, 2014. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to reappoint him as a Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st April, 2014 on a remuneration as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:

1. **Salary :** ₹3,25,000 per month with annual increment of ₹ 50,000/-. First increment will fall due on 1st April, 2015.
2. **Commission :** Not exceeding 3% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites :** The Managing Director shall be entitled to the following perquisites 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 of club(s).

viii) **Telecom / Computer Facilities :** As per requirements.

ix) **Travelling Expenses :** While travelling on the Company's business purposes, the Managing Director will be entitled to be accompanied by his wife, and the 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.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Dr. Rajaram Jaipuria, Managing Director by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

Dr. Rajaram Jaipuria was appointed as Director on 28th October, 1988 and with his vision and foresightedness concieved the Ginni Group. With more than 60 years of experience in managing industries including textiles, sugar and synthetic fibre etc., Dr. Jaipuria has brought glory to the organisation with tremendous growth during its commercial operation. He is a strong protagonist of modernism, who has used world class technologies to build quality culture across the group. His re-appointment as Managing Director of the Company would help the Company to grow further under his leadership. This is a strong justification for his re-appointment as Managing Director though he has attained the age of Eighty years.

The statement contacting information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

None of the Directors, Key Managerial Personnel or their relatives, except Dr. Rajaram Jaipuria, to whom the resolution relates and Shri Shishir Jaipuria being relative, is interested or concerned in the proposed resolution.

ITEM NO. 11:

Shri Shishir Jaipuria was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2009 to 31st March, 2014. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to reappoint him as a Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st April, 2014 on a remuneration as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:

1. **Salary :** ₹3,00,000 per month with annual increment of ₹ 50,000/-. First increment will fall due on 1st April, 2015.
2. **Commission :** Not exceeding 2% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites:** The Managing Director shall be entitled to the following perquisites 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 of club(s).

viii) Telecom / Computer Facilities : As per requirements.

ix) Travelling Expenses : While travelling on the Company's business purposes, the Managing Director will be entitled to be accompanied by his wife, and the 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.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Shishir Jaipuria, Managing Director by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

The statement contacting information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

None of the Directors, Key Managerial Personnel or their relatives, except Shri Shishir Jaipuria, to whom the resolution relates, Dr. Rajaram Jaipuria and Shri Saket Jaipuria being relatives, is interested or concerned in the proposed resolution.

ITEM NO. 12:

Shri Saket Jaipuria was appointed as Whole-time Director designated as Executive Director of the Company for a period of 5 (five) years w.e.f. 11th February 2011 to 10th February 2016. However, the remuneration payable to him was approved for a period of 3 years i.e. upto 10th February, 2014 in terms of the provisions contained in Part II, Section II of Schedule XIII of the Companies Act, 1956. The Board of Directors of the Company at its meeting held on 5th February, 2014 has decided to fix his remuneration for remaining period of 2 (two) years of his tenure as approved by the Nomination and Remuneration Committee (earlier known as Selection cum Remuneration Committee) as set out below:

1. **Salary :** ₹1,75,000 per month with annual increment of ₹ 25,000/-. Increment will fall due on 1st April, 2015.
2. **Commission :** Not exceeding 1% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites :** The Executive Director shall be entitled to the following perquisites 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 of club(s).

viii) Telecom / Computer Facilities : As per requirements.

ix) Travelling Expenses: While travelling on the Company's business purposes, the Executive Director will be entitled to be accompanied by his wife, and the 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.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Saket Jaipuria, Executive Director by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

The statement contacting information as required under Schedule V of the Companies Act, 2013 is annexed to the Notice.

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

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

ITEM NO. 13:

Shri Suresh Singhvi was appointed as Whole-time Director designed as Director (Finance) of the Company for a period of five years w.e.f. 1st August, 2009 to 31st July, 2014. The Board of Directors of the Company at its meeting held on 2nd May, 2014 has decided to reappoint him as a Director (Finance) & CFO of the Company for a further period of three years w.e.f. 1st August, 2014 on remuneration as approved by the Nomination and Remuneration Committee as set out below:

1. **Basis Salary :** ₹ 1,05,000/- per month with annual increment of ₹ 15,000/- Increment will fall due on 1st August, 2015.
2. **H.R.A. :** 55% of Basic Salary.
3. **Special Incentive :** ₹ 5,00,000/- per annum w.e.f. 1st August, 2014 on completion of the relevant years.
4. **Perquisites :** The Director (Finance) shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY - 'A'

(i) Medical reimbursement : 8.33% of the Basic Salary

(ii) Leave Travel Allowance reimbursement : 8.33% of the Basic Salary

(iii) Newspaper/ magazines reimbursement: Upto ₹ 1,000/- per month

(iv) Entertainment reimbursement : Upto ₹ 5,000/- per month

(v) Telephone : Free Telephone facility

(vi) Car facility : Car with driver

(vii) Personal Accident / household Insurance : As per rules of the Company

(viii) Membership fee of professional bodies

CATEGORY - 'B'

(i) Contribution to the Provident Fund as per the 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.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Suresh Singhvi, Director (Finance) & CFO by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

The statement contacting information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

None of the Directors, Key Managerial Personnel or their relatives, except Shri Suresh Singhvi, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 14:

Shri Ram Ratan Maheshwari was appointed as Whole-time Director designed as Director (Marketing & Business Development) of the Company for a period of five years w.e.f. 1st August, 2009 to 31st July, 2014. The Board of Directors of the Company at its meeting held on 2nd May, 2014 has decided to reappoint him as a Director (Marketing & Business Development) of the Company for a further period of three years w.e.f. 1st August, 2014 on remuneration as approved by the Nomination and Remuneration Committee as set out below:

1. **Basis Salary :** ₹1,05,000/- per month with annual increment of ₹15,000/- Increment will fall due on 1st August, 2015.
2. **H.R.A. :** 55% of Basic Salary.
3. **Special Incentive :** ₹5,00,000/- per annum w.e.f. 1st August, 2014 on completion of the relevant years.
4. **Perquisites :** The Director (Marketing & Business Development) shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY - 'A'

(i) Medical reimbursement : 8.33% of the Basic Salary

(ii) Leave Travel Allowance reimbursement : 8.33% of the Basic Salary

(iii) Newspaper/ magazines reimbursement: Upto ₹ 1,000/- per month

(iv) Entertainment reimbursement : Upto ₹ 5,000/- per month

(v) Telephone : Free Telephone facility

(vi) Car facility : Car with driver

(vii) Personal Accident / household Insurance : As per rules of the Company

(viii) Membership fee of professional bodies

CATEGORY - 'B'

(i) Contribution to the Provident Fund as per the 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.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, the total remuneration to Shri Ram Ratan Maheshwari, Director (Marketing & Business Development) by way of salary, commission and perquisites shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

The statement contacting information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

None of the Directors, Key Managerial Personnel or their relatives, except Shri Ram Ratan Maheshwari, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 15 and 16:

The Members of the Company, at the Twenty Sixth Annual General Meeting held on 30th July, 2009, had pursuant to provisions of Section 293(1)(d) of the Companies Act, 1956, authorised the Board of Directors of the Company to borrow from time to time, a sum of money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that, the sum or sums so borrowed and remaining outstanding at any time shall not exceed ₹ 1000 Crores (Rupees One Thousand Crores only) exclusive of interest and also pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956 empowered the Board of Directors to hypothecate/mortgage and/ or charge in addition to the hypothecations/mortgages and / or charges created by the Company, all or any part of the immovable properties of the Company, to secure the borrowings of the Company, within the overall ceiling of ₹ 1000 Crores (Rupees One Thousand Crores only) as prescribed by the members of the Company in terms of Section 293(1)(d) of the Companies Act, 1956. The said consents were accorded by the members through an Ordinary Resolutions, now as per requirement of Section 180(1)(c) and 180(1)(a) of Companies Act, 2013 the above powers can be exercised by the Board of Directors of the Company only with the consent of the Company by a special resolution. Accordingly, concent of members is required by way of a special resolution.

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

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

ITEM NO. 17:

The Board of Directors of the Company has appointed Shri Yash Jaipuria as "Executive Officer" for a period of 3 (three) years w.e.f. 11th February, 2012 and his term will expire on 10th February, 2015. In terms of provisions of Section 188 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, Executive Director 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 1st August, 2014 has decided to re-appoint him as "Executive Officer" for a period of three years w.e.f. from 1st January, 2015 before the expiry of his term on a revised remuneration as recommended and approved by the Nomination and Remuneration Committee and Audit Committee of the Board considering his experience and expertise, as set out below:

1. **Basis Salary :** ₹ 70,000 - 7000 - 84000 per month, First Increment will fall due on 1st January, 2016.
2. **H.R.A. :** 55% of Basic Salary.
3. **Other Benefits:** In addition to Basic Salary, he would also be entitled to following benefits.

CATEGORY - 'A'

(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 recommend the resolution for your approval as a special resolution.

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

ITEM NO. 18:

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 00024) as Cost Auditors to conduct the audit of the cost records of the Company, if required in accordance with Companies Act, 2013 and rules made thereunder for the Financial Year ending 31st

March, 2015 at a remuneration of ₹ 2,42,000/- (Rupees Two Lacs Forty Two 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, 2015.

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.

ITEM NO. 19:

The existing Articles of Association ("Articles") are based on the Companies Act, 1956 and to bring in the conformity with the Companies Act, 2013 several provisions requires deletion or substitution. In accordance with Article 115 of Articles, the Directors may from time to time elect the Chairman and appoint Vice-Chairman of the Board of Directors, while under the provisions of Section 203 of the Companies Act, 2013, it is stated that "an individual shall not be appointed or re-appointed as the Chairperson of the Company, in pursuance of the Articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless,- (a) the Articles of such a Company provide otherwise; or (b) the Company does not carry multiple businesses. Dr. Rajaram Jaipuria is presently holding the position of Chairman and Managing Director and Board recommends to make necessary changes in Article 115 of the Articles so that Managing Director can hold office of the Chairman at the same time.

Further in accordance with provisions of Section 152 of the Companies Act, 2013, Independent Directors have been excluded from the total number of Directors whose period of office is liable to determination by retirement of Directors by rotation and Nominee Directors appointed by the Financial Institution are also not subject to retire by rotation. While Article 126 of Articles provides that Managing Director shall not, while continues to hold office be subject to retirement by rotation and Board recommends to make necessary changes in Article 126 of Articles so that the requirement of Section 152 of the Companies Act, 2013 can be fulfilled.

The Directors recommend the resolution for your approval as a special 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 — Rajesh Tripathi

Date : 1st August, 2014 — **Company Secretary**

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

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
4. Financial performance based on given indicators

(₹ in Lacs)

Particulars	**2013-14**	2012-13
Total Revenue	**87568.77**	74653.32
Profit before Depreciation,		
Finance Cost & Tax	**12601.43**	9545.80
Finance Cost	**3773.30**	4423.75
Depreciation	**2466.44**	2415.66
Profit / (Loss) before Tax	**5033.23**	2706.39
Provision for Tax		
- Current	**1090.10**	1585.75
- Deferred	**48.09**	904.80
Profit / (Loss) after Tax	**3627.12**	1753.50

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

II. INFORMATION ABOUT THE APPOINTEES:

1. BACKGROUND:

DR. RAJARAM JAIPURIA:

Dr. Rajaram Jaipuria has Doctorate Degree in Economics. He has been associated with the Textile Industry for over 60 years. He has served as the Chairman of several Companies viz. The Pioneer Limited, Swadeshi Polytex Limited, Swadeshi Mining & Mfg. Co. Ltd. and as Managing Director of Swadeshi Cotton Mills Co. Ltd. He is a past Chairman of Indian Cotton Mills Federation now known as Confederation of Indian Textile Industry (CITI) and is a former Committee Member of Federation of Indian Chamber of Commerce & Industry (FICCI). He is also a member of International Who's Who of Professional of U.S.A. and has represented India at the 50th Session of ILO at Geneva as Government Nominee. Dr. Jaipuria's interest in education, social welfare and philanthropic activities are phenomenal.

SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria is B. Com., LLB and has about 30 years of experience in Textile Industry. He has served as Managing Director of The Pioneer Limited, a leading News Paper of U.P. He is a past President of Northern India Textile Mills' Association (NITMA), past Chairman of UP Committee of PHD Chamber of Commerce & Industry and past Chairman of Confederation of Indian Textile Industry (CITI).

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 very sound knowledge of Indian & Global Textile Business.

He was appointed as 'Chief Executive' of the Company w.e.f. 10th January, 2004 and further appointed as Executive Director w.e.f. 11th February, 2011.

SHRI SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 33 years of experience in finance, accounts and legal matters. Before joining the Company he served for 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 RAM RATAN MAHESHWARI:

Shri Ram Ratan Maheshwari is a Chemical Engineer and also M.B.A. and is having vast experience in the area of sales and marketing. Earlier he has served for some of the big business houses. He is working with the Company at the top level since long time and has made substantial contribution in the growth of the Company.

2. PAST REMUNEATION:

Past Remuneration paid to Dr. Rajaram Jaipuria, Shri Shishir Jaipuria, Shri Saket Jaipuria, Shri Suresh Singhvi and Shri Ram Ratan Maheshwari for the year 2013-14 are as under:

(₹in Lacs)

	Salary	Commission*	Perquisites & Others	Total
Dr. Rajaram Jaipuria	55.80	157.58	8.89	222.27
Shri Shishir Jaipuria	51.15	105.05	11.36	167.56
Shri Saket Jaipuria	19.99	52.53	2.63	75.15
Shri Suresh Singhvi	22.82	–	4.44	27.26
Shri Ram Ratan Maheshwari	22.82	–	3.64	26.46

** Commission shall be paid after approval of Annual Account by the Shareholders.*

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

DR. RAJARAM JAIPURIA:

The Company's operations are managed by Dr. Rajaram Jaipuria under the guidance of the Board of Directors. The Company has made all round progress under his able leadership establishing itself as one of the leading Textile Exporters of the Country. Dr. Rajaram Jaipuria is the Managing Director of the Company since 1990.

