

Ginni Filaments Limited

Annual Report 2018-2019

Spinning Unit



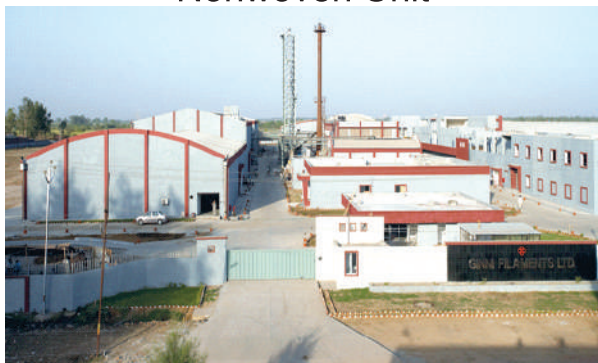
Processing Unit



Garment Unit



Nonwoven Unit



Consumer Product Unit





BOARD OF DIRECTORS

Shri Shishir Jaipuria-Chairman & Managing Director

Shri Saket Jaipuria-Executive Director

Shri S. Singhvi-Director Finance & CFO

Shri J.P. Kundra

Shri J.K. Bhagat

Dr. H.P. Bhattacharya

Shri Sushil C. Tripathi

Smt. Manju Rana

(Independent Directors)

COMPANY SECRETARY

Shri Bharat Singh

AUDITORS

M/s Doogar & Associates

Chartered Accountants

BANKERS

State Bank of India

Bank of Baroda

The Federal Bank Limited

UCO Bank

REGISTERED OFFICE

Ginni Filaments Limited (CIN:L71200UP1982PLC012550)

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

Chhata-281401 Distt. Mathura(U.P.)

CORPORATE OFFICE

D-196, Sector-63, Noida (U.P.) - 201307

PLANTS/UNITS

1. 110 K.M. Stone, Delhi-Mathura Road,
Chhata-281401 Distt. Mathura(U.P.)
2. Plot No. 205-207 GIDC Industrial Area,
Panoli, Ankleshwar-394116
Distt. Bharuch (Gujarat)
3. D-196, Sector-63, Noida (U.P.) - 201307
4. Plot No. 98, Sector-5, IIE, SIDCUL,
Haridwar-249403 (U.K.)

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GINNI FILAMENTS LIMITED

NOTICE

Notice is hereby given that the 36th (Thirty Sixth) Annual General Meeting (AGM) of the Members of **Ginni Filaments Limited** will be held on Saturday the 07th September, 2019 at 11.30 A.M. at the Registered office of the Company at 110 - K. M. Stone, Delhi Mathura Road, Chhata – 281 401, Distt.: Mathura (U.P.), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Shri. Shishir Jaipuria (DIN 00274959) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. 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 Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time and subject to such approvals as may be necessary, consent of the shareholders be and is hereby accorded to the reappointment of **Shri Saket Jaipuria (DIN No. 02458923)**, Whole-time Director designated as Executive Director of the Company for a period of three years with effect from 11th February, 2019 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or inadequate profit and on the terms and conditions as set out in the Statement annexed to the Notice of AGM.

RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of the said reappointment including but not limited to designation, remuneration etc., in such form and manner which should be in conformity with any amendments to the relevant provisions of the Act and/or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time and as agreed by Shri Saket Jaipuria, without any requirement to seek approval of shareholders.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or any re-enactment thereof for the time being in force) and rules made thereunder, Shri Saket Jaipuria, Wholtime Director of the Company shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.’

4. 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 Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Shri Jugal Kishore Bhagat (DIN No. 00055972)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024, as per recommendation of Nomination and Remuneration Committee.”

5. 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 Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Shri Sushil Chandra Tripathi (DIN No. 00941922)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Smt. Manju Rana (DIN No. 06939634)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Sh. Joginder Pal Kundra (DIN No. 00004228)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024 as per recommendation of Nomination and Remuneration Committee.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder **Sh. Har Prasad Bhattacharya (DIN No. 00304475)**, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second term of 5 years with effect from 10th September, 2019 to 9th September, 2024, as per recommendation of Nomination and Remuneration Committee.”

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 consent of the members be and is hereby given to the Board for payment



of remuneration to Mr. Shishir Jaipuria (DIN: 00274959), Managing Director at such terms and conditions as approved by Members at 34th Annual General Meeting held on 05th August, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Shishir Jaipuria (DIN: 00274959), exceeds 2.5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 or such other limit as prescribed under the Listing Regulations, in any financial year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in 34th Annual General Meeting held on August 5, 2017, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

10. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as a **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. 160,000(Rupees One lac Sixty Thousands only) plus applicable taxes and out of pocket expenses to be paid to **M/s K. G. Goyal & Associates (Firm Registration No. 000024)**, Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending March 31, 2020, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Place: Noida
Date : 1st August, 2019

Bharat Singh
Company Secretary

NOTES

- 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.**
- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
- 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.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for Transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Pvt. Ltd. for assistance in this regard.
- The Register of Members and Share Transfer Books of the Company will remain closed from 01st September, 2019 to 07th September, 2019 (both days inclusive).
- 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.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Skyline Financial Services Pvt Ltd at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held by them in physical form.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 in case the shares are held in physical form.
- Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 with the Company or its Registrar and Transfer Agent of the Company viz. M/s Skyline Financial Services Pvt. Ltd. at D-153/A, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110020. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility.
- 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.
 - Send their queries, if any, at least 7 days in advance of the meeting addressed to the Chief Financial Officer of the Company, so that the information can be made available at the Meeting.



12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Central Depository Services (India) Limited ("CDSL"), on all resolutions set forth in this Notice.
13. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot/ polling paper.
14. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
15. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. 31.08.2019 may obtain the login Id and password by sending a request mail at secretarial@ginnifilaments.com or parveen@skylinerta.com.
16. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.
17. M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN) Statutory Auditors of the Company were appointed as Auditor of the Company at 34th Annual General Meeting held on August 5, 2017, to hold office from the conclusion of 34th AGM until the conclusion of 39th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 36th AGM.
18. The route map showing directions to reach the venue of the Thirty Sixth AGM is annexed.
19. Voting through electronic means:
Pursuant to section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 36th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 04.09.2019 at 10.00 AM and ends on 06.09.2019 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 31st, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on September 6, 2019. Members holding shares in physical or in demat form as on cut-off-date i.e. August 31, 2019 shall only be eligible for e-voting.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders/Members.
- iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company



GINNI FILAMENTS LIMITED

on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **"GINNI FILAMENTS LIMITED"** on which you choose to vote.
- xii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/ NO"** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, apple and windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
 - Mr. Jatin Gupta of M/s. SPJ& Co., Company Secretaries (Membership No. 5651 and C.P. No. 5236) (Address: Apartment No. 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi – 110 005) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
 - Notice of the meeting is also displayed at www.ginnifilaments.com
 - The result of voting will be announced by the Chairman on the meeting on or after the 36th AGM to be held on Saturday, 07th September, 2019, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of www.cdslindia.com and www.ginnifilaments.com.

Route Map to the Venue of the 36th Annual General Meeting of Ginni Filaments Limited.



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



ANNEXURE TO NOTICE

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

ITEM NO. 3:

Shri Saket Jaipuria was appointed as Whole-time Director designated as Executive Director of the Company for a period of three (3) years w.e.f. 11th February, 2016 to 10th February, 2019. The Board of Directors of the Company at their meeting held on 8th February, 2019 has decided to re-appoint him as Whole-time Director designated as Executive Director of the Company for a period of three (3) years with effect from 11th February, 2019 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below. The designation of Shri Saket Jaipuria was further modified from Executive Director to Executive Director cum President by the Board in its meeting held on 21st May, 2019.

1. **Salary** : ₹ 4,50,000/- per month with annual increment of ₹ 40,000/-. First increment will fall due on 11th February, 2020.
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.