SHRI SHISHIR JAIPURIA:

Shri Shishir Jaipuria has been looking after the overall operations of Company including financial planning and over all control of the Company and various other responsibilities as are assigned by the Board of Directors from time to time. During his tenure as Managing Director, the Company has undertaken various expansion / diversification plans and has improved its operating efficiency substantially.

SHRI SAKET JAIPURIA

Shri Saket Jaipuria is managing the overall business of Process House unit at Kosi and Garment unit at Noida under the overall supervision and guidance of CMD, MD and Board of Directors of the Company.

SHRI SURESH SINGHVI:

Shri Suresh Singhvi is managing the whole finance and accounts related operations under the overall supervision and guidance of CMD, MD and Board of Directors of the Company. He has successfully managed financing of several expansion/ diversification projects of the Company including setting up of non-woven plant at panoli (Gujarat) with the project cost of around ₹130 crores.

SHRI RAM RATAN MAHESHWARI :

Shri Ram Ratan Maheshwari is handling the overall development of sales and marketing strategies of the Company under the supervision and guidance of CMD, MD and Board of Directors. He was instrumental in setting up the Technical Textile unit at Panoli and expansion of CPD unit Haridwar.

5. REMUNERATION PROPOSED:

As per details given earlier in the Statement enclosed to the Notice of AGM.

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 Managing Directors and Wholetime Directors, 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, 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. Dr. Rajaram Jaipuria, Chairman & Managing Director, Shri Shishir Jaipuria, Managing Director and Shri Saket Jaipuria, Executive Director are related to each other.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has shown profits from its operations in the current year and is expecting to earn profits in the future also. This is an enabling provision for payment of remuneration in the unforeseen event of losses / inadequacy of profits.

2. Steps taken or proposed to be taken for improvement

Not Applicable.

3. Expected increase in productivity and profits in measurable terms

Not Applicable.

IV. DISCLOSURES:

The requisite disclosures of remuneration packages etc. have been made in the Corporate Governance Report.

By order of the Board of Directors

Place : Noida
Date : 1st August, 2014

Rajesh Tripathi
Company Secretary

Ginni Filaments Limited
CIN NO. L71200UP1982PLC012550
Registered Office:
110 K.M. Stone, Delhi-Mathura Road,
Chhata - 281 401, Dist. Mathura (U.P.)

Corporate Office
H-6, Sector-63, NH-24, Noida (U.P.)-201 307

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Directors	Dr. Rajaram Jaipuria	Shri Shishir Jaipuria	Shri Joginder Pal Kundra	Shri Jugal Kishore Bhagat	Dr. Har Prasad Bhattacharya
DIN Number	00274866	00274959	00004228	00055972	00304475
Date of Birth	16.01.1934	07.04.1957	14.04.1930	02.11.1943	13.12.1939
Date of Appointment	28.10.1988	14.02.1990	31.01.2000	28.07.1982	30.10.2000
Qualification	Ph.D. (Economics) from Agra University	B.Com, LL.B.	B.A.(H), LLB	B.Com. from University of Calcutta	Ph.D. (Textile Technology) from University of Manchester (U.K.)
Experience / Expertise	Dr. Rajaram Jaipuria has Doctorate Degree in Economics. He has been associated with the Textile Industry for over 60 years. He has served as the Chairman of several Companies viz. The Pioneer Limited, Swadeshi Polytex Limited, Swadeshi Mining & Mfg. Co. Ltd. and as Managing Director of Swadeshi Cotton Mills Co. Ltd. He is a past Chairman of Indian Cotton Mills Federation now known as Confederation of Indian Textile Industry (CITI) and is a former Committee Member of Federation of Indian Chamber of Commerce & Industry (FICCI). He is also a member of International Who's Who of Professional of U.S.A. and has represented India at the 50th Session of ILO at Geneva as Government Nominee. Dr. Jaipuria's interest in education, social welfare and philanthropic activities are phenomenal.	He has about 30 years of experience in the Textile Industry. He has served as Managing Director of the Pioneer Limited, a leading News Paper of U.P. He is a past President of Northern India Textile Mills' Association (NITMA), past Chairman of UP Committee of PHD Chamber of Commerce & Industry and past Chairman of Confederation of Indian Textile Industry (CITI).	Shri Joginder Pal Kundra is prominent Banker and an eminent financial consultant having vast experience. He joined the Imperial Bank of India in 1953 and rose to the top position of the successor Bank namely State Bank of India as its Managing Director. He was also Managing Director of State Bank of Bikaner and Jaipur and Chairman - Banking Services Board.	Shri Jugal Kishore Bhagat is eminent Industrialist having more than 39 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies.	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.
Directorship held in other Public Companies	1. The India Thermit Corpration Ltd. 2. CFM Infratex Ltd.	NIL	1. Taurus Asset Management Co. Ltd. 2. Ratanbali Capital Markets Ltd. 3. Dhunseri Petrochem & Tea Ltd.	1. Ludlow Jute & Specialties Ltd. 2. The Naihati Jute Mills Company Ltd. 3. Tyroon Tea Company Ltd. 4. Ludlow Exports Ltd. 5. Ginni Flour & Foods Ltd. 6. CFM Infratex Ltd.	NIL
Chairman / Membership of Committees in other Public Limited Companies C=Chairman M=Member	NIL	NIL	**Audit Committee** - Dhunseri Petrochem & Tea Ltd. (C) - Ratnabali Capital Markets Ltd.(M) - Taurs Asset Manamagement Co. Ltd. (M) **Shareholders/Investors Grievance Committee** - Dhunseri Petrochem & Tea Ltd. (C) **Remuneration Committee** - Taurus Asset Manmagement Co. Ltd. (C) - Ratnabali Capital Markets Ltd.(M) - Dhunseri Petrochem & Tea Ltd. (M)	**Shareholders / Investors Grievance Committee** - Ludlow Jute & Specialties Ltd. (C) - Tyroon Tea Company Ltd. (M) **Audit Committee** - Tyroon Tea Company Ltd. (M)	NIL
No. of Shares held on 31.03.2014	340733	2864276	NIL	2281	NIL

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Directors	Shri Suresh Singhvi	Shri Ram Ratan Maheshwari	Smt. Manju Rana	Dr. Ramesh Chandra Vaish	Shri Sushil Chandra Tripathi
DIN Number	00293272	02732734	06939634	01068196	00941922
Date of Birth	21.11.1953	18.09.1954	01.01.1961	19.06.1941	01.01.1946
Date of Appointment	30.07.2009	30.07.2009	01.08.2014	01.08.2014	01.08.2014
Qualification	B.Com., LL.B., FCA	B.E.(H), ACWA, MBA	M.Sc. (Zoology), B.Ed.	M.Com., LL.B., FCA and Ph.D. in Economics from University of Florida, USA	M. Sc., LLB. P.G. Diploma in Devel opment (Cantab), AIMA Diploma in Management
Experience / Expertise	Shri Suresh Singhvi, Chartered Accountant and Law Graduate having 33 Years of experience in Finance, account and legal matters. He served in the big business groups including Swadeshi Polytex Ltd. He is working with the Company at the top Level since long time and has contributed a lot in the growth of the Company.	Shri Ram Ratan Maheshwari is a Chemical Engineer and also MBA is having vest experience in the area of sales and marketing. He served in the big business groups including Swadeshi Polytex Ltd. He is working with the Company at the top Level since long time and has contributed a lot in the growth of the Company.	Smt. Manju Rana is a Principal _ Director (Development) and a seasoned & prolific professional with more than 25 years of variegated ensemble of experience in the field of education, activity involved in all areas of education including developing curriculum student career preparation and developing evaluation methods.	Dr. Ramesh Chandra vaish is an eminent practicing Chartered Accountant having over 45 years of experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi and he has been a Senior Counsel, Tax and Business Advisory Services at Pricewaterhouse Coopers, New Delhi.	Shri Sushil Tripathi, IAS (Retd) served many position in State Govt. of U.P. and the Govt. of India and spent nearly 20 years in Finance and Industry Sectors as a Chief Executive / Head of Department or Secretary to Govt. of U.P. He had also served various position of Govt. of U.P. like Distt. Magistrate-Almora and Aligarh, founder CEO of NOIDA township, Principal Secretary Industry, Principal Secretary to Governor and Principal Secretary Finance. He has expertise in Rural Economy & Cooperation.
Directorship held in other Public Companies	NIL	NIL	NIL	1. Ansal Properties and Infrastructure Ltd. 2. Omax Autos Ltd. 3. Jaiprakash Power Ventures Ltd. 4. OCL India Ltd. 5. Jaypee Infratech Ltd. 6. Roto Pumps Ltd. 7. GI Power Corporation Ltd.	1. Indusind Bank Ltd. 2. Reliance Capital Assets Management Ltd. 3. IIDC Ltd. 4. IL&FS Energy Development Co. Ltd. 5. Kailash Healthcare Ltd. 6. Gammon Infrastructure Ltd. 7. The State Trading Corporation of India Ltd. 8. Motherson Sumi Systems Ltd.
Chairman / Membership of Committees in other Public Limited Companies C=Chairman M=Member	NIL	NIL	NIL	**Audit Committee** - Ansal Properties & Infrastructure Ltd. (M) - Omax Autos Ltd. (C) - OCL India Ltd. (M) **Remuneration Committee** - Omax Autos Ltd. (C)	**Audit Committee** - Indusind Bank Ltd. (M) - Reliance Capital Assets Management Ltd. (M) - IIDC Ltd. (M) - IL&FS Energy Development Co. Ltd. (M) - Kailash Healthcare Ltd. (M) - Gammon Infrastructure Ltd. (M) - Motherson Sumi Systems Ltd. (M)
No. of Shares held on 31.03.2014	NIL	NIL	NIL	NIL	NIL

DIRECTORS' REPORT

Your Directors have pleasure in presenting their report on the business and operation of your Company together with the Audited Accounts for the year ended March 31, 2014.

(₹ in Lacs)

FINANCIAL RESULTS	2013–14	2012–13
Total Revenue	**87568.77**	74653.32
Profit before Depreciation, Finance Cost & Tax	**12601.43**	9545.80
Less : Finance Cost	**3773.30**	4423.75
Less : Depreciation and Amortisation Expenses	**2446.44**	2415.66
Less: Exceptional Items	**1348.46**	–
Profit before Tax	**5033.23**	2706.39
Provision for Tax		
- Current	**1090.10**	48.09
- Deferred	**1585.75**	904.80
- Mat Credit Entitlement / Tax Adjustment	**(1269.74)**	–
Profit after Tax	**3627.12**	1753.50

DIVIDEND

Your Directors do not recommend any dividend for the financial year ended March 31, 2014.

OPERATIONS

During the year under review your Company's Total Revenue has increased from ₹ 74653 lacs to ₹ 87569 lacs and Earnings before Interest, depreciation and Tax (EBIDTA) increased from ₹ 9546 lacs to ₹ 12601 lacs.

Company has earned profit after tax of ₹ 3627 lacs after making a provision of ₹ 1671 lacs towards recompense amount payable under CDR guidelines in year under review against profit after tax of ₹ 1754 lacs in previous financial year.

The overall turnaround performance of the Company during the year under review has been possible due to increase in better margins in all segments of the company and higher exchange rate of foreign currency.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis on matters related to the business performance, as stipulated in Clause 49 of the Listing Agreement with stock exchanges, is given separate section in the Annual Report.

DIRECTORS

The Board deeply condoles the sad demise of Shri O. P. Vaish, Sr. Advocate and founder of the law firm - Vaish Associates and a Director of the Company who passed away on September 18, 2013 and pray the almighty to rest his divine soul in the peace. The Board takes on record his valuable contribution made to the Company during his tenure, as director of the Company.

Shri Nripendra Misra, IAS (Retd.) has resigned from the Directorship of the Company w.e.f. May 26, 2014 on account of joining the Government of India as Principal Secretary to the Prime Minister of India. IFCI Ltd. has withdrawn the nomination of Shri Jagdish Garwal as the IFCI's nominee on the Board of Directors vide its letter dated June 13, 2014 with effect from the same date. The Board places on record its deep appreciation for the valuable services and guidance rendered by Shri Nripendra Misra and Shri Jagdish Garwal to the Company during their tenure as directors of the Company.

The Exim Bank has nominated Shri Subhasis Dhal as its Nominee Director on the Board of the Company and he has been co-opted on the Board at the meeting of Board of Directors held on May 02, 2014.

The Board inducted Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi-IAS (Retd.) and Smt. Manju Rana, as additional directors in the category of Independent Directors and their term would expire at the ensuing Annual General Meeting in terms of provision of Section 161 of The Companies Act, 2013.

As per provision of Section 152 of the Companies Act, 2013 Shri Suresh Singhvi, Director, retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

The Company received requisite notices in writing from members proposing the appointment of Sh. Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Dr. Ramesh Chandra Vaish, Shri Sushil Chandra Tripathi and Smt. Manju Rana for appointment as Independent Directors. Profile of all these Directors has been given in the Notice of the ensuing Annual General Meeting. The Board recommends their appointment. The Company has received declaration from all independent directors of the company confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

COMMITTEES OF BOARD OF DIRECTORS

The Board of Directors have aligned the existing Committees of the board with the provisions of Companies Act, 2013. Accordingly, the existing Selection cum Remuneration Committee & Shareholders / Investors Grievance Committee were renamed as Nomination and Remuneration Committee & Stakeholders Relationship Committee respectively and have been delegated with powers as required under section 178 of the Companies Act, 2013 and rules made thereunder and under the Listing Agreement as amended from time to time.

The Audit Committee has also been reconstituted to exercise all the powers and perform all the functions as required under section 177 of the Companies Act, 2013 and rules made thereunder and under the Listing Agreement as amended from time to time.

The Corporate Social Responsibility (CSR) Committee has also been constituted to perform the duties as required under section 135 of the Companies Act, 2013 and rules made thereunder.

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 217(2AA) of the Companies Act, 1956, your Directors hereby confirmed that:

1. In the preparation of the Annual Accounts for the year ended March 31, 2014 the applicable accounting standards have been followed and there were no material departures.
2. Selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for the year under review.
3. 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.
4. The annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company is in compliance with the requirements and disclosures with respect to the Code of Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s). As a listed company, necessary measures are taken to comply with the Listing Agreements with the Stock Exchange(s). A report on Corporate Governance as stated above, along with a certificate of compliance from the Statutory Auditors M/s P.L. Gupta & Co., Chartered Accountants, forms part of this Annual Report as **Annexure 'A'.**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and out-go, in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and marked as **Annexure 'B'** to this Report.

FIXED DEPOSITS

The Company has neither invited nor accepted any fixed deposits from the public or its employees under section 58A of Companies Act, 1956 during the year under review.

AUDITORS

M/s. P. L. Gupta & Co., Chartered Accountants, (bearing ICAI Registration No.011575C) Statutory Auditors of the Company, retire at the conclusion of ensuing Annual General Meeting. The Company has received a letter from them that their re-appointment, if made, would be within the prescribed limits under section 141(3) (g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

The Board of Directors based on recommendation of Audit Committee, recommends the re-appointment of M/s P L Gupta & Co. as Statutory Auditors for a period of three years from the conclusion of ensuing Annual General Meeting till the conclusion of 34th Annual General Meeting in terms of Section 139 of the Companies Act, 2013 and the rules made thereunder.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Directors' Report. However, as per the provisions of Section 219 (1)(b)(iv) of the Companies Act, 1956, the report and accounts are being sent to all shareholders of the Company excluding the statement of particulars of employees under Section 217(2A) of the Companies Act, 1956. Any Shareholder interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company, and the same will be sent by post.

AUDITORS' REPORT

The Auditors Reports on the Annual Accounts of the Company for the year ended March 31, 2014 are self explanatory and requires no comments.

COST AUDITORS

The Central Government has given its approval for the appointment of M/s K. G. Goyal & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost accounts maintained by the Company for the year ended March 31, 2014.

The cost audit reports for the Financial Year 2012-13 which was required to be filed in XBRL mode with the Ministry of Corporate Affairs has been filed in time on September 2, 2013.

ACKNOWLEDGEMENT

Your Directors would like to acknowledge and place on record their sincere appreciation for the cooperation and assistance received from its stakeholders, valued customers, banks, financial institutions, government authorities and stock exchanges. The Directors also wish to place on record their sincere appreciation of the devoted and dedicated services rendered by all Executives, Staff Members and Workmen of the Company.

For and on behalf of the Board of Directors

Place : Noida (U.P.)
Date : August 1, 2014

DR. RAJARAM JAIPURIA
Chairman & Managing Director

MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management of the Company is pleased to present its Report on Industry scenario including Company's performance during the year 2013-14.

Industry Structure and Development

The Indian Textile Industry is the one of the world's largest producers of textiles and garments and is set for strong growth, buoyed by strong domestic consumption as well as export demand. Abundant availability of raw materials such as cotton, wool, silk and jute as well as skilled workforce have made the country a main sourcing hub. The Indian textiles industry accounts for about 24 per cent of the world's spindle capacity and 8 per cent of global rotor capacity and according to Report of Technopack Advisors, the potential size of the Indian textiles and apparel industry is expected to reach US$ 223 billion by 2021. The fundamental strength of this industry flows from its strong production base of wide range of fibres / yarns from natural fibres like cotton, jute, silk and wool to synthetic / man-made fibres like polyester, viscose, nylon and acrylic.

The textiles industry has made a major contribution to the national economy in terms of direct and indirect employment generation and net foreign exchange earnings. The sector contributes about 14 per cent to industrial production, 4 per cent to the gross domestic product (GDP), and 27 per cent to the country's foreign exchange inflows. It provides employment to over 45 million people. The textiles sector is the second largest provider of employment after agriculture. Thus, the growth and all round development of this industry has a direct bearing on the improvement of the India's economy.

The most significant change in the Indian textiles industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe.

During the period under discussion the sector grew as under:

- Cotton yarn and blended yarn production increased by about 10 per cent and 6 percent respectively;
- Man-made fibres (MMF) production increased by about 4 percent, and
- Fabric production increased by about 6 percent.

Opportunity and Threats

Indian Textile Industry has good scope for further growth as China exports are slowing down on account of various factors inclusive of increase in domestic demand and rising costs, further free trade environment provides great opportunity to increase its market share in the growing international market. The opening of multi brand retails in India and growth in organized retail sector will also boost the domestic consumption.

Besides the opportunities to grow, there are certain threats which are coming from smaller countries like Bangladesh, Pakistan, Sri Lanka, Turkey, Vietnam, Indonesia and Philippines which are basically due to lack of uninterrupted power supply, increase in power cost and manpower cost. The increase in raw material prices besides down trend in New York Cotton Futures is also a major threat for the Cotton Yarn Industry. The appreciation of Rupee against US Dollar is also considered a threat for Industry which are export oriented.

Segment wise Performance

Company operates in yarn, knit fabric, garment, technical textile (Nonwoven fabric) and consumer products (Wipes) made out of nonwoven fabrics segment. The overall performance of all the divisions in Financial Year 2013-14 were extremely good and company earned highest margin in all segments.

Outlook

The outlook of Technical Textiles (Nonwoven fabric) and Consumer Products Division (Wipes and hygene products) businesses are likely to be encouraging but the traditional textile like cotton yarn, knitted fabric and garment division are likely to suffer till the new cotton arrive in the market and situation may improve if prices of cotton goes down and demand of yarn, fabric and garment come again on track. FDI in retail sector and opening of retail stores may be advantageous to the company. The business of wipes is expected to increase substantially considering the expected growth in the market. The company has long term agreement with global players to manufacture the products and also exploring the possibilities to tie up with more such players.

Risk and Concern

The Government of Gujarat has stopped allowing the purchase of cheap electric power in open excess which may result into higher power cost. This uncontrollable factor may adversely affect financial performance of unit situated in Gujarat, and shortage of skilled manpower is another concern area. The company has also a risk management committee in place to identify the major risk and concern and suggest actions needs to be taken to mitigate the same, if those are controllable. Rising in the cotton, power cost & manpower cost shall in turn increase the cost of production and costly compliances shall increased the overhead of the company which always on risk whether company would be able to pass on over its customer in this competitive business environment.

Internal Control System

Company has created a favorable atmosphere for internal auditors in reporting and highlighting any instances of concern which are reviewed by Audit Committee, which is headed by an Independent Director and proper and adequate actions are taken on the findings. The action taken is placed in the next meeting of the Audit Committee. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business. The internal control is exercised through documented policies, guidelines & procedures and in accordance with requirement, adequate check and balances are put. The company operates with ERP system in all its units except Garment unit where the implementation is in process for better control and less manual intervention.

Financial Operation and Performance

During the year under review Company's Total Revenue increased from ₹ 74653 lacs to ₹ 87569 lacs and earned cash profit of ₹ 8829 lacs against cash profit of ₹ 5122 lacs during immediately preceding year.

During the year under review the company achieved highest ever profitability which could be possible due to increase in demand of cotton yarn, better exchange rate of foreign currency and timely procurement of raw materials inspite of considerable increase in power and manpower cost. The performance of Garment and Consumer Product (Wipes etc.) division were extremely good.

Human Resources / Industrial Relations

The Company lays due emphasis on all round development of its human resources and trains its workers for skill development and motivates them to focus on achieving the Company's goals and objectives. Industrial relations continued to be cordial and satisfactory during the year under review. The company had 2357 employees on its payroll as on March 31, 2014.

Cautionary Note

Certain statement in the "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Unforeseen factors may affect the actual result, which could be different from what the Management envisage in terms of future performance and outlook.

Annexure - 'A'

REPORT ON CORPORATE GOVERNANCE

(A) CORPORATE PHILOSOPHY

Your Company is committed to the standards of good Corporate Governance, which emphasis on transparency, professionalism and accountability with the aim of enhancing long term economic value of its shareholders, while giving equal respect to the other stakeholders and the society at large.

(B) BOARD OF DIRECTORS

As on 31st March, 2014, the Board comprised of Ten Directors, out of which two are Managing Directors, three Wholetime Directors, one Nominee Director of IFCI Ltd. (IFCI) and four other Independent Non Executive Directors.

During the year under review, four Board Meetings were held on 16th May, 2013, 10th August, 2013, 28th October, 2013 and 5th February, 2014. The Composition of the Board of Directors and attendance of Directors at the Board Meetings, Annual General Meeting and also number of other Directorships and committee membership / chairmanship are as follows:

NAMES OF DIRECTORS	CATEGORY OF DIRECTORS	ATTENDANCE PARTICULARS		OTHER DIRECTOR-SHIPS #	COMMITTEE POSITION HELD IN OTHER COMPANIES		NO OF SHARES/ CONVERTIBLE INSTRUMENTS HELD AS ON 31ST MARCH, 2014
		Board Meeting	Last AGM		Membership	Chairman-ship	
Dr. Rajaram Jaipuria	CMD	4	YES	2	–	–	340733
Shri Shishir Jaipuria	MD	4	YES	–	–	–	2864276
Shri J.P. Kundra	I - NED	4	YES	3	4	3	–
Shri O.P. Vaish *	I - NED	1	NO	–	–	–	–
Shri J.K. Bhagat	I - NED	3	NO	6	2	1	2281
Shri Saket Jaipuria	WTD	4	YES	–	–	–	6136008
Shri Nripendra Misra **	I - NED	4	YES	2	–	–	–
Shri S. Singhvi	WTD	4	YES	–	–	–	–
Shri RR Maheshwari	WTD	3	YES	–	–	–	–
Dr. H.P. Bhattacharya	I - NED	3	YES	–	–	–	–
Shri Jagdish Garwal ***	I - ND	3	YES	–	–	–	–

Excluding the directorship held in private limited companies, foreign companies and companies incorporated under section 25 of the Companies Act, 1956.

Dr. Rajaram Jaipuria is the father of Shri Shishir Jaipuria and Shri Shishir Jaipuria is father of Shri Saket Jaipuria. No other Director is related to the other Directors.

* Shri O. P. Vaish has passed away on 18.09.2013

** Shri Nripendra Misra resigned from the Board of the Company on 26.05.2014 with immediate effect due to joining the Government of India as Principal Secretary to Prime Minister of India.

*** Nominee Director Shri Jagdish Garwal was withdrawn by IFCI Ltd. w.e.f. 13.06.2014

\- Shri Subhasis Dhal was appointed as Nominee Director of Exim Bank w.e.f. 02.05.2014

CMD - Chairman & Managing Director MD - Managing Director
I - NED - Independent - Non Executive Director I - ND - Independent - Nominee Director(IFCI)
WTD - Whole Time Director

For the purpose of Committee positions, only Audit Committees, Shareholder's/Investor's Grievance Committees and Remuneration Committees have been taken into account.

(C) COMMITTEES OF THE BOARD OF DIRECTORS

As on 31st March, 2014 the Company had five Committees of the Board namely:

(i) Audit Committee
(ii) Shareholders'/Investors' Grievance Committee
(iii) Committee of Directors
(iv) Disinvestment Committee
(v) Selection cum Remuneration Committee

(i) AUDIT COMMITTEE

(a) Terms of Reference :

The Audit Committee is authorised to exercise all the powers and perform all the functions as specified in Section 292A of the Companies Act, 1956 and Listing agreement with the Stock Exchange. The said Committee reviews reports of the Internal Auditors, meets Statutory Auditors, Internal Auditors periodically to discuss their findings and suggestions, Internal control systems, scope of audit, observations of the auditors and other related matters and reviews major accounting policies followed by the Company. The Minutes of the Audit Committee meetings are circulated to and taken note by the Board of Directors.

(b) Composition

The Committee comprises of three Independent Non Executive Directors namely Shri J. P. Kundra (Chairman of the Committee), Shri J.K. Bhagat and Dr. H.P. Bhattacharya and one Executive Director i.e. Dr. Rajaram Jaipuria. The Company Secretary of the Company is the Secretary of the Committee. The Statutory Auditors, Cost Auditors and Internal Auditors are invited to the meetings of the Committee. The Committee met four times during the year and the attendance of members at the meetings was as follows:

Name of the Members	Status	No. of Meetings attended
Shri J.P. Kundra	Chairman	4
Dr. Rajaram Jaipuria	Member	4
Shri J. K. Bhagat	Member	3
Dr. H P Bhattacharya	Member	3

All the members are financially literate and Shri J.P. Kundra and Shri J. K. Bhagat have Financial and Accounting expertise.

Further on May 2, 2014 at the meeting of Board of Directors, the Audit Committee was reconstituted with same composition to exercise all the powers and perform all the functions as specified in the Companies Act, 2013 and rules made thereunder and the listing agreement with the Stock Exchange as amended from time to time.

(ii) SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

(a) Terms of Reference :

The Committee is authorised to look into redressal of shareholders' / Investors' complaints relating to transfer of shares, non receipt of balance sheet, non receipt of dividend and any other like matters and is also authorised to issue new / duplicate share certificates.

(b) Composition :

The Committee comprises of two Non Executive Independent Directors namely Shri Nripendra Misra (Chairman of the Committee), Shri J.K. Bhagat and two Executive Directors namely Dr. Rajaram Jaipuria and Shri Shishir Jaipuria. The Company Secretary of the Company is the Secretary of the Committee. The Committee met four times during the year and the attendance of members at the meetings was as follows:

Name of the Members	Status	No. of Meetings attended
Shri Nripendra Misra	Chairman	4
Shri J. K. Bhagat	Member	3
Dr. Rajaram Jaipuria	Member	4
Shri Shishir Jaipuria	Member	4

The Company Secretary of the Company is the Compliance Officer of the Company for complying with the requirements of the SEBI Regulations and Listing Agreement with the Stock Exchange.

During the year, the Company had not received any complaint from the shareholder / investor and no complaint was pending as on 31st March, 2014.

Further on May 2, 2014 at the meeting of Board of Directors, the Shareholders' / Investors' Grievance Committee was renamed and reconstituted as Stakeholders Relationship Committee with same composition to exercise all the powers and perform all the functions as specified in the Companies Act, 2013 and rules made thereunder and the listing agreement with the Stock Exchange as amended from time to time apart from looking into the matters relating to Redressal of Stakeholders Complaints and other delegated powers by Board of Directors of the Company.

(iii) COMMITTEE OF DIRECTORS

(a) Terms of reference :

The Committee has been constituted to take decisions in all matters relating to the management of the Company except the matters required to be considered and approved by the Board of Directors under the provisions of the Companies Act, 1956 and Companies Act, 2013 and rules made thereunder.