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

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

MINIMUM REMUNERATION :

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

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

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

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

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

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

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

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

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Shri Jugal Kishore Bhagat (DIN-00055972) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th



September 2024 not liable to retire by rotation. Shri Jugal Kishore Bhagat was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Jugal Kishore Bhagat would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Shri Jugal Kishore Bhagat fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Shri Jugal Kishore Bhagat, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Jugal Kishore Bhagat is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 4 as a special 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. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Shri Sushil Chandra Tripathi (DIN-00941922) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Shri Sushil Chandra Tripathi was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Sushil Chandra Tripathi would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Sushil Chandra Tripathi is now being placed before the members for their approval by way of Special Resolution

In the opinion of the Board, Shri Sushil Chandra Tripathi fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Shri Sushil Chandra Tripathi, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR 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. 5 as a special Resolution.

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

ITEM NO. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Smt. Manju Rana (DIN- 06939634) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Smt. Manju Rana was appointed as an Independent Director at the Thirty First Annual General Meeting ("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given her background, experience and contribution, the continued association of Smt. Manju Rana would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, she has



confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Smt. Manju Rana fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Smt. Manju Rana, names of Companies in which she holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Smt. Manju Rana is now being placed before the members for their approval by way of Special Resolution

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

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

ITEM NO. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Sh. Joginder Pal Kundra(DIN-00004228) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Sh. Joginder Pal Kundra was appointed as an Independent Director at the Thirty First Annual General Meeting("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sh. Joginder Pal Kundra would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, He has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Sh. Joginder Pal Kundra fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief resume of Sh. Joginder Pal Kundra, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Shri Joginder Pal Kundra is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 7 as a special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Sh. Joginder Pal Kundra, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 8

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the reappointment of Dr. Har Prasad Bhattacharya (DIN-00304475) as an independent director for a second term of 5 (five) years with effect from 10th September, 2019 to 9th September 2024 not liable to retire by rotation. Dr. Har Prasad Bhattacharya was appointed as an Independent Director at the Thirty First Annual General Meeting("AGM") of the Company and hold office upto September 9th, 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Har Prasad Bhattacharya would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation(LODR), 2015, He has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Sh. Har Prasad Bhattacharya fulfils the conditions specified in the Companies Act 2013 and rule made there under for his appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Dr. Har Prasad Bhattacharya, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.



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In compliance with the provisions of section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulation and other applicable Regulations, the re-appointment of Dr. Har Prasad Bhattacharya is now being placed before the members for their approval by way of Special Resolution

The Board recommends adoption of the resolution set out in Item No. 8 as a special Resolution.

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

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 9:

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

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

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

Mr. Shishir Jaipuria(DIN: 00274959), was re-appointed as Managing Director for a term of three years effective from April 1, 2017 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on August 5, 2017 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of shareholders is sought if for any reasons, the remuneration payable to Mr. Shishir Jaipuria, Managing Director exceeds the aforesaid limits.

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

The Board recommends the special resolution at Item No. 9 of the Notice for the approval of the members.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 10:

The Board, on recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) as Cost Auditors to conduct the audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending 31st March, 2020 at a remuneration of Rs. 1,60,000(Rupees One Lac Sixty Thousands 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, 2020.

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

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

By order of the Board of Directors

Place: Noida
Date: 1st August, 2019

Bharat Singh
Company Secretary

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

I. GENERAL INFORMATION:

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



₹ in Lacs)

4. Financial performance based on given indicators

Particulars	2018-19	2017-18
Total Revenue	81,244.54	70,800.07
Profit before Depreciation, Finance Cost & Tax	5,570.47	5,794.43
Finance Cost	3,346.32	3,012.15
Depreciation	2,572.04	2,563.34
Profit / (Loss) before Tax	(347.89)	218.94
Provision for Tax		
- Current Tax	44.81	127.03
- Deferred Tax	(87.79)	(199.32)
- Income Tax earlier years	44.56	25.58
Profit / (Loss) after Tax	(349.47)	265.65

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

II. INFORMATION ABOUT THE APPOINTEE:

1. BACKGROUND:

SHRI SAKET JAIPURIA

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

He was appointed as 'Chief Executive' of the Company w.e.f. 10th January, 2011 and further appointed as Executive Director w.e.f. 11th February, 2016.

2. PAST REMUNERATION:

Past Remuneration paid to Shri Saket Jaipuria for the year 2018-19 were as under:

(₹ in Lacs)

	Salary	Perquisites & Others	Total
Shri Saket Jaipuria	55.80	6.15	61.95

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

SHRI SAKET JAIPURIA

Shri Saket Jaipuria has been mainly looking after the Processing, Garment Division and Non-Woven business of the Company successfully. He always engages on important company matters at oversight level and not management level. Apart from this, he keeps himself fully abreast with other key issues of the Company and often puts up his views candidly in the Board meetings for consideration.

5. REMUNERATION PROPOSED:

As per details given in the Explanatory 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. Shri Shishir Jaipuria, Chairman & 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 incurred loss from its operations due to rising raw material prices and lower demand in international market particularly from China but is expecting to earn profit in future. 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

We are exploring new markets for better results.

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, 2019

Bharat Singh
Company Secretary



Annexure-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 & SECRETARIAL STANDARD -2

Name of the Directors	Shri Shishir Jaipuria	Shri Saket Jaipuria	Smt. Manju Rana	Shri Jugal Kishore Bhagat
DIN Number	00274959	02458923	06939634	00055972
Date of Birth	07.04.1957	11.10.1982	01.07.1961	02.11.1943
Date of first Appointment on Board	14.02.1990	11.02.2011	01.08.2014	28.07.1982
Qualification	B. Com., LLB	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA	M.Sc. (Zoology), B.Ed.	B.Com. from University of Calcutta
Brief Resume and Experience / Expertise	Shri Shishir Jaipuria is M.Com., LLB and has about 35 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 has good experience of vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director in year 2011.	Smt. Manju Rana is a Principal - Director (Development) and a seasoned & prolific professional with more than 30 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.	Shri Jugal Kishore Bhagat is an eminent Industrialist having more than 44 years of experience in managing enterprises of varied interest namely Jute Textiles, Real Estate, Roller Flour & Non Banking Financial Companies.
Disclosure of Relationships between Directors, Manager and other Key Managerial Personnel of the company inter-se	Shri Saket Jaipuria, Executive Director of the Company is the son of Shri Shishir Jaipuria	Shri Shishir Jaipuria, Managing Director of the Company is the father of Shri Saket Jaipuria.	NIL	NIL
Directorship held in other Companies	1. The India Thermit Corporation Ltd. 2. PHD Chamber of Commerce 3. JNG Construction Pvt. Ltd.	1. Raghukul Trading Pvt. Ltd. 2. SRJ Edu Services Pvt. Ltd.	NIL	1. Ludlow Jute & Specialties Ltd.-(Listed) 2. CFM Infratex Limited 3. GINNI Flour & Foods Ltd 4. The Naihati Jute Mills Co Ltd 5. Ludlow Chemical Solutions Ltd.
Chairman/ Membership of Committees of other Public Limited Companies(including only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stake holder Relationship Committee)	NIL	NIL	NIL	Shareholders / Investors Grievance Committee - Ludlow Jute & Specialties Ltd. (C)-(Listed)
No. of Shares held on 31.03.2019	3003013	6136008	NIL	2281