(b) Composition :

The Committee comprising of four Executive Directors namely Dr. Rajaram Jaipuria (Chairman of the Committee) and Shri Shishir Jaipuria, Shri Suresh Singhvi and Shri R. R. Maheshwari and one Independent Non Executive Director i.e. Shri J. P. Kundra. The Company Secretary of the Company is the Secretary of the Committee. The Committee met one time during the year and the attendance of members at the meeting was as follows:

Name of the Members	Status	No. of Meetings attended
Dr. Rajaram Jaipuria	Chairman	1
Shri Shishir Jaipuria	Member	1
Shri J. P. Kundra	Member	1
Shri S. Singhvi	Member	1
Shri R.R. Maheshwari	Member	1

(iv) DISINVESTMENT COMMITTEE

(a) Terms of reference :

The Committee has been constituted to take decisions about disinvestment such as number of shares to be sold and to negotiate the price and other terms and conditions for sale of such investments and to take necessary steps in relation to the sale of investments.

(b) Composition :

The Committee comprising of three Executive Directors namely Dr. Rajaram Jaipuria (Chairman of the Committee), Shri Suresh Singhvi and Shri R. R. Maheshwari and one Non Executive Director Shri Nripendra Misra. The Company Secretary of the Company is the Secretary of the Committee. No meeting of the Committee was held during the year.

(v) SELECTION CUM REMUNERATION COMMITTEE

(a) Terms of reference :

The Committee has been constituted to exercise all powers specified in the Companies Act, 1956 and the listing agreement with the Stock Exchange.

(b) Composition :

The Committee comprising of four Non Executive Independent Directors namely Shri J.P. Kundra (Chairman of the Committee), Shri J. K. Bhagat, Dr. H. P. Bhattacharya and Shri Nripendra Misra. The Company Secretary of the Company is the Secretary of the Committee. The committee met one time during the year and the attendance of member at the meeting was as follows :

The committee met one time during the year and the attendance of member at the meeting was as follows :

Name of the Members	Status	No. of Meetings attended
Shri J.P. Kundra	Chairman	1
Shri J. K. Bhagat	Member	1
Dr. H.P. Bhattacharya	Member	–
Shri Nripendra Misra	Member	1

Further on May 2, 2014 at the meeting of Board of Directors, the Selection cum Remuneration Committee was renamed and reconstituted as Nomination and Remuneration Committee with same composition to exercise all the powers and perform all the functions as specified in the Companies Act, 2013 and rules made thereunder and the listing agreement with the Stock Exchange as amended from time to time.

(D) Details of Remuneration to Directors for the year 2013-14

Remuneration to Directors for the year ended on March 31, 2014 is as under: (₹ In Lacs)

Name of Directors	Salary	Perquisites & Other Benefits	Commission *	Sitting Fee	Total
Dr. Rajaram Jaipuria	55.80	8.89	157.58	–	222.27
Shri Shishir Jaipuria	51.15	11.36	105.05	–	167.56
Shri Saket Jaipuria	19.99	2.63	52.53	–	75.15
Shri S. Singhvi	22.81	4.44	–	–	27.25
Shri R R Maheshwari	22.81	3.65	–	–	26.46
Shri J.P. Kundra	–	–	–	1.10	1.10
Shri O.P. Vaish	–	–	–	0.15	0.15
Shri J.K. Bhagat	–	–	–	0.95	0.95
Shri Nripendra Misra	–	–	–	0.85	0.85
Dr. H.P. Bhattacharya	–	–	–	0.75	0.75
Shri Jagdish Garwal	–	–	–	0.45	0.45

* The amount of Commission shall be paid after approval of Annual Accounts in Annual General Meeting of the Company

The appointment of the Managing Directors and Wholetime Directors is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company. These cover terms and conditions of their appointment read with the service rules of the Company. No separate service contract is entered by the Company with its Managing Directors and Wholetime Directors. There is no provision of notice period or severance fee under the resolutions governing the appointments of Managing Directors and Wholetime Directors. The company does not have in place any Employee Stock Scheme and there is no performance linked incentives to the Directors.

REMUNERATION POLICY

Remuneration of employees consists of basic salary and perquisites. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance. The objective of the remuneration policy is to motivate employees to excel in their performance, recognise their contribution, retain talent in the organisation and reward merits. The Board of Directors has approved the Nomination and Remuneration policy of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on May 2, 2014.

(E) INITIATIVES ON PREVENTION OF INSIDER TRADING PRACTICES

In compliance with the SEBI regulations on prevention of insider trading, the Company instituted a comprehensive code of conduct for its management and employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Ginni Filaments Limited, and cautions them on consequences of violations.

(F) DETAILS OF DEMAT SUSPENSE ACCOUNT

The disclosure as required under Clause 5A of the Listing Agreement:

Particulars	No. of cases	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. April 1, 2013.	13	4036
Number of shareholders who approached issuer for transfer of shares from suspense account during the year i.e. April 1, 2013 to 31st March, 2014.	1	300
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2014.	12	3736

The Voting Rights on the outstanding unclaimed shares lying in suspense account shall remain frozen till the rightful owner of such shares claims the shares.

(G) CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year 2013 - 14.

SHISHIR JAIPURIA
MANAGING DIRECTOR & CEO
2nd May, 2014

(H) ANNUAL GENERAL MEETINGS (AGMs)

The details of last three Annual General Meetings are as under :

Year	2010-11	2011-12	2012-13
Date & Time	11th August, 2011 11.30 A.M.	14th August, 2012 11.30 A.M.	10th August, 2013 11.30 A.M.
Venue	110 K.M. Stone Delhi-Mathura Road Chhata Distt. Mathura (U.P.)	110 K.M. Stone Delhi-Mathura Road Chhata Distt. Mathura (U.P.)	110 K.M. Stone Delhi-Mathura Road Chhata Distt. Mathura (U.P.)
Details of Special Resolutions	1. Approval of Appointment and Remuneration of Shri Saket Jaipuria as Wholetime Director designated as Executive Director.	1 Approval for Remuneration of Dr. Rajaram Jaipuria as Managing Director for a period of two years w.e.f. 01.04.2012. 2. Approval for Remuneration of Shri Shishir Jaipuria as Managing Director. for a period of two years w.e.f. 01.04.2012. 3. Approval for Remuneration of Shri S Singhvi as Director . (Finance) for a period of two years w.e.f. 01.08.2012. 4. Approval for Remuneration of Shri Ram Ratan Maheshwari as Director (Business Development & Marketing) for a period of two years w.e.f. 01.08.2012. 5. Approval for Appointment of Shri Yash Jaipuria as Executive Officer for a period of three years w.e.f. 11.02.2012 under Section 314 of the Companies Act, 1956.	NIL

No resolution has been passed through Postal Ballot mechanism during the year 2013-14. No Special Resolution is proposed to be passed in the ensuing Annual General Meeting through postal ballot.

(I) DISCLOSURES

1. During the year, there were no significant related party transactions of material nature that could have potential conflict with the interest of the Company.

2. During the last three years, there were no strictures made or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority on any matter related to the capital markets.

3. The Company is complying with all mandatory requirements of Clause 49 of the Listing Agreement. Non-mandatory requirements relating to Remuneration Committee have been adopted by the Company.

(J) MEANS OF COMMUNICATION

(i) The Quarterly unaudited and Annual Audited Financial Results of the Company are sent to the Stock Exchange through E-Mail, Neaps filing and Courier immediately after approval by the Board. The results are also published in news papers namely Dainik Ujala, Agra (Hindi) and Financial Express all edition (English) as per the listing agreement with the Stock Exchange. These are not sent individually to the shareholders.

(ii) The results are also made available on Company's Website www.ginnifilaments.com Official news releases are generally not displayed on company's website. There were no presentations made to the Institutional investors or analysts.

(iii) Designated exclusive e-mail id for investors: secretarial@ginnifilaments.com

(K) GENERAL SHAREHOLDERS INFORMATION

i. Annual General Meeting is notified to be held on Wednesday, the 10th September , 2014 at 11.30 A.M. at 110 KM Stone, Delhi-Mathura Road, Chhata, Distt. Mathura (U.P.).

ii. **Financial year of the Company is April to March.**

Tentative Financial Calender :

Meeting of the Board/Committee of Directors to consider financial results for the :

- Quarter ended 30th June, 2014	on 1st August, 2014
- Quarter ended 30th September,2014	on or before 14th November, 2014
- Quarter ended 31st December, 2014	on or before 14th February, 2015
- Audited Annual Results	on or before 30th May, 2015

iii Date of Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from 3rd September, 2014 to 10th September, 2014 (both days inclusive).

iv Dividend Payment Date :

No Dividend has been proposed by the Board of Directors for the year 2013-14.

v. Listing on Stock Exchange and Stock Code

The Equity shares of the Company are listed at:

NAME OF STOCK EXCHANGE	STOCK CODE
National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra - Kurla Complex, Bandra (E), MUMBAI – 400 051	GINNIFILA

Annual Listing Fee for the year 2014-15 has been paid to National Stock Exchange.

vi. Market Price Data

High / Low of the market price of the Company's equity shares traded on the National Stock Exchange of India Ltd. (NSE) and NIFTY Index during the year 2013 - 14 was as follows:

	Company's Share Price at NSE (₹)		NIFTY Index	
Month	**High**	**Low**	**High**	**Low**
April, 2013	5.80	4.70	5962.30	5477.20
May, 2013	5.65	4.80	6229.45	5910.95
June, 2013	5.45	4.55	6011.00	5566.25
July, 2013	6.65	4.00	6093.35	5675.75
August, 2013	7.00	4.00	5808.50	5254.05
September, 2013	6.80	5.90	6142.50	5318.90
October, 2013	8.10	6.00	6309.05	5700.95
November, 2013	10.35	8.30	6342.95	5972.45
December, 2013	13.10	9.05	6415.25	6129.95
January, 2014	13.10	10.70	6358.30	6027.35
February, 2014	11.55	9.90	6282.70	5933.30
March, 2014	11.30	9.05	6730.05	6212.25

vii. Registrar and Transfer Agent for both physical & dematerialisation of Equity Shares :

Link Intime India Pvt. Ltd.

A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet Hall, New Delhi – 110 028.

Phone No. 011 - 41410592 – 93 – 94, Fax No. 011 - 41410591, e-mail : delhi@linkintime.co.in

viii. Share Transfer System

The Company's Equity Shares are traded at the Stock Exchange Compulsorily in demat mode. Physical shares which are lodged with the Company / Share Transfer Agent for transfer, are processed and returned to the Shareholders within 15days from the date of receipt, if the relevant documents are complete in all respect.

ix. Distribution of Shareholding as on 31st March, 2014

No. of Shares	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share holding
Up to 5000	21014	81.920	4066102	5.755
5001 - 10000	2444	9.528	2054499	2.908
10001 - 20000	1089	4.245	1717530	2.431
20001 - 30000	360	1.403	946240	1.339
30001 - 40000	156	0.608	568462	0.805
40001 - 50000	166	0.647	799091	1.131
50001 - 100000	218	0.850	1619071	2.292
100001 and Above	205	0.799	58879070	83.339
TOTAL	**25652**	**100.00**	**70650065**	**100.00**

(x) Shareholding Pattern as on 31st March, 2014

Category of Shareholder	No. of Shares Held	Percentage of shareholding
(A) Promoter and Promoter Group		
Indian	4,34,77,441	61.54
Foreign	–	–
Total Shareholding of Promoter and Promoter Group	4.34,77,441	61.54
(B) Public Shareholding		
Mutual Funds & UTI	11,000	0.02
Financial Institutions / Banks	32,01,099	4.53
Foreign Institutional Investors	8,510	0.01
Non-Resident Indians	1,76,521	0.25
Bodies Corporate	22,44,522	3.18
Resident Individuals	2,15,30,972	30.47
(C) Shares held by custodians and against which Depository Receipts have been issued	–	–
Total (A) + (B) + (C)	**7,06,50,065**	**100.00**

(xi) Dematerialisation of Shares

Sl. No.	Mode of Holding	No. of Shares	% age
1	NSDL	63873822	90.41
2	CDSL	5763267	8.16
3	PHYSICAL	1012976	1.43
	TOTAL	**70650065**	**100.00**

98.57% of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2014 (98.56% up to March 31, 2013).
Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE 424C01010.

(xii) Liquidity of Shares

Equity Shares of the Company are listed at National Stock Exchange of India Ltd. However, the Equity Shares of the Company are also traded at The Bombay Stock Exchange, Mumbai under the Permitted Category.

(xiii) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity : Nil

(xiv) Location of Mills

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. H-6, Sector – 63, NOIDA – 201 307 (U.P.)
4. D-38. Industrial Area, Bahadrabad, Haridwar-249 403 (Uttarakhand)

(xv) Address for correspondence

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

(b) Corporate Office :
Ginni Filaments Ltd.
H-6, Sector – 63, NH – 24,
NOIDA - 201 307 (U.P.).

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Member of
Ginni Filaments Limited

We have examined the compliance of conditions of corporate governance by Ginni Filaments Limited for the year ended 31st March 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review and the information and explanations given to us by the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the corporate governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **P.L.Gupta & Co.,**
Chartered Accountants
Firm Registration No.-011575C

YUVRAJ SINGH
Partner
Membership No.-071846

Place : Noida
Dated : 1st August, 2014

ANNEXURE 'B'

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

(A) CONSERVATION OF ENERGY

(a) Energy conservation measures taken:
(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

1. Installation of energy efficient motors in ring frame & other areas.
2. Replacement of normal tube lights with energy efficient light (LED).
3. Replacement of old compressor with energy efficient compressor.
4. Conducting periodic energy audits in- house.
5. Installation of VFD for the chilled and cooling water pump.
6. Use of ETP water in gardening.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: The aforesaid steps have resulted in saving in the consumption of energy.