Name of the Directors	Shri Sushil Chandra Tripathi	Shri Joginder Pal Kundra	Shri Har Prasad Bhattacharya
DIN Number	00941922	00004228	00304475
Date of Birth	01.01.1946	14.04.1930	13.12.1939
Date of Appointment	01.08.2014	31.01.2000	30.10.2000
Qualification	M. Sc., LL.B. P.G. Diploma in Development (Cantab), AIMA Diploma in Management	B.A.(H), LLB	Ph.D. (Textile Technology) from University of Manchester (U.K.)
Brief Resume and Experience / Expertise	Shri Sushil Chandra 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- Almorah 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.	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.	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.
Disclosure of Relationships between Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	NIL	NIL
Directorship held in other Companies	1. Gammon Infrastructure Projects Ltd.-(Listed) 2. Motherson Sumi Systems Ltd. - (Listed) 3. Reliance Nippon Life Asset management Ltd.-(Listed) 4. Religare Enterprises Ltd.-(Listed)	1. Dhunseri Ventures Limited-(Listed) 2. Taurus Asset Management Company Limited	NIL
Chairman/ Membership of Committees of other Companies (including only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stake holder Relationship Committee) C= Chairman M= Member	Audit Committee 1. IIDC Ltd. (M) 2. IL&FS Energy Development Co. Ltd. (M) 3. Kailash Healthcare Ltd. (M) 4. Gammon Infrastructure Ltd. (M)-(Listed) 5. Motherson Sumi Systems Ltd. (M)-(Listed)	Audit Committee - Dhunseri Ventures Limited(C)-(Listed) Stakeholder Relationship Committee - Dhunseri Ventures Limited(C)-(Listed)	NIL
No. of Shares held on 31.03.2019	NIL	NIL	NIL

Note: (i) For other details such as number of meetings of the Board attended during FY 2018-19 and remuneration drawn in respect of Mr. Saket Jaipuria and Mr. Shishir Jaipuria, please refer to the Corporate Governance Report which is a part of this Annual Report.

(ii) The disclosure pertaining to the number of shares held by Non-Executive Directors is inclusive of their shareholding in the Company and also inclusive of shareholding held on beneficial basis for any other person in the Company.



DIRECTORS' REPORT

Your Directors have pleasure in presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

FINANCIAL RESULTS	2018-19	2017-18
Total Revenue	81,244.54	70,800.07
Profit before Depreciation, Finance Cost & Tax	5,570.47	5,794.43
Less : Finance Cost	3,346.32	3,012.15
Less : Depreciation and Amortisation Expenses	2,572.04	2,563.34
Profit before Tax	(347.89)	218.94
Provision for Tax		
- Current Tax	44.81	127.03
- Deferred Tax	(87.79)	(199.32)
- Income Tax earlier years	44.56	25.58
Profit after Tax	(349.47)	265.65

DIVIDEND AND RESERVES

Your Directors do not recommend any dividend for the financial year ended March 31, 2019, however Rs. 550 lacs transferred from Debenture Redemption Reserve to General Reserve due to redemption of Debentures during the year.

OPERATIONS AND STATE OF COMPANY AFFAIRS

During the year under review your Company's total Revenue has increased from Rs. 70800.07 lacs to Rs. 81244.54 lacs. However company has suffered loss after tax of Rs. 349.47 lacs against the profit after tax of Rs. 265.65 lacs as compared to previous year.

The adverse performance during the year has been due to rising raw material prices and lower demand in international market particularly from China.

MANAGEMENT DISCUSSION AND ANALYSIS

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

DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES

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

Based on the recommendation of Nomination and Remuneration Committee Shri Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Shri Sushil Chandra Tripathi and Smt. Manju Rana were reappointed as Independent Directors for a second term of five (5) years w.e.f. 10th September, 2019 to 09th September, 2024. The Board is of the opinion that the skills, knowledge and experience of Shri Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Shri Sushil Chandra Tripathi and Smt. Manju Rana would be of immense help to the business interest of the Company. Proposal for their re-appointment as Independent Directors are placed before the shareholder for approval at the ensuing Annual General Meeting.

Pursuant to Section 149(7) of the Companies Act, 2013, Independent Directors namely Shri Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Shri Sushil Chandra Tripathi and Smt. Manju Rana have given their declaration of independence in terms of Section 149(6) of the Companies Act, 2013. One meeting of the Independent Directors excluding all other Directors and officials of the Company was held as required under, Rule 8 of Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

Dr. R. C. Vaish has resigned from the post of independent director of the company w.e.f. 08th August, 2018. The Board placed on record its appreciation for the outstanding contribution made by Dr. R. C. Vaish during his tenure.

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

ANNUAL EVALUATION BY THE BOARD

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



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The performance of the Committee was evaluated by the Board after seeking input from the Committee members on the basis of criteria, such as, composition of Committees, effectiveness of Committee meetings, etc. The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non Independent Directors and performance of the Board as a whole was evaluated. Further, they also evaluated the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-executive Directors. Additionally, the Independent Directors in the said meeting also evaluated the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

The above evaluations were then discussed in the board meeting that followed the meeting of the independent directors and NRC at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

NOMINATION AND REMUNERATION POLICY

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

MEETINGS OF THE BOARD

During the year under review, four (4) Board Meetings were held on May 29, 2018, August 9, 2018, November 12, 2018 and February 08, 2019 and four (4) Audit Committee meetings were held on May 29, 2018, August 9, 2018, November 12, 2018 and February 08, 2019. In accordance with the requirement from time to time other Committee meetings were held and one separate meeting of Independent Directors was also held. The attendance of the Directors who attended the Board Meetings and Committees thereof have been included in the Corporate Governance Report.

CODE OF CONDUCT

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Policy on Related Party Transactions may be assessed at the Company's website at www.ginnifilaments.com . During the year under review, there were no material contracts or arrangements with the related parties refer to in Section 188 of the Companies Act, 2013.

However, the particulars of contracts or arrangements with related party in the form AOC-2 is annexed as **Annexure 'C'**.

Disclosure related to transactions of the listed entity with person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company have been disclosed in the accompanying Financial Statement of the Company. Please refer to Note No. 41 of the Financial Statement of the Company.



GINNI FILAMENTS LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

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

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

RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013, The Board of Directors of the Company had constituted a Corporate Social Responsibility Committee (CSR Committee). The Committee comprises of four Directors out of which two are Independent Directors. The CSR Committee framed a CSR policy of the Company which had been approved by the Board of Directors of the Company. The Company has taken initiatives and contributed Rs. 29.51 lacs towards the construction of school building for advancement of education against the request letter of Seth Anandram Jaipuria Education Society as CSR contribution for the financial year 2018-19. The Annual Report on Corporate Social Responsibility activities, forms part of this Board's Report is annexed as **Annexure 'D'**.

EXTRACT OF THE ANNUAL RETURN

In terms of provision of Section 134 (3) (a) of the Companies Act, 2013, the extract of the Annual Return as provided under Sub section (3) of the Section 92 in form MGT-9, forms part of the Board's Report is annexed as **Annexure – 'E'**. The Annual Return may be accessed on the company website i.e. www.ginnifilaments.com.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from the public or its employees under section 73 of Companies Act, 2013 and rules made thereunder, during the year under review.

DETAILS OF MATERIAL CHANGES AND COMMITMENTS

There is no significant and material order, after March 31, 2019, passed by any of regulators, court of law or tribunals impacting the going concern status of the company or impacting its operations in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal financial controls system, commensurate with the size, scale and complexity of its operation. The details have been included in the Management Discussion and Analysis which is the part of this Board's Report.

STATUTORY AUDITORS

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN) Statutory Auditors of the Company were appointed as Auditor of the Company at 34th Annual General Meeting held on August 5, 2017, to hold office from the conclusion of 34th AGM until the conclusion of 39th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561IN) has furnished a certificate of their eligibility and consent under Section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014 for their continuance as the Auditors of the Company for the FY 2019-20. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

AUDITOR'S REPORTS

The Auditors Report on the Audited Financial Statement of the Company for the year ended 31st March, 2019 do not contain any qualification, reservation or adverse remark so need not require any explanation or comment.

COST AUDITOR

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), as Cost Auditor to audit the cost accounts of the Company for the Financial Year 2019-20. 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 requires ratification by the shareholders of the company.

COST RECORDS

The Cost accounts and records as required to be maintained under Section 148 (1) of Act are duly made and maintained by the Company.



SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Mr. Praveen Rastogi, Proprietor of M/s Praveen Rastogi and Co., Company Secretary in practice as Secretarial Auditor of the Company to conduct the Secretarial Audit for the Financial Year ended March 31, 2019. The Secretarial Audit Report is annexed as **Annexure – 'F'**.

The Secretarial Audit Report for the Financial Year ended on March 31, 2019 issued by Secretarial Auditor do not contain any qualification, reservation or adverse remark so need not require any explanation or comment,

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 requirement of the Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Account) Rules, 2014 forms part of this Board's Report and is annexed as **Annexure - 'G'**.

REMUNERATION AND PARTICULARS OF EMPLOYEES

The information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – 'H'**.

CORPORATE GOVERNANCE

Your Company is in compliance with the requirements and disclosures with respect to the report of Corporate Governance as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, As a listed company, necessary measures are taken to comply with the requirements of regulations of SEBI (LODR) Regulations, 2015. A report on Corporate Governance as stated above, along with a certificate of compliance from the Statutory Auditors M/s Doogar & Associates., Chartered Accountants, forms part of this Board's Report and is annexed as **Annexure - 'I'**.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted committee under the sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and complied with the provisions of the same.

The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your Directors further state that during the financial year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Directors wish to convey their deep appreciation for the cooperation and assistance received from its stakeholders, valued customers, suppliers, 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 : 21st May, 2019

SHISHIR JAIPURIA
Chairman & Managing Director



MANAGEMENT AND DISCUSSION ANALYSIS

The Management of the Company is pleased to present its Report on Industry scenario including Company's performance during the financial year 2018-19.

1. Industry Structure and Developments

The Indian textile industry is one of the largest in the world with a large raw material base and manufacturing strength across the value chain. The uniqueness of the industry lies in its strength both in the hand-woven sector as well as in the capital intensive mill sector. However, now Central Govt. is giving big boost to garment industry in both knitted as well as woven segments. This will increase maximum employment with minimum investment.

The Indian textile Industry had inherent linkage with agriculture, culture and traditions of the country making for its versatile spread of products appropriate for both domestic and the export markets. The textile industry contributes to 4% of India's GDP and to 15% of the country's export earnings. With over 45 million people employed directly, the textile industry is one of the largest sources of employment generation in the country.

In keeping with goal of making India's development inclusive and participative, the Government's central focus has been on increasing textile manufacturing by building the best-in-class manufacturing infrastructure, upgradation of technology fostering innovation, enhancing skills and traditional strengths in the textile sector.

2. Opportunities and Threats

The Indian Textile industry is supported by rich resources of raw materials availability in India. It is one of the largest producers of cotton in the world and is well placed in manufacturing of fibres like polyester, silk, viscose etc. It is rich in availability of highly trained manpower and has a huge advantage due to lower wage rates. Because of low labor rates the manufacturing cost in textile automatically comes down. India is highly competitive in spinning sector and has presence in almost all processes of the value chain. Indian garment industry is very diverse in size, manufacturing facility, type of apparel produced, quantity and quality of output, cost, and requirement for fabric etc. It comprises suppliers of ready-made garments for both, domestic or Exports markets. In view of trade war between US & China will also provides a good opportunity to India in textile products.

However, low cotton production, higher contamination in cotton, higher power cost is creating tough competition with countries like Bangladesh, Sri Lanka, Vietnam etc.

The expanding demand in technical textiles has also provided a big opportunity to Indian textile sector, continuous upgradation in technical textiles has provided very cost effective textile products with appropriate usages in various segments like hygiene, automobiles etc. Increase in rate of duty by U.S on imports of non woven products from China will give opportunity to improve India's export.

3. Segment-wise or product-wise performance

The overall business of the Company is divided into two categories: one is traditional textile business which include yarn, knitted fabric and knitted garment business and second is technical textile business which include nonwoven fabric and its converted products like wet and dry wipes. Company is now venturing into cosmetic manufacturing activities also.

Traditional textile business is struggling due to imbalances in the state government subsidies and disparity in raw material & sale price due to competition from duty free countries like Bangladesh, Vietnam etc. However, technical textile business is improving in terms of volume but is also under pressure on margins.

4. Risks and Concerns

The textiles industry is one of the oldest industries in the world and India is one of the global pioneers in this industry. The Indian textile industry occupies a significant place in many economies across the globe. The followings may be considered as a risk and concerns for the Indian textile industry :

1. High Competition and low profit margins.
2. Labour advantage gradually diminishing.
3. Low demand in International Market.
4. Increase in Power Cost.
5. Competition from low cost countries.

5. Internal Control System and their adequacy

The Company has proper and adequate internal control systems in place for all its business activities to ensure compliance with policies, procedures, applicable Acts and Rules and best practices in the industry. All transactions are properly documented, authorized, recorded and reported correctly. The Company has well defined Management Reports on key performance indicators. The systems are reviewed continuously and its improvement and effectiveness is enhanced based on the reports from various fields.



GINNI FILAMENTS LIMITED

The Audit Committee reviews the adequacy of Internal Control Systems. The Company's Internal Control Systems are supplemented by Internal Audit covering all financial and operating functions

6. Outlook

The world economy faces considerable uncertainty and weak international sentiments, in the aftermath of major economic development due to trade war between USA and China. The challenges have further increased with the frequent change in the demand pattern of the customers. The cash crunch in market has caused business cycles to extend in domestic market.

However, taking into account the eagerness shown by both USA and China to soon reach an agreement over the trade tariffs, the outlook set for the next financial year suggest that the growth is set to recover.

It is also expected that the new defining and sustainable levels of trade for different world economies would be established.

Although it seems that India has been placed in dis-advantageous position but in the long run, India is expected to reap benefits due to diversion of some portion of USA-Chinese business towards it.

7. Financial performance with respect to operational performance.

The same is referred to Audited Financial Statement which is forming part of the Annual Report of 2018-19.

8. Human Resources / Industrial Relations

The Company believes that all commercial activities should be infused with compassionate action to make the work place better and harmonious. Our focus has always been on creating an encouraging and engaging environment for our employees. Our employee partnership ethos reflects the Company's long-standing business principles and drives the company's overall performance. While we have continued to equip employees with the necessary skills and attitude to deliver on their current job responsibilities, the prime focus has been to identify, assess, groom and build leadership potential for future.

The company has a comprehensive HR policy to address the various needs and aspiration of our people. Many of our activities are focussed on multi-skill training, performance improvement, time management, cross-functional team coordination, etc.

We also have a robust grievance redressal mechanism in place for our people. We make sure we give a patient hearing to the issues faced by the employees and follow strict protocols for their resolution.

9. Details of Significant Changes in Key Financial Ratios

Key Financial Ratios

Ratios	2019	2018	Change
Debtors Turnover	8.25	8.03	2.74%
Inventory Turnover	5.13	4.34	18.20%
Interest Coverage Ratio	0.90	1.07	-15.89%
Current Ratio	0.97	0.93	4.30%
Debt Equity Ratio	2.25	2.20	2.27%
Operating Profit Margin %	-0.96%	-0.40%	-140.00%
Net Profit Margin %	-0.43%	0.31%	-238.71%
Return on Net Worth %	-1.94%	1.22%	-259.02%

Note:- Operating profit Margin, Net profit Margin and Return on Net worth are lower mainly due to rise in raw material prices and lower demand in international market particularly in China.

10. Cautionary Note

Statement in this management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking statement within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Annexure – 'B'

SALIENT FEATURES OF THE NOMINATION AND REMUNERATION POLICY THE POLICY SHALL BE APPLICABLE TO:

1. The Board of Directors of the Company
2. KMP of the Company
3. Senior Management of the Company
4. Such other person(s) as may be prescribed by the law time being in force

EFFECTIVE DATE

This policy shall be effective from May 02, 2014.