(d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure to the Rules in respect of industries specified in the schedule thereto:

FORM-A

				Current Year 2013-14	Previous Year 2012-13
(A)	**Power and Fuel Consumption**				
1.	Electricity				
	a) Purchased				
	Units (in Lacs)			**875.90**	655.59
	Total Amount (₹ in Lacs)			**5328.69**	3457.28
	Rate per unit (₹)			**6.08**	5.27
	b) Own Generation				
	i) Through Diesel Generator				
	Units (in Lacs)			**23.38**	44.58
	Units per Ltr. of Diesel/ Furnace Oil			**3.98**	4.05
	Cost/Unit (₹)			**15.81**	12.96
	ii) Through Gas Generator				
	Units (in Lacs)			**37.71**	219.00
	Units per Scm of Gas			**3.53**	3.54
	Cost/Unit (₹)			**9.84**	9.37
2.	Coal				
3.	Furnace Oil ----			---	
4.	Others/Internal Generation				
(B)	Consumption per unit of Production	Production unit	Standards (if any)	**Current Year 2013 -14**	Previous Year 2012 - 13
1.	Electricity				
	- Yarn	Kg.	-	**2.65**	2.68
	- Fabric (Grey)	Kg.	-	**0.64**	0.63
	- Fabric (Dyed)	Kg.	-	**1.44**	1.19
	- Fabric (Non-Woven)	Kg.	-	**1.44**	1.45
	- Wipes / Surgical	1000 pcs	-	**1.46**	1.24
	- Garments	pcs	-	**0.15**	0.27
2.	Furnace Oil				
3.	Coal	-	-	-	-
4.	Others				

(B) TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form-B of the Annexure.

FORM-B

Research and Development (R&D)

1) Specific areas in which R & D carried out by the Company :
Yarn area in which R&D was carried out :
- Successful implementation of core yarn.
- Up gradation of combers to reduce noil & improve productivity.

Fabric area in which R&D was carried out :
- Producing structured knitted fabric.
- Dyeing fabric in neon colour.
- Up gradation of lab equipment for better reproducibility and accuracy in shade matching.

2) Benefits derived as a result of the above R & D : Value addition in products and quality improvement.

3) Future plan of action : Improvement in quality & productivity by further optimization of process parameters, up-gradation of machines, combers and speed frames.

4) Expenditure on R & D
- i) Capital : ₹ 29.64 lacs
- ii) Recurring : ₹ 121.31 lacs
- iii) Total : ₹ 150.95 lacs
- iv) Total R & D expenditure as a percentage of total turnover : 0.17%

Technology absorption, adaptation and innovation
1) Efforts, in brief, made towards technology absorption, adaptation and innovation : Indigenous technology and hence not applicable.
2) Benefits derived as a result of the above efforts : N.A.
3) Technology imported during the last 5 years : NIL

(C) FOREIGN EXCHANGE EARINGS AND OUT-GO

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans; : The Company has developed new market of Japan and Srilanka for its Consumer Products; Finland, U.K., Bosnia and UAE for its Nonwoven Fabric; Russia, Peru, Portugal and Tuniasia for its Cotton Yarn products.

Total Foreign exchange used and earned :
- Used (on cash basis) ₹ 9588.98 lacs
- Earned (F.O.B. value of export of goods) ₹ 51302.01 lacs

For and on behalf of the Board of Directors

Place : NOIDA (U.P.)
Date : August 1, 2014

DR. RAJARAM JAIPURIA
Chairman & Managing Director

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GINNI FILAMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Ginni Filaments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
   a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b. In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
   c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
   e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **P.L.Gupta & Co.,**
Chartered Accountants
Firm Registration No.-011575C

YUVRAJ SINGH
Partner
Membership No.-071846

Place : Noida
Dated : 2nd May, 2014

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date on accounts for the year ended 31st March, 2014 of Ginni Filaments Limited

(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) The company has physically verified certain assets during the year in accordance with a programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern status of the company.

(ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. We are informed that the discrepancies identified on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.

(iii) As informed to us, the company has not granted/taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. Consequently, the requirements of clauses (iii) (b), (c), (d), (f) and (g) of paragraph 4 of the Order are not applicable for the current year.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.

(v) According to the information and explanation given to us, we are of the opinion that there are no transactions that need to be entered in register maintained u/s 301 of the Companies Act,1956

(vi) The company has not accepted any deposit from the public during the year.

(vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.

(viii) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such accounts and records with a view to determine whether they are accurate or complete.

(ix) (a) According to the records of the company, undisputed statutory dues including provident fund, investor education and protection fund, Income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us the statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the Statute	Nature of dues	Amount (` in lacs)	Period to which the amount relates	Forum where dispute is Pending
Income Tax Act	Interest	2.02	AY-2001-02	High Court, Allahabad
Income Tax Act	TDS	1.34	AY-2007-08 to AY-2009-10	Assessing Officer, Agra
Sales Tax Act	Entry Tax	30.52	FY1998-99, 1999-2000,	High Court, Allahabad
			2007-08 and 2008-09	
Sales Tax Act	Entry Tax	2.00	FY-2000-01 and 2003-04	Commercial Tax Appellate Tribunal, Agra
Sales Tax Act	Entry Tax	35.06	FY2002-03 and 2003-04	Commercial Tax Appellate Tribunal, Agra
Central Excise Act	Excise Duty	5.05	August, 2007 to December, 2008 and January, 2012 to May, 2012	Commissioner (Appeal), Central Excise & Customs, Surat
Central Excise Act	Excise Duty	63.69	March,1991 to January,1995	Custom, Excise & Service tax Appellate Tribunal, New Delhi

(x) The company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has not incurred cash losses during the financial year covered by the audit and the immediately preceding financial year.

(xi) According to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

(xii) The company has not granted loans and advances on the basis of security by way of pledge of share, debentures and other securities.

(xiii) In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

(xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

(xv) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from Bank or financial institutions.

(xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans availed by the company were, prima facie, applied by the Company during the year for the purpose for which the loans were obtained other than temporary deployment pending application.

(xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investment.

(xviii) The company has not made any preferential allotment of shares during the year.

(xix) The Company has created security or charge in respect of debentures issued.

(xx) The Company has not raised any money by a public issue during the year. Accordingly, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order are not applicable.

(xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **P.L.Gupta & Co.,**
Chartered Accountants
Firm Registration No.-011575C

YUVRAJ SINGH
Partner
Membership No.-071846

Place : Noida
Dated : 2nd May 2014

BALANCE SHEET AS AT MARCH 31, 2014

(₹ in Lacs)

	Note No.	As At 31st March, 2014	As At 31st March, 2013
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	**7,815.01**	7,815.01
(b) Reserves and Surplus	4	**5,857.57**	2,230.45
		13,672.58	10,045.46
2. Non-Current Liabilities			
(a) Long Term Borrowings	5	**16,233.18**	19,278.17
(b) Deferred Tax Liabilities (net)	6	**1,284.31**	–
(c) Long Term Provisions	7	**511.58**	512.62
		18,029.07	19,790.79
3. Current Liabilities			
(a) Short Term Borrowings	8	**15,024.87**	15,985.34
(b) Trade Payables	9	**4,750.33**	6,481.88
(c) Other Current Liabilities	10	**7,635.99**	5,295.35
(d) Short Term Provisions	11	**1,453.42**	306.88
		28,864.61	28,069.45
TOTAL		**60,566.26**	57,905.70
II. ASSETS			
1. Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	12	**27,481.62**	28,191.45
(ii) Intangible Assets	12	**25.95**	31.06
(iii) Capital Work in Progress	13	**150.03**	606.79
		27,657.60	28,829.30
(b) Non Current Investments	14	**756.81**	756.81
(c) Deferred Tax Asset (net)	15	**–**	301.44
(d) Long Term Loans and Advances	16	**2,592.92**	447.25
		31,007.33	30,334.80
2. Current Assets			
(a) Inventories	17	**16,843.64**	15,814.61
(b) Trade Receivables	18	**8,031.65**	7,740.16
(c) Cash and Cash Equivalent	19	**421.20**	639.54
(d) Short Term Loans and Advances	20	**4,248.95**	3,365.26
(e) Other Current Assets	21	**13.49**	11.33
		29,558.93	27,570.90
TOTAL		**60,566.26**	57,905.70

Significant Accounting Policies & Notes on Financial Statement 1 to 45

Notes referred to above form an integral part of Financial Statements
As per our report of even date attached.

For P. L. GUPTA & CO.
Chartered Accountants
Firm Registration No. - 011575C

YUVRAJ SINGH
Partner
Membership No. - 071846

Place : Noida
Dated : 2nd May, 2014

DR. RAJARAM JAIPURIA
Chairman & Managing Director

SURESH SINGHVI
Director Finance & CFO

RAJESH TRIPATHI
Company Secretary

SHISHIR JAIPURIA
Vice Chairman & Managing Director

J.P. KUNDRA
J.K. BHAGAT
SAKET JAIPURIA
NRIPENDRA MISRA
DR. H.P. BHATTACHARYA
R.R. MAHESHWARI
SUBHASIS DHAL
Directors

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

		Note No.	Year Ended 31st March, 2014	Year Ended 31st March, 2013
I.	**Revenue from Operations**	22	**87,446.18**	75,460.20
	Less:- Excise Duty		**(644.23)**	(988.04)
			86,801.95	74,472.16
II.	**Other Income**	23	**766.82**	181.16
III.	**Total Revenue (I + II)**		**87,568.77**	74,653.32
IV.	**Expenses**			
	Cost of Material Consumed	24	**51,385.61**	43,722.34
	Purchase of Stock in Trade	25	**44.91**	–
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	26	**(1,050.33)**	142.98
	Employee Benefits Expenses	27	**4,391.68**	3,693.18
	Finance Cost	28	**3,773.30**	4,423.75
	Depreciation and Amortization Expense		**2,446.44**	2,415.66
	Other Expenses	29	**20,195.47**	17,549.02
	Total Expenditure		**81,187.08**	71,946.93
V.	**Profit before exceptional items and tax (III-IV)**		**6,381.69**	2,706.39
VI.	**Exceptional Items**	30	**1,348.46**	–
VII.	**Profit before tax (V - VI)**		**5,033.23**	2,706.39
VIII.	**Tax Expense**			
	- Current Tax		**1,090.10**	48.09
	- Deferred Tax		**1,585.75**	904.80
	- MAT Credit Entitlement/Tax Adjustment		**(1,269.74)**	–
			1,406.11	952.89
IX.	**Profit for the period (VII - VIII)**		**3,627.12**	1,753.50
X.	**Earnings Per Share - Nominal Value of Share ₹10/- each fully paid-up**			
	Basic (₹)		**5.05**	2.40
	Diluted (₹)		**5.05**	2.40

Significant Accounting Policies & Notes on Financial Statement 1 to 45

Notes referred to above form an integral part of Financial Statements

As per our report of even date attached.

For P. L. GUPTA & CO.
Chartered Accountants
Firm Registration No. - 011575C

DR. RAJARAM JAIPURIA
Chairman & Managing Director

SHISHIR JAIPURIA
Vice Chairman & Managing Director

YUVRAJ SINGH
Partner
Membership No. - 071846

SURESH SINGHVI
Director Finance & CFO

J.P. KUNDRA
J.K. BHAGAT
SAKET JAIPURIA
NRIPENDRA MISRA
DR. H.P. BHATTACHARYA
R.R. MAHESHWARI
SUBHASIS DHAL
} Directors

Place : Noida
Dated : 2nd May, 2014

RAJESH TRIPATHI
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sl No.	Particulars		Year ended 31st March, 2014		Year ended 31st March, 2013
A.	**Cash Flow from Operating Activities:**				
	Net Profit after Adjustments relating to Earlier years but before Tax and Extraordinary Items		**5033.23**		2706.39
	Adjustments for:				
	Depreciation		**2446.44**		2415.66
	Depreciation Written back		**(10.18)**		(0.59)
	Interest Expenses		**3342.72**		4043.05
	Interest Income		**(71.04)**		(75.85)
	(Profit)/Loss on Sale of Fixed Assets (Net)		**1.25**		4.40
	Bad Debts Written off		**0.26**		7.12
	Exceptional Items - Gain on Acquisition of Factory Land		**(322.54)**		–
	Exceptional Items - CDR Recompenses Provision		**1671.00**		–
	Operating Profit before Working Capital Changes		**12091.14**		9100.18
	Adjustments for:				
	Trade & Other receivables	**(1402.25)**		(2616.22)	
	Inventories	**(1029.03)**		(3221.74)	
	Trade payables	**(1054.06)**	**(3485.34)**	3217.90	(2620.06)
	Cash generated from operations		**8605.80**		6480.12
	Direct Taxes Paid		**(649.76)**		(5.41)
	Cash Flow before extraordinary items		**7956.04**		6474.71
	Extraordinary items		–		–
	Net Cash from operating activities	**(A)**	**7956.04**		6474.71
B.	**Cash Flow from Investing Activities:**				
	Purchase of Fixed Assets		**(1234.12)**		(1480.07)
	Sale of Fixed Assets		**336.67**		9.88
	Sale of Investments		–		–
	Interest Received		**71.04**		75.85
	Net Cash from investing activities	**(B)**	**(826.41)**		(1394.34)
C.	**Cash Flow from Financing Activities:**				
	Proceeds from issue of Equity Shares		–		–
	Proceeds from borrowings (Net)		**(3992.78)**		(784.55)
	Interest paid		**(3344.42)**		(4045.30)
	Dividend paid		**(10.77)**		(4.41)
	Tax on Dividend		–		–
	Net cash from Financing Activities	**(C)**	**(7347.97)**		(4834.26)
	Net Increase/(Decrease) in Cash and Cash equivalents	**(A+B+C)**	**(218.34)**		246.11
	Cash and Cash Equivalents (Opening Balance)		**639.54**		393.43
	Cash and Cash Equivalents (Closing Balance)		**421.20**		639.54

As per our report of even date attached.

For P. L. GUPTA & CO.
Chartered Accountants
Firm Registration No. - 011575C

DR. RAJARAM JAIPURIA
Chairman & Managing Director

SHISHIR JAIPURIA
Vice Chairman & Managing Director

YUVRAJ SINGH
Partner
Membership No. - 071846

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DR. H.P. BHATTACHARYA
R.R. MAHESHWARI
SUBHASIS DHAL
} Directors

Place : Noida
Dated : 2nd May, 2014

RAJESH TRIPATHI
Company Secretary

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Note 1

COMPANY OVERVIEW

Ginni Filaments Ltd is a textile company manufacturing cotton yarn, knitted fabric, non-woven fabric, garments and wipes at its factories located at Kosi kalan (UP), Panoli (Gujarat), Noida (U.P.) and Haridwar (Uttarakhand).