CRITERIA FOR IDENTIFICATION AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Criteria for Identification

The Committee shall identify and determine the integrity, qualification, Positive attributes, expertise and experience of the person for appointment as Director, KMPs or SMPs and recommend to the Board his / her appointment. The criteria for determining independence of an Independent Director and qualification of a Director shall be governed by the Companies Act, 2013 and rules made there under. A person should possess requisite qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a candidate are adequate for the concerned proposed position. The HR policy of the Company shall be applicable to KMPs and SMPs. The minimum and maximum age limit of persons shall be governed by HR policy of the Company and all applicable laws for the time being in force and may be relaxed or extended subject to compliance of applicable provisions of law / rule / regulations. It will be ensured by the Committee that (a) The composition of the Board in terms of capabilities diversity and independence is appropriate (b) The succession planning is robust (c) Remuneration Policy structures are appropriate to attract & retain talent at the Board and Senior Management level.

Criteria for Removal:

Removal of any Director, who is disqualified, under Companies Act, 2013 and rules made there under or due to any other reason recorded in writing. Removal of any KMPs / SMPs, who is disqualified due to any reason recorded in writing.

MANNER & CRITERIA OF FORMAL ANNUAL EVALUATION

- (1) Board as a whole
 - Structure of Board including Composition/Diversity/ Process of appointment /qualifications/experience, etc
 - Fulfillment of functions of the Board (for instance guiding corporate strategy, risk policy, business plans, corporate performance, monitoring Company's governance practices etc., as per the Act and Listing Regulations).
 - Meetings of Board (Number of Board Meetings held during the year including quality/quantity/timing of circulation of agenda for Board Meetings, approval process/recording of minutes and timely dissemination of information to Board.
 - Professional Development and Training of Board of Directors as required
- (2) Board Committees
 - Composition of Committee
 - Fulfillment of functions of the Committee with reference to its terms of reference, the Act and the Listing Regulations.
 - Number of committee meetings held during the year.
- (3) Individual Directors
 - Fulfillment of responsibilities as a director as per the Act, the Listing Regulations and applicable Company policies and practices.
 - In case of the concerned director being Independent Director, Executive Director, Chairperson of the Board or Chairperson or member of the Committees, with reference to such status and role;
 - Board and/or Committee meetings attended and General meetings attended.

POLICY ON REMUNERATION

Remuneration to Directors:

1. The Non Executive Directors including Independent Directors shall be paid sitting fee as may be decided by the Board from time to time for attending meetings of Board and Committees thereof subject to ceiling limit as provided in Companies Act, 2013 and rules made there under. The out of pocket expenses incurred by Directors to attend the meetings shall be reimbursed. The Non Executive Directors including Independent Directors may also be paid commission in accordance with provisions of the Companies Act, 2013 and rules made there under.
2. The Executive Directors including Managing Director(s) shall be paid remuneration as recommended by Nomination and Remuneration Committee considering their qualification, experience and market condition.

Remuneration to KMPs / SMPs:

The KMPs / SMPs shall be paid remuneration in accordance with their term of appointment and such remuneration shall be based on total cost to company (CTC) which may include a balance between fixed and incentive pay.

The above remuneration shall be subject to annual increments which will be based on his / her performance as per annual appraisal of KMPs / SMPs in accordance with HR policy of the Company.



Form No. AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1.	Details of contracts or arrangements or transactions not at arm's length basis		
	(a)	Name(s) of the related party and nature of relationship	: Shri Yash Jaipuria Shri Yash Jaipuria is son of Shri Shishir Jaipuria, Managing Director of the Company and brother of Shri Saket Jaipuria, Executive Director of the Company.
	(b)	Nature of contracts / arrangements / transactions	: Remuneration
	(c)	Duration of the contracts / arrangements / transactions	: 3 years w.e.f. 1 st January, 2018.
	(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Basic Salary Rs. 1,62,500/- per month with annual increment of Rs.12500/-, Increment will fall due on 1 st January, 2020
	(e)	Justification for entering into such contracts or arrangements or transactions	: The Board re-appointed Shri Yash Jaipuria as Executive Officer on the basis of his past performance in the Company
	(f)	Date(s) of approval by the Board	: 12 th May, 2017
	(g)	Amount paid as advances, if any;	: Nil
	(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	: 5 th August, 2017
2.	Details of material contracts or arrangement or transactions at arm's length basis		
	(a)	Name(s) of the related party and nature of relationship	N I L
	(b)	Nature of contracts / arrangements / transactions	
	(c)	Duration of the contracts / arrangements / transactions	
	(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
	(e)	Date(s) of approval by the Board, if any:	
	(f)	Amount paid as advances, if any:	

For & on behalf of the Board of Directors

Place : Noida (U.P.)
Date : May 21, 2019

SHISHIR JAIPURIA
CHAIRMAN & MANAGING DIRECTOR



ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.**
The Corporate Social Responsibility (CSR) Policy of the company was approved by the Board of Directors and the web-link of the same is as under:
Web-link:
<http://ginnifilaments.com/wp-content/uploads/2015/09/CSR-Policy.pdf>
The Composition of the CSR Committee
Dr. H.P. Bhattacharya – Chairman (Independent Director)
Shri J. K. Bhagat- Member (Independent Director)
Shri Shishir Jaipuria- Member (Chairman & Managing Director)
Shri Suresh Singhvi- Member (Director-Finance & CFO)
3. **Average net profit of the company for the last three financial years.**
Average Net Profit of the company made during the three immediately preceding financial years: ₹ 1475.38 lacs
4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).**
The Company is required to spend ₹ 29.51 lacs towards CSR activities for the Financial Year 2018-19.
5. **Details of CSR spent during the financial year :**
 - (a) **Total amount to be spent for the financial year:**
The Company is required to spend ₹ 29.51 lacs during the Financial Year 2018-19.
 - (b) **Amount unspent, if any:** Nil
 - (c) **Manner in which the amount spent during the financial year is detailed below:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the project or programs Sub-heads: (1) Direct expenditure on project or programs (2) Overheads :	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1 (a).	Expenditure towards purchase of Desk, Chair's and other furniture of School at Vasundhara, Ghaziabad (U.P.) for the period of 2017-18.	Promoting Education	Vasundhara, Ghaziabad (U.P.)	₹ 32.11 lacs	₹ 32.11 lacs	₹61.62 lacs	₹61.62 lacs
(b).	Expenditure towards Steel work, flooring, earth work of New School Building at Ansal Sushant, Gold City, Lucknow for the period of 2018-19.	Promoting Education	Ansal Sushant, Gold City, Lucknow (U.P.)	₹ 29.51 lacs	₹ 29.51 lacs		
	TOTAL			₹ 61.62 lacs	₹ 61.62 lacs	₹ 61.62 lacs	₹ 61.62 lacs

* Give details of implementing agency: Seth Anandram Jaipuria Education Society

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:** Not Applicable
7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:**
We hereby confirm that the implementation and monitoring of CSR policy is in compliance with CSR objectives and the CSR Policy of the company.

Sd/-
Shishir Jaipuria
Chairman & Managing Director

Sd/-
Dr. H. P. Bhattacharya
Chairman CSR Committee



FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L71200UP1982PLC012550
2.	Registration Date	28.07.1982
3.	Name of the Company	GINNI FILAMENTS LIMITED
4.	Category/Sub-category of the Company	Company having Share Capital (Public Company / Limited by Shares)
5.	Address of the Registered office & contact details	110, K. M. STONE, DELHI-MATHURA ROAD, CHHATA – 281 401, DISTT. MATHURA (U.P.) Tel No. 011 – 0562-242341
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Pvt. Ltd. D-153A, First Floor, Okhla Industrial Area Phase – I, New Delhi – 110 020. Tel No. 011 – 40450193 - 197

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cotton Yarn	2351	51.71
2	Non Woven	2699	27.68
3	Fabric	2365	14.88

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDINGS/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	_____ N I L _____				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Shareholding of Promoter & Promoter Group									
Category – wise of Shareholders	No. Of Shares held at the beginning of the year (As on April 1, 2018)				No. Of Shares held at the end of the year (As on March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1 Indian									
a) Individuals / Hindu Undivided Family	33753726	--	33753726	47.77	33960431	--	33960431	48.07	0.30
b) Central Govt / State Govt.	--	--	--	--	--	--	--	--	--
c) Financial Institution / Banks	--	--	--	--	--	--	--	--	--
d) Any Other (Specify)	--	--	--	--	--	--	--	--	--
Bodies Corporate	9921742	--	9921742	14.04	9975307	--	9975307	14.12	0.08
Sub Total (A) (1)	43675468	--	43675468	61.82	43935738	--	43935738	62.19	0.38
2 Foreign	--	--	--	--	--	--	--	--	--
(a) Individuals (Non-Resident Individuals/Foreign Individuals)	--	--	--	--	--	--	--	--	--
(b) Government	--	--	--	--	--	--	--	--	--
(c) Institutions	--	--	--	--	--	--	--	--	--
(d) Foreign Portfolio Investor	--	--	--	--	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--



GINNI FILAMENTS LIMITED

Total shareholding of Promoter (A) = (A)(1) + (A)(2)	43675468	--	43675468	61.82	43935738	--	43935738	62.19	0.38
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	100	10900	11000	0.02	100	--	100	0.00	-0.02
b) Venture Capital Funds									
c) Alternate Investment Funds									
d) Foreign Venture Capital Investor									
e) Foreign Institutions Investor	50000	8510	58510	0.08	--	8510	8510	0.01	-0.07
f) Financial Institutions/Banks	84083	50	84133	0.12	510	50	560	0.00	-0.12
g) Insurance Companies	--	--	--	--	--	--	--	--	--
h) Provident Funds/Pensions Funds	--	--	--	--	--	--	--	--	--
i) Any Others (specify)	--	--	--	--	--	--	--	--	--
j) Foreign Financial Instt. / Banks	10	--	10	0.00	--	--	--	--	--
Sub-total (B)(1) :-	134193	19460	153653	0.22	610	8560	9170	0.01	-0.20
Central Government/State Government	--	--	--	--	--	--	--	--	--
2. President of India	--	--	--	--	--	--	--	--	--
Sub Total (B) (2)	--	--	--	--	--	--	--	--	--
3. Non Institutions	--	--	--	--	--	--	--	--	--
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	16775480	898325	17673805	25.01	17355350	860183	18215533	25.78	0.77
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	4059227	--	4059227	5.74	4761943	--	4761943	6.74	0.99
(b) NBFCs registered with RBI	--	--	--	--	--	--	--	--	--
(c) Employee Trusts	--	--	--	--	--	--	--	--	--
(d) Overseas Depositories (holding DRs) (balancing figure)	--	--	--	--	--	--	--	--	--
e) Any Other (specify)	--	--	--	--	--	--	--	--	--
i) Trust	56600	--	56600	0.080	55100	--	55100	0.078	-0.002
ii) Non Resident Indian	599502	--	599502	0.85	633638	--	633638	0.90	0.05
iii) Clearing Members	691000	--	691000	0.98	354347	--	354347	0.50	-0.48
iv) Hindu Undivided Families	1100215	--	1100215	1.56	1265883	200	1266083	1.79	0.23
v) Bodies Corporate	2627155	13440	2640595	3.74	1397923	16290	1414213	2.00	1.74
Sub-total (B)(3):-	25909179	911765	26820944	37.96	25828484	876673	26705157	37.80	0.16
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	26043372	931225	26974597	38.18	25829094	885233	26714327	37.81	-0.37

ii) Shareholding of Promoters-

SL. No.	Shareholder's Name	Shareholding at the beginning of the year				Shareholding at the end of the year				% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares		
1	Suniti Devi Jaipuria	13360027	18.91	7291700	54.58	13360027	18.91	7291700	54.58	--
2	Shishir Jaipuria	2864276	4.05	2648300	92.46	3006013	4.25	2648300	88.19	0.20
3	Sunita Jaipuria	4360716	6.17	2550000	58.48	4428684	6.27	2550000	57.58	0.10
4	Shishir Jaipuria Karta HUF	1308286	1.85	--	--	1308286	1.85	--	--	--
5	Saket Jaipuria	6136008	8.69	2650000	43.19	6136008	8.69	2650000	43.19	--
6	Yash Jaipuria	5720847	8.10	2560000	44.75	5720847	8.10	2560000	44.75	--
7	Sharad Jaipuria	1700	0.00	--	--	1700	0.00	--	--	--
8	Sharad Jaipuria Karta HUF	1500	0.00	--	--	1500	0.00	--	--	--
9	Dr. Rajaram Jaipuria HUF	366	0.00	--	--	366	0.00	--	--	--
10	SRJ Edu Services Pvt. Ltd. (Formerly known as Jaipuria Edu Services Pvt. Ltd.)	8715	0.01	--	--	8715	0.01	--	--	--
11	Raghukul Trading Pvt. Ltd	9913027	14.03	--	--	9955279	14.09	--	--	0.06
12	Lochan Agro Pvt Ltd	--	--	--	--	11313	0.02	--	--	0.02
	Total	43675468	61.82	17700000	40.53	43935738	62.19	17700000	40.29	--



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iii) Change in Promoters' Shareholding (please specify, if there is no change)

SL. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year		2864276	4.05		
	Shishir Jaipuria	20.07.2018	20082			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	23.07.2018	19615			
		24.07.2018	15399			
		25.07.2018	6837			
		26.07.2018	13000			
		27.07.2018	4200			
		13.02.2019	14200			
		14.02.2019	7424			
		15.02.2019	8338			
		18.02.2019	10804			
		19.02.2019	7731			
		20.02.2019	10000			
		21.02.2019	1107			
		(Market Purchase)				
	At the end of the year				3003013	4.25
2	At the beginning of the year		4360716	6.17		
	Sunita Jaipuria	22.02.2019	14191			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	25.02.2019	10354			
		26.02.2019	12446			
		27.02.2019	10000			
		28.02.2019	8027			
		01.03.2019	12950			
		(Market purchase)				
	At the end of the year				4428684	6.27
3	At the beginning of the year		9913027	14.03		
	Raghukul Trading Pvt. Ltd.	25.07.2018	2200			
		26.07.2018	13000			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	27.07.2018	4200			
		25.10.2018	2736			
		26.10.2018	5877			
		30.10.2018	7900			
		31.10.2018	6339			
		(Market Purchase)				
	At the end of the year				9955279	14.09
4	At the beginning of the year		—	—		
	Lochan Agro Pvt. Ltd.					
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	05.03.2019	8000			
		07.3.2019	3313			
	At the end of the year				11313	0.00