Note 2

SIGNIFICANT ACCOUNTING POLICIES

2.1 ACCOUNTING CONCEPTS

The company follows the mercantile system of accounting and recognizes income and expenses on accrual basis. The accounts are prepared on historical cost basis as a going concern. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles and the provisions of the Companies Act, 1956. The Financial Statements comply with the requirements of the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 1956.

2.2 USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

2.3 FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation / impairment loss, if any. Cost includes freight, duties, taxes, and other incidental expenses. Pre-operative expenses including eligible borrowing cost incurred during construction period are charged to Capital Work-in-Progress and on completion, the cost is allocated to the respective fixed assets. Machinery spares which are specific to a particular item of the fixed assets and if their use is expected to be irregular are capitalized as applicable. Exchange rate gain or loss on foreign currency loans related to acquisition of depreciable assets are being capitalized as per the notification dated 31st March, 2009 as amended from time to time issued by Ministry of Corporate Affairs, New Delhi

2.4 DEPRECIATION/AMORTISATION

Depreciation on fixed assets is provided on straight line method at the rate and in the manner prescribed in Schedule XIV of the Companies Act, 1956. Cost of leasehold land is amortized over the period of lease. Lease hold improvements are amortized over the primary period of lease.

2.5 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying amount of an asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exist.

2.6 LEASES

Lease payments under an operational lease are recognized as expense in the Statement of Profit and Loss as per terms of lease agreement.

2.7 RESEARCH AND DEVELOPMENT

Revenue expenditure is charged as an expense in the year it is incurred. Capital expenditure is taken as fixed assets and depreciation is provided on such assets as per the provisions of the Companies Act, 1956.

2.8 INVENTORIES

Raw materials, stores and spares are valued at lower of cost and net realizable value.

Work in progress and finished goods, stock in trade and stock in transit are valued at lower of cost and net realizable value. The costs of work in progress and finished goods include costs of raw material, conversion cost and other costs incurred in bringing the inventories to their present location and condition. Waste is valued at net realizable value. The excise duty in respect of closing inventory of finish goods is included as part of finished goods.

Cost of inventories is computed on weighted average/FIFO/specific identification, as applicable.

2.9 INVESTMENTS

Long term investments are stated at cost. Provision for diminution in value of long term investments is made only if such decline is other than temporary.

2.10 GOVERNMENT GRANTS

Capital grants relating to fixed assets are reduced from the gross value of fixed assets. Other capital grants are credited to capital reserve. Revenue grants are credited in Statement of Profit and Loss account or deducted from related expenses.

2.11 PROVISION AND CONTINGENCIES

A provision is recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

2.12 FOREIGN CURRENCY TRANSACTIONS

Export Sales in foreign currency are accounted for at the exchange rate prevailing on the date of negotiation, where such sales are not covered by forward contracts. Outstanding export documents pending negotiation when not covered by foreign exchange forward contracts are accounted for at the prevailing conversion rates at the end of each reporting date and difference if any in actual realization of such documents is accounted for in foreign exchange fluctuation account to be credited/charged to the Statement of Profit and Loss Account in the year of realization.

Forward contract are fair valued at each reporting date and resultant gain or loss from these transaction are recognized in the Statement of Profit and Loss.

Any income or expense on account of exchange difference either on settlement or on transactions is recognized in the Statement of Profit and Loss except in cases where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

2.13 REVENUE RECOGNITION

Export sales are recognized on the basis of date of bill of lading and other sales on ex-factory dispatch. Export benefits/incentives are accounted for on accrual basis. Sales include excise duty and are net of claims, rebates and discounts allowed during the year.

2.14 EMPLOYEE BENEFITS

(i) The company makes defined contribution to Provident Fund which is recognized in the Statement of Profit and Loss on accrual basis.

(ii) The company's liabilities under Payment of Gratuity Act and long term compensated absences (unfunded) are determined on the basis of actuarial valuation made at the end of each financial year using the Projected Unit Credit Method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(iii) Termination benefits are recognized as and when incurred.

2.15 CLAIMS

In accordance with the consistent practice, insurance and other claims, to the extent considered recoverable, are accounted for in the year relevant to claim while the balance is accounted for on settlement.

2.16 BORROWING COST

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

2.17 INCOME TAXES

Current tax represents amount of income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year. Minimum Alternate Tax Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax within the specified period.

The deferred tax for timing differences between the book profits and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

2.18 FINANCIAL DERIVATIVES HEDGING TRANSACTIONS

The use of Financial Derivatives Hedging Contracts is governed by Company's policies which provide for the use of such financial derivatives consistent with the Company's risk management strategy. The Company does not use derivative financial instruments for speculative purposes. Keeping in view of the principle of prudence as per Accounting Standard 1 on "Disclosure of Accounting Policies" outstanding derivative contracts at the Balance Sheet date are now marked to market and accordingly, the resulting mark to market losses / gains are recognized in the Profit and Loss Account.

(₹ in Lacs)

Note 3 **SHARE CAPITAL**	**As at 31st March, 2014**	As at 31st March, 2013
1. Authorised		
8,42,85,000 - Equity Shares of ₹ 10/- each	**8,428.50**	8,428.50
10,00,000 - Redeemable Preference Shares of ₹ 100/- each	**1,000.00**	1,000.00
	9,428.50	9,428.50
2. Issued, Subscribed and Paid Up		
7,06,50,065 - Equity Shares of ₹ 10/- each fully paid-up	**7,065.01**	7,065.01
7,50,000 - 8% Redeemable Preference Shares (RCPS) of ₹ 100/- each fully paid-up.	**750.00**	750.00
Total	**7,815.01**	7,815.01

(a) Reconciliation of No. of shares Outstanding:	**As At 31st March, 2014** **No of Share**	**Amount**	As At 31st March, 2013 No of Share	Amount
Equity Shares				
Opening Outstanding Shares	**70,650,065**	**7,065.01**	70,650,065	7,065.01
Closing Outstanding Shares	**70,650,065**	**7,065.01**	70,650,065	7,065.01
Preference Shares				
Opening Outstanding Shares	**750,000**	**750.00**	750,000	750.00
Closing Outstanding Shares	**750,000**	**750.00**	750,000	750.00

(b) Shareholders holding more than 5% of total shares **Name of Shareholder**	**As At 31st March, 2014** **No of Share held**	**% of holding**	As At 31st March, 2013 No of Share held	% of holding
Equity Shares				
1. Suniti Devi Jaipuria	**21,419,294**	**30.32**	21,419,294	30.32
2. Sunita Jaipuria	**5,675,716**	**8.03**	5,675,716	8.03
3. Saket Jaipuria	**6,136,008**	**8.69**	6,136,008	8.69
4. Yash Jaipuria	**5,720,847**	**8.10**	5,720,847	8.10
5. Vinod H. Punwani	**4,112,600**	**5.82**	4,112,600	5.82
Preference Shares				
1. Raghukul Trading Pvt. Ltd. (Erstwhile known as Raghukul Properties & Investment Pvt. Ltd.)	**750,000**	**100.00**	750,000	100.00

(c) **Aggregate no. of share issued for consideration other than cash during the period of 5 years immediately preceding the reporting date**

Particulars	**As at 31st March, 2014**	As at 31st March, 2013
Alloted during FY 2009-10 as fully paid shares pursuant to amalgamation without payment being received in cash	**11,387,440**	11,387,440

Equity Share

(3.1) The Company has only one class of equity shares having at par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.

(3.2) In the liquidation of the company, the holder of equity share will be entitled to receive remaining assets of the company, after distribution of all prefrential amount. The distribution will be in proportion to the number of equity shares held by the shareholders

(3.3) 8% cumulative redeemable prefrence shares are redeemable at par on or before 31st December 2018. Accumulated dividend on prefrence shares upto 31st March, 2014 is ₹ 265 lacs (previous year ₹ 205 lacs)

(₹ in Lacs)

Note 4

RESERVES AND SURPLUS	**As at 31st March, 2014**	As at 31st March, 2013
1. **Securities Premium Reserve**		
As Per Last Balance Sheet	**6,287.43**	6,287.43
2. **Debenture Redemption Reserve**		
As Per Last Balance Sheet	**550.00**	550.00
3. **Other Reserve (State Investment Subsidy)**		
As Per Last Balance Sheet	**10.00**	10.00
4. **Surplus**		
Balance as per last financial statement	**(4,616.98)**	(6,370.48)
Profit for the year	**3,627.12**	1,753.50
	(989.86)	(4,616.98)
Total	**5,857.57**	2,230.45

Note 5

LONG TERM BORROWINGS

1. **Debentures (Secured)**		
(a) 3,51,750 - Non Convertible Debentures of ₹ 100/- each fully paid up	**273.75**	351.75
(b) 6,44,875 - Non Convertible Debentures of ₹ 100/- each fully paid up	**501.87**	644.87
(c) 28,813 - Zero Rate Debentures of ₹ 100/- each fully paid up.	**22.42**	28.81

All Debentures are (i) secured by mortgage by deposit of the Title Deeds of immovable properties and by hypothecation of Company's movable properties, ranking pari-passu, subject to prior charge on current assets in favour of Company's bankers for working capital. (ii) guaranteed by 2 Directors. (iii) secured by pledge of 115.45 lacs shares of the company held by promoters' and relatives, ranking pari passu with all term loans and working capital loans. (iv) Reedemable in 17 quarterly instalments from 30th June, 2014 to 30th June, 2018

2. **Term Loans (Secured)**		
(a) From Financial Institution		
(i) Foreign Currency Loans	**296.36**	345.11
(ii) Indian Rupee Loans	**2,359.12**	3,235.05
(b) From Banks- Indian Rupee Loan	**10,358.14**	12,395.08
(c) From others- Indian Rupee Loan	**21.52**	27.50

(A) Term Loans of ₹14919.85 Lacs * are (i) secured by mortgage by deposit of the Title Deeds of immovable properties (pending mortgage for term loan of ₹ 639.83 Lacs {Previous year ₹39.92 Lacs}) and by hypothecation of Company's movable properties, ranking pari-passu, subject to prior charge on current assets in favour of Company's bankers for working capital.(ii) guaranteed by 2 Directors (iii) secured by pledge of 61.55 lacs equity shares of the company held by promoter and relative for Term Loan of ₹48.54 Lacs (previous year ₹ 59.53 Lacs) and further secured by pledge of 115.45 lacs shares of the company held by promoters' and relatives for Term Loans of ₹14280.02 Lacs (Previous Year ₹ 17406.14 Lacs), ranking pari passu with the Debentures and working capital loans. (iv) Term loans of ₹14280.02 Lacs are repayable in 17 quarterly instalments from 30th June, 2014 to 30th June, 2018 & term loan of ₹639.83 Lacs is repayable in 23 quarterly instalments from 30th June, 2014 to 31st Dec, 2019

(B) Working Capital Term Loans of ₹ 1699.55 lacs* (previous year ₹ 2077.00 lacs) are secured by third charge on current & fixed assets of the company and guaranteed by 2 Directors and repayable in 17 quarterly instalments from 30th June, 2014 to 30th June, 2018

(C) Loan of ₹ 27.50 Lacs* (previous year - ₹ 32.92 Lacs) from others are secured against hypothecation of vehicles.Loan of ₹ 22.75 Lacs is repayable in 47 instalments from 01.04.2014 to 01.02.2018 and Loan of ₹ 4.75 Lacs is repayable in 48 instalments from 01.04.2014 to 01.03.2018.

* including current maturities shown in Note-9

3. Loans and Advances from Related Parties (unsecured) (Interest Free Loan ₹ 700 Lacs (previous year ₹ 700 Lacs)Repayable after 30th June, 2018 and ₹ 250 Lacs repayable after 31st Dec,2019 and Interest Bearing Loan ₹ 1450 Lacs (Previous Year ₹ 1300 Lacs) repayable on or after 1st April, 2015)	**2,400.00**	2,250.00
Total	**16,233.18**	19,278.17

5.1 All due instalment and interest during the period has been paid timely.

5.2 Interest rates on Debentures and term loan, varies during the period ie. 01.04.2013 to 18.09.2013 @11.95% p.a. 19.09.2013 to 06.11.2013 @12.05% p.a., 07.11.2013 to 31.03.2014 @ 12.25% p.a. except the loan of ₹ 639.83 Lacs is subject to interest rate which varies during the period 01.04.2013 to 18.09.2013 @ 13.95% p.a.,19.09.2013 to 06.11.2013 @ 14.05% p.a. and 07.11.2013 to 31.03.2014 @ 14.25% p.a.