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iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year-2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARE S HELD	% OF TOTAL SHARES OF THE COMPANY
1	ONLINE SECURITIES INDIA PVT LTD	508883	0.72			508883	0.72
	Purchase			06/04/2018	79948	588831	0.83
	Sale			27/04/2018	-13689	575142	0.81
	Sale			11/05/2018	-2455	572687	0.81
	Sale			18/05/2018	-40086	532601	0.75
	Sale			25/05/2018	-6924	525677	0.74
	Sale			01/06/2018	-6043	519634	0.74
	Sale			08/06/2018	-35589	484045	0.69
	Purchase			15/06/2018	18222	502267	0.71
	Purchase			22/06/2018	27553	529820	0.75
	Purchase			06/07/2018	73062	602882	0.85
	Sale			13/07/2018	-13669	589213	0.83
	Sale			20/07/2018	-72792	516421	0.73
	Sale			27/07/2018	-68261	448160	0.63
	Sale			03/08/2018	-38076	410084	0.58
	Sale			10/08/2018	-33530	376554	0.53
	Sale			17/08/2018	-7948	368606	0.52
	Sale			24/08/2018	-42195	326411	0.46
	Sale			31/08/2018	-35971	290440	0.41
	Sale			14/09/2018	-28108	262332	0.37
	Purchase			21/09/2018	7143	269475	0.38
	Sale			28/09/2018	-16851	252624	0.36
	Sale			05/10/2018	-2226	250398	0.35
	Sale			12/10/2018	-35925	214473	0.30
	Sale			19/10/2018	-63393	151080	0.21
	Sale			26/10/2018	-17366	133714	0.19
	Sale			02/11/2018	-68754	64960	0.09
	Sale			09/11/2018	-26076	38884	0.06
	Sale			16/11/2018	-6400	32484	0.05
	Sale			28/12/2018	-10000	22484	0.03
	Sale			11/01/2019	-11190	11294	0.02
	AT THE END OF THE YEAR					11294	0.02
2	SAMIR JITENDRA JAVERI	485000	0.69			485000	0.69
	Purchase			18/05/2018	25000	510000	0.72
	AT THE END OF THE YEAR					510000	0.72
3	EDELWEISS CUSTODIAL SERVICES LIMITED #	211701	0.30			277101	0.03
	Sale			01/03/2019	(197782)	13919	0.02
	Purchase			30/03/2019	4900	18819	0.03
	AT THE END OF THE YEAR					18819	0.03
4	IL AND FS SECURITIES SERVICES LIMITED	210682	0.30			210682	0.30
	Sale			01/03/2019	(132716)	77966	0.11
	Sale			08/03/2019	(1400)	76566	0.11
	Sale			30/03/2019	(11028)	65538	0.09
	AT THE END OF THE YEAR					65538	0.09
5	ANGEL BROKING PRIVATE LIMITED #	184548	0.26			184548	0.26
	Sale			31/03/2018	-114427	70121	0.10
	Purchase			06/04/2018	3067	73188	0.10
	Sale			13/04/2018	-1546	71642	0.10
	Sale			20/04/2018	-227	71415	0.10
	Purchase			27/04/2018	5501	76916	0.11
	Purchase			04/05/2018	2245	79161	0.11
	Sale			11/05/2018	-1711	77450	0.11
	Sale			18/05/2018	-3680	73770	0.10



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Purchase			01/06/2018	1006	80109	0.11
	Sale			08/06/2018	-4495	75614	0.11
	Sale			15/06/2018	-16648	58966	0.08
	Sale			22/06/2018	-934	58032	0.08
	Purchase			29/06/2018	11447	69479	0.10
	Purchase			06/07/2018	4054	73533	0.10
	Purchase			13/07/2018	7217	80750	0.11
	Purchase			20/07/2018	806	81556	0.12
	Sale			27/07/2018	-3410	78146	0.11
	Sale			03/08/2018	-11605	66541	0.09
	Purchase			10/08/2018	2760	69301	0.10
	Sale			17/08/2018	-4611	64690	0.09
	Sale			24/08/2018	-2986	61704	0.09
	Sale			31/08/2018	-1279	60425	0.09
	Purchase			14/09/2018	24673	85098	0.12
	Sale			21/09/2018	-1520	83578	0.12
	Purchase			28/09/2018	5462	89040	0.13
	Purchase			05/10/2018	5050	94090	0.13
	Sale			12/10/2018	-5048	89042	0.13
	Purchase			19/10/2018	3722	92764	0.13
	Sale			26/10/2018	-2878	89886	0.13
	Sale			02/11/2018	-3217	86669	0.12
	Sale			09/11/2018	-3215	83454	0.12
	Sale			16/11/2018	-13014	70440	0.10
	Purchase			23/11/2018	12851	83291	0.12
	Sale			30/11/2018	-5751	77540	0.11
	Sale			07/12/2018	-1471	76069	0.11
	Purchase			14/12/2018	436	76505	0.11
	Purchase			21/12/2018	7441	83946	0.12
	Purchase			28/12/2018	5178	89124	0.13
	Sale			31/12/2018	-8095	81029	0.11
	Sale			11/01/2019	-5273	75756	0.11
	Sale			18/01/2019	-2687	73069	0.10
	Purchase			25/01/2019	19763	92832	0.13
	Sale			01/03/2019	-11233	81599	0.12
	Sale			08/03/2019	-337	81262	0.12
	Sale			15/03/2019	-7114	74148	0.10
	Sale			22/03/2019	-1003	73145	0.10
	Sale			29/03/2019	-25254	47891	0.07
	Purchase			30/03/2019	38133	86024	0.12
	AT THE END OF THE YEAR					86024	0.12
6	SURESH KUMAR FOGLA	163801	0.23			163801	0.23
	AT THE END OF THE YEAR					163801	0.23
7	KARVY STOCK BROKING LIMITED-CLIENT ACCOUNT-NSE CM #	147020	0.21			147020	0.21
	Sale			01/03/2019	-899	146121	0.21
	Purchase			08/03/2019	5200	151321	0.21
	Purchase			30/03/2019	1777	153098	0.22
	AT THE END OF THE YEAR					153098	0.22
8	ARPIT RANKA	120000	0.17			120000	0.16
	Purchase			01/03/2019	10000	130000	0.18
	AT THE END OF THE YEAR					130000	0.18
9	SAROJ DHIRAJLAL KAPASI #	115000	0.16			115000	0.16
	AT THE END OF THE YEAR					115000	0.16
10	MOHAN MALANI *	102744	0.15			102744	0.15
	AT THE END OF THE YEAR					102744	0.15



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year- 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
11	MOTILAL OSWAL SECURITIES LTD- CLIENT ACCOUNT	100289	0.14			100289	0.14
	Purchase			31/03/2018	-17000	83289	0.12
	Purchase			06/04/2018	-15966	67323	0.10
	Purchase			13/04/2018	-3399	63924	0.09
	Purchase			20/04/2018	1432	65356	0.09
	Purchase			27/04/2018	1672	67028	0.09
	Purchase			04/05/2018	13423	80451	0.11
	Purchase			11/05/2018	514	80965	0.11
	Purchase			18/05/2018	-31618	49347	0.07
	Purchase			25/05/2018	5383	54730	0.08
	Purchase			01/06/2018	30868	85598	0.12
	Purchase			08/06/2018	3124	88722	0.13
	Purchase			15/06/2018	-2748	85974	0.12
	Purchase			22/06/2018	-28391	57583	0.08
	Purchase			29/06/2018	14925	72508	0.10
	Purchase			06/07/2018	-15106	57402	0.08
	Purchase			13/07/2018	-2987	54415	0.08
	Purchase			20/07/2018	-3575	50840	0.07
	Purchase			27/07/2018	-17627	33213	0.05
	Purchase			03/08/2018	3367	36580	0.05
	Purchase			10/08/2018	9298	45878	0.06
	Purchase			17/08/2018	-9557	36321	0.05
	Purchase			24/08/2018	1408	37729	0.05
	Purchase			31/08/2018	-2911	34818	0.05
	Purchase			14/09/2018	-3691	31127	0.04
	Purchase			21/09/2018	-3088	28039	0.04
	Purchase			28/09/2018	-5066	22973	0.03
	Purchase			05/10/2018	1304	24277	0.03
	Purchase			12/10/2018	1924	26201	0.04
	Purchase			19/10/2018	-3083	23118	0.03
	Purchase			26/10/2018	-3361	19757	0.03
	Purchase			02/11/2018	46000	65757	0.09
	Purchase			23/11/2018	-65307	450	0.00
	Purchase			30/11/2018	140	590	0.00
	Purchase			07/12/2018	10	600	0.00
	Purchase			21/12/2018	-300	300	0.00
	Purchase			28/12/2018	18883	19183	0.03
	Purchase			31/12/2018	26	19209	0.03
	Purchase			11/01/2019	-19009	200	0.00
	Purchase			18/01/2019	3100	3300	0.00
	Purchase			25/01/2019	-2300	1000	0.00
	Purchase			01/03/2019	1000	2000	0.00
	Purchase			08/03/2019	-1949	51	0.00
	Purchase			15/03/2019	4449	4500	0.01
	Purchase			29/03/2019	-3500	1000	0.00
	AT THE END OF THE YEAR					1000	0.00
12	VISHNU REDDY.V *	100000	0.14			100000	0.14
	AT THE END OF THE YEAR					100000	0.14
13	MAHALAKSHMI RATAN	41834	0.05			41834	0.05
	Sale			01.03.2019	25000	16834	0.02
	AT THE END OF THE YEAR					16834	0.02
14	NIRMAL BANG SECURITIES PVT LTD	34937	0.04			34937	0.04
	Sale			06/04/2018	-32087	2850	0.00
	Sale			13/04/2018	-50	2800	0.00
	Purchase			01/03/2019	17291	20091	0.03
	Purchase			08/03/2019	4122	24213	0.03
	Sale			30/03/2019	-4322	19891	0.03
	AT THE END OF THE YEAR					19891	0.03