5.3 Interest on Foreign currecy loan charged @Libor +3% p.a.

5.4 The above Interest Rate are subject to benefit under T.U.F. Scheme of Government of India

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Note 6		
DEFERRED TAX (ASSET) / LIABILITY		
Deferred Tax Liabilities- on acccount of		
– Depreciation	**4,782.71**	–
Gross Deferred Tax Liabilities	**–**	–
Deferred Tax Assets- on account of		
Unabsorbed Depreciation	**2,645.53**	–
Employee Benefits	**280.06**	–
Provision for doubtful debts	**4.84**	–
Provision for CDR Interest to Bank / Financial Institutions	**567.97**	–
Gross Deferred Tax Assets	**3,498.40**	–
Deferred Tax Liability	**1,284.31**	–
Note 7		
LONG TERM PROVISIONS		
Provision for Employement Benefit	**511.58**	512.62
Note 8		
SHORT TERM BORROWINGS		
1. Working Capital Loans From Banks (Secured) (A) Interest is charged @ 9.70% to 13.50% p.a. during the year & libor+ 2% to 3.5% on foriegn currency loan during the year, (B) (i) Secured to the extent of ₹14828.87 Lacs (Previous Year ₹ 15650.34 Lacs) by Hypothecation of Inventories & recievables, second charge on the fixed assets of the company. (ii) Further guaranteed by 2 Directors and by pledge of 115.45 Lacs shares (Previous Year 115.45 lacs shares) of the company held by promoters & relatives ranking pari passu with the debentures and term loans as per note no-5 aforsaid.	**14,828.87**	15,650.34
2. Interest bearing loans from Related Parties repayable on demand (Unsecured)	**196.00**	335.00
Total	**15,024.87**	15,985.34
Note 9		
TRADE PAYABLES		
Trade Paybles	**4,750.33**	6,481.88
Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006		
1. Principal Amount Remainning unpaid	**23.95**	14.25
2. Interest	**Nil**	Nil
3. Total of 1 & 2	**23.95**	14.25
4. Interest in terrm of Sec 16	**Nil**	Nil
5. Interest due and payable for the period of delay in payment	**Nil**	Nil
6. Interest accrued and remaining unpaid	**Nil**	Nil
7. Interest due and payable even in succeeding years	**Nil**	Nil

The information as required to be disclosed under the Micro and Medium Enterprises Development Act,2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

	As at 31st March, 2014	(₹ in Lacs) As at 31st March, 2013

Note 10

OTHER CURRENT LIABILITIES

1. Current Maturities of Long Term Borrowings	**3,839.15**	3,780.65
2. Interest accrued but not due on borrowings	**11.36**	13.06
3. Unpaid dividends	**9.13**	19.90
4. Other Payables		
- Creditors for Capital Goods	**13.14**	87.03
- Advance from Customers	**280.04**	129.59
- Statutory Dues Payable	**212.61**	181.87
- Other Payables	**3,270.56**	1,083.25
Total	**7,635.99**	5,295.35

There is no amount due and outstanding as on balance sheet date to be credited to Investor Education and Protection Fund

Note 11

SHORT TERM PROVISIONS

1. Provision for Employee Benefit	**312.37**	257.45
2. Provision for Taxation	**1,141.05**	49.43
Total	**1,453.42**	306.88

Note 12

FIXED ASSETS (₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2013	Additions	Deductions/ Adjustments	As at 31st March, 2014	Upto 31st March, 2013	For the Year	Deduction/ Adjustments	upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
Tangible Assets										
Land(Lease Hold)	**486.48**	–	–	**486.48**	35.21	4.91	–	**40.12**	**446.36**	451.27
Land(Free Hold)	**213.88**	–	6.03	**207.85**	–	–	–	**–**	**207.85**	213.88
Lease Hold Improvements	**181.01**	94.24	–	**275.25**	112.95	33.20	–	**146.15**	**129.10**	68.06
Buildings	**5079.90**	85.04	–	**5164.94**	1512.70	151.55	–	**1664.25**	**3500.69**	3567.20
Plant and Machinery	**43576.20**	1340.26	5.04	**44911.42**	21149.68	2109.07	0.66	**23258.09**	**21653.33**	22426.52
Electrical Installation	**1742.24**	157.16	–	**1899.40**	638.61	93.04	8.65	**723.00**	**1176.40**	1103.63
Office Equipments	**159.71**	13.12	0.58	**172.25**	71.10	5.98	1.00	**76.08**	**96.17**	88.61
Computers	**183.70**	11.72	–	**195.42**	148.58	9.50	–	**158.08**	**37.34**	35.12
Furniture and Fittings	**220.16**	25.34	–	**245.50**	135.49	12.09	0.70	**146.88**	**98.62**	84.67
Vehicles	**241.23**	8.23	27.42	**222.04**	88.74	20.40	22.86	**86.28**	**135.76**	152.49
SUB TOTAL(A)	**52084.51**	**1735.11**	**39.07**	**53780.55**	**23893.06**	**2439.74**	**33.87**	**26298.93**	**27481.62**	**28191.45**
Intangible Assets										
Softwares	**12.08**	1.49	–	**13.57**	5.85	1.62	–	**7.47**	**6.10**	6.23
Licences	**31.27**	0.10	–	**31.37**	6.44	5.08	–	**11.52**	**19.85**	24.83
SUB TOTAL(B)	**43.35**	**1.59**	**0.00**	**44.94**	**12.29**	**6.70**	**0.00**	**18.99**	**25.95**	**31.06**
Total(A+B) Current Year	**52127.86**	**1736.70**	**39.07**	**53825.49**	**23905.35**	**2446.44**	**33.87**	**26317.92**	**27507.57**	**28222.51**
Previous Year	51258.78	905.50	36.42	52127.86	21512.42	2415.66	22.73	23905.35	28222.51	–

Note: Addition to Plant & Machinery include addition of ₹ 45.82 lacs (Additions Previous year ₹ 28.42 lacs) on account of exchange rate fluctuation in the liability of foreign currency loans availed for acquiring certain fixed assets.

	As at 31st March, 2014	As at 31st March, 2013 (₹ in Lacs)
Note 13		
CAPITAL WORK IN PROGRESS		
Building under construction	**62.48**	85.92
Machinery under Erection	**30.94**	459.64
Electric Installation under Erection	**16.12**	29.38
Others	**8.19**	–
Preoperative Expenditure pending allocation	**32.30**	31.85
Total	**150.03**	606.79
Note 14		
NON CURRENT INVESTMENTS		
Investment in Equity Instrument (at Cost)		
Trade & Quoted		
4160450 - Equity Shares of ₹ 10/- each (fully paid) of Ginni International Limited	**738.93**	738.93
Non Trade & Unquoted at Cost		
178750 - Equity Shares of ₹ 10/- each (fully paid) of Narmada Clean Tech Limited	**17.88**	17.88
Total	**756.81**	756.81
Aggregate value of:		
Quoted Investments	**738.93**	738.93
Unquoted Investments	**17.88**	17.88
Aggregate Market Value of Quoted Investments (based on last available quotation dated 29.03.2000)	**738.48**	738.48
Note 15		
DEFERRED TAX ASSETS (NET)		
Deferred Tax Liabilities- on acccount of		
Depreciation	–	4,596.92
Gross Deferred Tax Liabilities	–	4,596.92
Deferred Tax Assets- on account of		
Unabsorbed Depreciation	–	4,275.21
Employee Benefits	–	249.85
Provision for doubtful debts	–	–
Unabsorbed Business Losses	–	373.30
Gross Deferred Tax Assets	–	4,898.36
Deferred Tax Asset (Net)	–	301.44
Note 16		
LONG TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
1. Capital Advances	**214.27**	171.80
2. Security Deposits	**417.66**	235.47
3. Other Loans and Advances		
Advance Tax and TDS	**722.09**	39.98
4. Mat Credit entitlement	**1,238.90**	–
Total	**2,592.92**	447.25
Note 17		
INVENTORIES		
Raw Materials	**10,027.42**	10,245.42
Work In Progress	**1,638.15**	1,674.83
Finished Goods	**3,517.03**	2,387.91
Stores and Spares	**863.18**	678.17
Goods-in-transit		
Raw Material	**11.68**	–
Finished Goods	**786.18**	828.28
Total	**16,843.64**	15,814.61

	As at 31st March, 2014	(₹ in Lacs) As at 31st March, 2013
Note 18		
TRADE RECEIVABLES		
Outstanding for a period exceeding six months from the date they are due for payment.		
Unsecured, Considered Good	**189.80**	297.45
Unsecured, Considered Doubtful	**14.23**	–
Less: Provision for Doubtful Recievables	**(14.23)**	–
	189.80	297.45
Others		
Unsecured, Considered Good:	**7,841.85**	7,442.71
Total	**8,031.65**	7,740.16

Note 19

CASH AND CASH EQUIVALENTS

Cash-in-Hand	**12.81**	21.18
Balances with Banks		
In Current account	**115.33**	253.22
In Fixed Deposit Account	**8.75**	0.11
In Unpaid Dividend Account	**9.13**	19.90
Other Bank balances		
Margin money deposit against LC's and BG	**275.18**	345.00
Cheques in hand	**–**	0.13
Total	**421.20**	639.54

Note 20

SHORT TERM LOANS AND ADVANCES

Others (Unsecured considered good)		
Balances with Statutory / Govt Authorities	**3,257.15**	2,565.24
Others	**991.80**	800.02
Total	**4,248.95**	3,365.26

Note 21

OTHER CURRENT ASSETS

Interest Receivable	**13.49**	11.33
Total	**13.49**	11.33

Note 22 **REVENUE FROM OPERATIONS**	**Year Ended 31st March, 2014**	(₹ in Lacs) Year Ended 31st March, 2013
1. Sale of Product		
Yarn	**46,120.42**	41,541.58
Fabric	**4,114.70**	5,703.81
Garments	**13,691.64**	7,057.41
Non Woven Fabric	**16,044.00**	15,631.24
Wipes & Other	**5,171.44**	3,967.79
Trading Goods-Yarn	**48.72**	–
2. Sale of Services	**89.91**	43.31
3. Other Operating Revenue	**2,165.35**	1,515.06
Total	**87,446.18**	75,460.20

Sale includes Net Gain of ₹ 54.02 Lacs (previous year Net Gain of ₹ 515.86 lacs) on account of exchange rate fluctuation and adjustment of ₹ 199.85 Lacs (previous year ₹ 165.96 lacs) on account of discounts, rebate and claims.

(₹ in Lacs)

	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Note 23		
OTHER INCOME		
1. Interest Income	**71.04**	75.85
2. Profit on sale of Fixed Assets	**2.90**	0.74
3. Foreign Currency Forward Booking Gain	**414.18**	11.06
4. Exchange Rate Difference Others	**–**	3.90
5. Insurance Claims	**70.52**	–
6. Sundry Balances/Claims Written Back	**1.76**	–
7. Miscellaneous Income	**206.42**	89.61
Total	**766.82**	181.16
Note 24		
COST OF MATERIAL CONSUMED		
Cotton / Polyster / Viscose	**42,110.84**	39,727.27
Yarn	**5,613.82**	2,267.02
Fabric	**2,027.46**	408.31
Other	**1,633.49**	1,319.74
Total	**51,385.61**	43,722.34
Note 25		
PURCHASE OF STOCK IN TRADE		
Yarn	**44.91**	–
Total	**44.91**	–
Note 26		
CHANGE IN INVENTORIES OF FINISHED GOODS,WORK IN PROGRESS AND STOCK IN TRADE		
Closing Stocks		
Work in Progress	**1,638.14**	1,674.83
Finished Goods	**4,303.21**	3,216.19
Sub-total (Closing Stocks)	**5,941.35**	4,891.02
Opening Stocks		
Work in Progress	**1,674.83**	1,245.43
Finished Goods	**3,216.19**	3,788.57
Sub-total (Opening Stocks)	**4,891.02**	5,034.00
Net (Increase)/Decrease	**(1,050.33)**	142.98
Note 27		
EMPLOYEE BENEFIT EXPENSES		
Salaries,Wages, Bonus,Commission & Other Benifits	**3,930.69**	3,306.80
Contribution to Provident Fund	**223.76**	193.70
Workmen and Staff Welfare Expenses	**237.23**	192.68
Total	**4,391.68**	3,693.18

		Year Ended 31st March, 2014	Year Ended 31st March, 2013
			(₹ in Lacs)

Note 28

FINANCE COST

		Year Ended 31st March, 2014	Year Ended 31st March, 2013
1.	Interest Expenses	**3,342.72**	4,043.05
2.	Other borrowing cost	**430.58**	380.70
	Total	**3,773.30**	4,423.75

Note 29

OTHER EXPENSES

		Year Ended 31st March, 2014	Year Ended 31st March, 2013
1.	Consumption of stores & Spares	**2,074.36**	2,152.57
2.	Consumption of Packing Material	**2,354.54**	1,782.82
3.	Power & Fuel	**6,907.90**	6,407.63
4.	Job Work Charges	**2,831.89**	1,516.98
5.	Rent	**185.28**	157.84
6.	Insurance Premium	**54.33**	71.88
7.	Rates & Taxes	**59.83**	69.03
8.	Repairs of Plant & Machinery	**211.15**	189.17
9.	Repairs of Buildings	**75.48**	87.87
10.	Repairs & Maintainence - Others	**168.12**	139.07
11.	Outward Freight, handling & Other Selling Exp.	**3,422.35**	3,230.14
12.	Commission on Sales	**814.30**	717.51
13.	Auditors' Remuneration	**12.28**	10.77
14.	Excise duty on Stock of Finished Goods	**8.01**	(23.02)
15.	Foreign Exchange Rate Difference	**21.04**	–
16.	Prior Period Expenses (Net)	**45.26**	35.42
17.	Loss on Sale of Fixed Assets	**4.15**	5.14
18.	Miscellaneous Expenses	**930.71**	991.08
19.	Bad Receivables Written off	**0.26**	7.12
20.	Provision for Doubtful Receivables	**14.23**	–
	Total	**20,195.47**	17,549.02

Note 30

Exceptional Items

Exceptional Items include a provision for ₹ 1671.00 Lacs (previous year Nil) towards recompense amount payable under CDR guidelines and ₹ 322.54 Lacs (previous year Nil) towards gain on acquisition of part of freehold land of company by National Highway Authority. The recompense liability has been provided in accounts as advised by monitoring bank State Bank of India as per RBI and CDR guidelines. The difference,if any in amount payable shall be adjusted on final settlement/determination of liability with CDR Cell.

Note 31

Payment To Auditor (including service tax)

		Year Ended 31st March, 2014	Year Ended 31st March, 2013
1.	**As Auditor**		
	Audit fees	**8.99**	7.86
	Tax audit fees	**0.96**	0.84
2.	**In other capacities**		
	Other services (certification etc.)	**1.68**	1.52
	Reimbursement of expenses	**0.65**	0.55
	Total	**12.28**	10.77

		(₹ in Lacs)
Note 32	**2013-14**	2012-13
CONTINGENT LIABILITIES		
1. Contingent liabilities not provided for:		
i) Bills discounted with banks	**5239.50**	5789.43
ii) Disputed demands under excise, income tax, sales tax and electricity etc	**152.41**	182.26
iii) Claims against the company not acknowledged as debt	**113.54**	100.34
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) :	**1959.47**	1303.48

Note 33

DEFINED BENEFIT PLAN

Consequent upon adoption of Accounting Standard on 'Employees benefits' (AS-15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the Standard, the following disclosures are made:

I. Reconciliation of opening and closing balances of Defined Benefit obligation

	Amount in ₹			
	Gratuity (Unfunded) 2013-14	Gratuity (Unfunded) 2012-13	**Leave Encashment (Unfunded) 2013-14**	Leave Encashment (Unfunded) 2012-13
Defined Benefit obligation beginning of the year	**41112719**	31040279	**30109023**	22729286
Current Service Cost	**8951644**	9139263	**9216638**	9385308
Interest Cost	**3193185**	2544161	**1976798**	1528876
Actuarial gain / (loss)	**(7099000)**	1095901	**(6015297)**	(547574)
Benefits paid	**(2733468)**	(2706885)	**(2746677)**	(2986873)
Defined Benefit obligation at year end	**43425080**	41112719	**32540485**	30109023

II. Reconciliation of fair value of assets and obligations.

Present value of obligation	**43425080**	41112719	**32540485**	30109023
Amount recognized in Balance Sheet	**43425080**	41112719	**32540485**	30109023

III. Expense recognized during the year.

Current Service Cost	**8951644**	9139263	**9216638**	9385308
Interest Cost	**3193185**	2544161	**1976798**	1528876
Actuarial gain /(loss)	**(7099000)**	1095901	**(6015297)**	(547574)
Net Cost	**5045829**	12779325	**5178139**	10366610

IV. Actuarial assumptions.

Mortality Table (LIC)	**2013-2014 (2006-08) (Ultimate)**	2012-2013 (1994-1996) (Ultimate)	**2013-2014 (2006-08) (Ultimate)**	2012-2013 (1994-1996) (Ultimate)
Discount Rate	**9.09%**	8.07%	**9.09%**	8.06%
Rate of escalation in salary (per annum)	**7.00%**	7.00%	**7.00%**	7.00%
Withdrawal Rate	**5.00%**	5.00%	**5.00%**	5.00%

The estimate of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Note 34

SEGMENT INFORMATION: **(₹ in Lacs)**

	2013-14			2012-13		
Particulars	**Textiles**	**Others**	**Total**	**Textiles**	**Others**	**Total**
A) Primary Segment (Business Segment)						
REVENUE:						
External Sales	**82372.04**	**4429.91**	**86801.95**	71405.08	3067.08	74472.16
RESULTS:						
Segment Results before Interest & finance Cost	**9463.60**	**691.39**	**10154.99**	6716.50	413.64	7130.14
Interest and Finance Cost			**3773.30**			4423.75
Profit/ (Loss) from ordinary activities			**6381.69**			2706.39
Extra ordinary items			**–**			–
Exceptional Items			**1348.46**			–
Net Profit/ (Loss)			**5033.23**			2706.39
OTHER INFORMATION:						
Segment Assets	**57793.33**	**2772.93**	**60566.26**	55369.80	2234.45	57604.25
Segment Liabilities	**7433.45**	**314.79**	**7748.24**	7970.29	250.78	8221.07
Segment Depreciation/Amortization	**2352.84**	**93.60**	**2446.44**	2376.06	39.60	2415.66
Capital Expenditure	**796.26**	**940.44**	**1736.70**	697.34	208.16	905.50
Non-cash expenses other than depreciation	**–**	–	–	–	–	–
B) Secondary Segment (Geographical By Customers)						
SEGMENT REVENUE:						
In India			**33665.24**			30380.71
Outside India			**53136.71**			44091.45

Note: 1. The Company has disclosed business segments as the primary segment. Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The company's operations predominantly relate to manufacturing of textiles.

2. Types of products and services in each business segment: Textiles: Yarn, Fabric Nonwoven Fabrics and Garments. Others: Consumer Products i.e. Wipes and Others

(₹ in Lacs)

	2013-2014	2012-2013
Note 35		
LEASE TERMS		
Operating Lease		
As Lessee:		
Operating lease rentals charged to revenue for right to use following assets are:		
Office / Residential Premises	**185.28**	157.84
Total	**185.28**	157.84
The agreements are executed for a period of 11 to 120 months with a renewable clause and also provide for termination by either party giving a prior notice period of 1 to 3 months and initial lock in period of 3 years.		
Minimum lease payments under non-cancellable operating lease fall due as follows-:		
Not later than one year	**331.70**	178.09
Later than one year and not later than five years	**1005.48**	451.90
Later than five years	**678.49**	–
Total	**2015.67**	629.99
Note 36		
PRIOR PERIOD INCOME / EXPENSES		
Prior period Income (Expenses) represents:		
Debit relating to earlier years	**(130.99)**	(95.69)
Credit relating to earlier years	**75.55**	59.68
Excess depreciation provided written back	**10.18**	0.59
Total	**(45.26)**	(35.42)

Note 37

DISCLOSURE IN RESPECT OF DERIVATIVE INSTRUMENTS:

Forward booking and derivative contracts entered into by the Company and have remained outstanding as on 31/03/2014 are as under:

Particulars	As at 31st March, 2014	As at 31st March, 2013
Forward booking against exports	**US$ 129.94 Lacs**	US$ 5.00 Lacs

Company has entered into contracts of forward booking keeping in view the net foreign exchange surplus on exports earning in foreign exchange considering imports and foreign currency loans.

Net foreign exchange exposures as on 31st March, 2014 are fully hedged for exports receivable and imports and other foreign currency expenses. Foreign currency loans are not hedged for its full repayment periods.

Note 38

RELATED PARTIES DISCLOSURE

Related parties and transactions with them as specified in the Accounting Standard 18 on "Related Parties Disclosures" issued by ICAI has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.

Related Parties & Relationship

a Enterprises that directly, or indirectly through one or more intermediaries, control or are controlled by or are under common control with the company (this includes holding companies, subsidiaries and fellow subsidiaries): Nil

b) Associates and joint ventures: Nil

c) Key management personnel and Individuals owning directly or indirectly, an interest in the voting power that give them control or significant influence over the company, and the relatives of such individuals.

1) Key management personnel :

i) Dr. Rajaram Jaipuria,
ii) Shri Shishir Jaipuria,
iii) Shri Saket Jaipuria
iv) Shri Suresh Singhvi
v) Shri Ram Ratan Maheshwari

2) Relative :

i) Smt. Suniti Devi Jaipuria
ii) Smt. Sunita Jaipuria
iii) Smt. Anika Jaipuria
iv) Shri Yash Jaipuria
v) Shri Sharad Jaipuria
vi) Smt. Archana Khaitan

d) Enterprises over which Key Management personnel are able to exercise significant influence:

i) Shree Bhawani Anand Pvt.Ltd.
ii) Jaipuria Edu Services Pvt. Ltd.
iii) Kanpur Builders Pvt.Ltd.
iv) Raghukul Trading Pvt. Ltd
v) Lochan Agro Pvt. Ltd.
vi) Ginni Nonwoven Pvt. Ltd.

3. Details of Transactions with above related parties:- **(₹ in Lacs)**

		2013-14	2012-13
1.	**Remuneration to Key Management Personnel**		
	(a) Dr. Rajaram Jaipuria	**222.27**	85.54
	(b) Shri Shishir Jaipuria	**167.57**	70.10
	(c) Shri Saket Jaipuria	**75.15**	35.47
	(d) Shri Suresh Singhvi	**27.26**	24.04
	(e) Shri Ram Ratan Maheshwari	**26.46**	23.46
	Total	**518.71**	238.61
2.	**Remuneration to Relative of Key Management Personnel**		
	(a) Shri Yash Jaipuria	**9.33**	8.64
	Total	**9.33**	8.64
3.	**Interest (To others)**		
	(a) Raghukul Trading Pvt.Ltd	**131.08**	87.61
	(b) Lochan Agro Pvt. Ltd.	**57.89**	99.01
	Total	**188.97**	186.62
4.	**Loan [Net-(Taken) / Repaid] From/to others**		
	(a) Raghukul Trading Pvt.Ltd	**0.25**	(276.00)
	(b) Lochan Agro Pvt. Ltd.	**(0.36)**	(14.00)
	Total	**(0.11)**	(290.00)
5.	**Year End Payable to others**		
	(a) Raghukul Trading Pvt.Ltd	**1381.00**	1406.00
	(b) Lochan Agro Pvt. Ltd.	**1215.00**	1179.00
	Total	**2596.00**	2585.00

Note 39
EARNING PER SHARE

The earning per share has been calculated as specified in Accounting Standard 20 on "Earnings per Share" issued by Institute of Chartered Accountants of India, the related disclosures are as below-

		(₹ in Lacs)	
		2013-14	2012-13
(a)	Amount used as numerator in calculating basic and diluted EPS Profit-(Loss) after tax	**3627.12**	1753.50
	(Add)/Less Dividend on Cumulative Preference Shares	**(60.00)**	(60.00)
	Profit/(Loss) for the year	**3567.12**	1693.50
(b)	Weighted average number of equity shares used as the Denominator in calculating EPS. (Nos in lacs)	**706.50**	706.50
(c)	Earnings per share in ₹ (Basic/Diluted)	**5.05**	2.40

Note 40
EARNINGS IN FOREIGN EXCHANGE DURING THE YEAR :

(a)	F.O.B. value of goods Exported	**51302.01**	42040.01

Note 41
CIF VALUE OF IMPORTS :

(a)	Raw Materials	**7617.13**	5815.98
(a)	Capital Goods	**680.78**	534.09
(b)	Stores and Spare Parts	**818.26**	732.82

Note 42
EXPENDITURE PAID IN FOREIGN CURRENCY :
(Only payments directly in foreign currencies considered)

(a)	Traveling	**41.31**	39.62
(b)	Commission	**399.34**	400.92
(c)	Professional fees and others	**32.16**	23.02

Note 43

VALUE OF RAW MATERIALS CONSUMED :	**2013-2014**		2012-2013	
	₹ in Lacs	**%**	₹ in Lacs	%
Imported	**7796.92**	**15.17**	5769.79	13.20
Indigenous	**43588.69**	**84.83**	37952.55	86.80
	51385.61	**100.00**	43722.34	100.00

Note 44

VALUE OF STORES AND SPARE PARTS CONSUMED :				
Imported	**778.34**	**37.52**	736.30	34.21
Indigenous	**1296.02**	**62.48**	1416.27	65.79
	2074.36	**100.00**	2152.57	100.00

Note 45
Balance of receibables, creditors and advances are subject to confirmation and /or reconciliation.

Note No. 1 to 45 referred to above form an integral part of Financial Statments.

As per our report of even date attached.

For P. L. GUPTA & CO.
Chartered Accountants
Firm Registration No. - 011575C

YUVRAJ SINGH
Partner
Membership No. - 071846

Place : Noida
Dated : 2nd May, 2014

DR. RAJARAM JAIPURIA
Chairman & Managing Director

SURESH SINGHVI
Director Finance & CFO

RAJESH TRIPATHI
Company Secretary

SHISHIR JAIPURIA
Vice Chairman & Managing Director

J.P. KUNDRA
J.K. BHAGAT
SAKET JAIPURIA
NRIPENDRA MISRA
DR. H.P. BHATTACHARYA
R.R. MAHESHWARI
SUBHASIS DHAL
Directors

NOTES

GINNI FILAMENTS LIMITED

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

ATTENDANCE SLIP

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

I/We hereby recorded my/our presence at the Thirty First Annual General Meeting of the Company to be held on Wednesday the 10th September, 2014 at 11.30 A. M. at the Registered Office of the Company at 110 K.M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)

NAME(S) AND ADDRESS OF THE MEMBER(S) ______________________________

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

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

_______________________________ _______________________________

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

NOTES :

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

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

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

PROXY FORM

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

CIN : **L71200UP1982PLC012550**
Name of the Company : **GINNI FILAMENTS LIMITED**
Registered Office : **110 K.M. Stone, Delhi - Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.)**
Name(s) of the Member(s) :
Registered address :
E-mail ID :
Folio No / Client Id # :
DP ID # :

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

(i) Name : ....Address ....
E-mail ID : ....Signature:....................................or failing him / her

(ii) Name : ....Address ....
E-mail ID : ....Signature:....................................or failing him / her

(iii) Name : ....Address ....
E-mail ID : ....Signature:....................................or failing him / her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting (AGM) of the Company, to be held on the 10th day of September, 2014 at Registered Office of the Company at 11.30 a.m. at 110 K. M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (For)	I dissent from the resolution (Against)
	Ordinary Business			
1	Audited Financial statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014.			
2	Appointment of Shri Suresh Singhvi who retires by rotation and offers himself for re-appointment.			
3	Appointment of Statutory Auditors and fix their remuneration.			
	Special Business			
4	Appointment of Shri Joginder Pal Kundra as an Independent Director.			
5	Appointment of Dr. Har Prasad Bhattacharya as an Independent Director.			
6	Appointment of Shri Jugal Kishore Bhagat as an Independent Director.			
7	Appointment of Dr. Ramesh Chandra Vaish as an Independent Director.			
8	Appointment of Shri Sushil Chandra Tripathi as an Independent Director.			
9	Appointment of Smt. Manju Rana as an Independent Director.			

See Overleaf

Important Communication to Members

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

Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (For)	I dissent from the resolution (Against)
10	Re-appointment of Dr. Rajaram Jaipuria as a Managing Director.			
11	Re-appointment of Shri Shishir Jaipuria as a Managing Director.			
12	Fixation of remuneration of Shri Saket Jaipuria as a Whole Time Director.			
13	Re-appointment of Shri Suresh Singhvi as a Wholetime Director.			
14	Re-appointment of Shri Ram Ratan Maheshwari as a Wholetime Director.			
15	Authority to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 1,000 Crore.			
16	Authority to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create security for mortgage an amount not exceeding ₹ 1,000 Crore.			
17	Appointment of Shri Yash Jaipuria as an Executive Officer under Section 188 of the Companies Act, 2013.			
18	Ratification of the remuneration of Cost Auditors or the financial year ending 31st March, 2015.			
19	Amendment of certain Articles of the Articles of Association of the Company under section 14 of the Companies Act, 2013.			

Signed this ____ day of ___________, 2014.

Affixed Revenue Stamp

Signature of the Shareholder(s) ________________________________

Signature of the Proxy holder(s) ________________________________

NOTE :

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

BOOK POST

If undelivered, please return to:

GINNI FILAMENTS LIMITED
Corporate Office : H-6, Sector-63, NH-24,
Noida (U.P.) - 201 307

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