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15	SANTOSH SITA RAM GOENKA	8844	0.01			8844	0.01
	Purchase			16/11/2018	1713	10557	0.01
	Purchase			21/12/2018	859	11416	0.02
	Purchase			01/03/2019	5385	16801	0.02
	AT THE END OF THE YEAR					16801	0.02

* Ceased to be in the list of Top 10 Shareholders as on 31.03.2019

Not in list of Top 10 Shareholders as on 31.03.2018

v) Shareholding of Directors and Key Managerial Personnel:

SL. No.	Shareholders of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
1.	SHISHIR JAIPURIA				
	At the beginning of the year	2864276	4.05	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	3006013	4.25
2.	SAKET JAIPURIA				
	At the beginning of the year	6136008	8.69	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	6136008	8.69
3.	JUGAL KISHORE BHAGAT				
	At the beginning of the year	2281	--	--	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	2281	0.00
4	JOGINDER PAL KUNDRA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
5	DR HAR PRASAD BHATTACHARYA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
6	SUSHIL CHANDRA TRIPATHI				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
7	SURESH SINGHVI				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
8	RAMESH CHANDRA VAISH				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
9	MANJU RANA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL



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10	BHARAT SINGH				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V) INDEBTEDNESS –

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	22595.67	6739.31		29334.98
(ii) Interest due but not paid	—	—		—
(iii) Interest accrued but not due	—	—		—
Total (i+ii+iii)	22595.67	6739.31		29334.98
Change in Indebtedness during the financial year				
* Addition	—	1447.00		1447.00
* Reduction	1408.29	1297.36		2705.65
Net Change	—	149.64		(1258.65)
Indebtedness at the end of the financial year				
(i) Principal Amount	21187.38	6888.95		28076.33
(ii) Interest due but not paid	—	—		—
(iii) Interest accrued but not due	—	—		—
Total (i+ii+iii)	21187.38	6888.95		28076.33

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lacs)

SL. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		SHRI SHISHIR JAIPURIA CHAIRMAN & MANAGING DIRECTOR	SHRI SAKET JAIPURIA Executive Director	SHRI S. SINGHVI Director – Finance & CFO (KMP)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	130.20	55.80	36.36	222.36
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4.96	0.60	0.40	5.96
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission - as % of profit - others, specify...	—	—	—	—
5	Others, please specify (Medical, LTA, PF contribution etc.)	11.39	5.55	7.11	24.05
	Total (A)	146.55	61.95	43.87	252.37
	Ceiling as per the Act	As per Section 197 & Schedule V of the Companies Act, 2013			

B. Remuneration to other directors

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total
		SHRI J P KUNDRA	SHRI JUGAL K BHAGAT	DR H P BHATTACHARYA	SHRI SUSHIL CHANDRA TRIPATHI	SHRI R C VAISH	SMT. MANJU RANA	
		1	2	3	4	5	6	7
1	Independent Directors							
	Fee for attending board committee meetings	2.75	2.65	2.90	2.30	.30	1.95	12.85
	Commission	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—
	Total (1)	2.75	2.65	2.90	2.30	.30	1.95	12.85



GINNI FILAMENTS LIMITED

2	Other Non-Executive Directors	—	—	--	--	--	—	—
	Fee for attending board committee meetings	—	—	--	--	--	—	—
	Commission	—	—	--	--	--	—	—
	Others, please specify	—	—	--	--	--	—	—
	Total (2)	—	--	—	—	—	—	—
	Total (B)=(1+2)	2.75	2.65	2.90	2.30	.30	1.95	12.85
	Total Managerial Remuneration							
	Overall Ceiling as per the Act	As per Section 197 of the Companies Act, 2013						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB (₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		BHARAT SINGH Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15.25	15.25
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.11	0.11
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission	—	—
	- as % of profit	—	—
	- others, specify...	—	—
5	Others, please specify	1.07	1.07
	Total	16.43	16.43

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	—	—	--	—	—
Punishment	—	—	--	—	—
Compounding	—	—	--	—	—
B. DIRECTORS					
Penalty	—	—	--	—	—
Punishment	—	—	--	—	—
Compounding	—	—	--	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	--	—	—
Punishment	—	—	--	—	—
Compounding	—	—	--	—	—



SECRETARIAL AUDIT REPORT

Form MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GINNI FILAMENTS LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GINNI FILAMENTS LIMITED** (hereinafter called the "Company") having CIN **L71200UP1982PLC012550**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Companies' books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit.

We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) regulations, 2014;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other laws as applicable specifically to the Company based on the sector in which the Company operates:
 - 1. Factories Act, 1948;
 - 2. Textile Committee Act, 1963
 - 3. Textile (Development and Regulation) order, 2001 under Bureau of Indian Standard Act, 1986
 - 4. The Boilers Act, 1923 as amended by the Indian Boilers (Amendment) Act, 2007
 - 5. The Water (Prevention and Control of Pollution) Act, 1974
 - 6. The Air (Prevention and Control of Pollution) Act, 1981
 - 7. The Environment (Protection) Act, 1986
 - 8. Acts as prescribed under Direct Tax and Indirect Tax
 - 9. The Sexual Harassment of Women at work Place (Prevention, Prohibition & Redressal) Act, 2013.

We have also examined compliance with the applicable clauses/ regulations of the following:

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) The Secretarial Standard issued by the Institute of the Company Secretaries of India

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

WE FURTHER REPORT THAT

The Board of Directors of the Company was duly re-constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.



GINNI FILAMENTS LIMITED

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that:

- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We report that during the audit period, the Company had following events in pursuance of the above referred laws, rules, regulations, guidelines, standards etc :
 - (i) In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1ST April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] Shareholder approval has been taken by way of Special Resolution passed at 35th AGM of the Company held on 29th September, 2018, for continuation of directorship of **Mr. Joginder Pal Kundra** holding **DIN: 00004228**, till the expiry of existing term of his appointment as Non-Executive independent Director, who has attained the age of 75 (Seventy Five) years.
Note: Mr. J.P.Kundra was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.
 - (ii) In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1ST April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] Shareholder approval has been taken by way of Special Resolution passed at 35th AGM of the Company held on 29th September, 2018, for continuation of directorship of **Dr. Har Prashad Bhattacharya** holding **DIN: 00304475**, till the expiry of existing term of his appointment as Non-Executive independent Director, who has attained the age of 75 (Seventy Five) years.
Note: Dr. Har Prashad Bhattacharya was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.
 - (iii) In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1ST April, 2019 vide the SEBI LODR (Amendment) Regulation, 2018] Shareholder approval has been taken by way of Special Resolution passed at 35th AGM of the Company held on 29th September, 2018, for continuation of directorship of **Shri Jugal Kishore Bhagat** holding **DIN: 00055972**, till the expiry of existing term of his appointment as Non-Executive independent Director, who has attained the age of 75 (Seventy Five) years.
Note: Shri Jugal Kishore Bhagat was appointed as an Independent Director for a period of five years approved by the members vide the ordinary resolution dated 10th September, 2014, passed at the 31st Annual General Meeting of the Company.
 - (iv) During the Audit period under review, 8% 7,50,000 (unlisted) Cumulative redeemable preference shares of Rs. 100 each has been redeemed on 22nd day of November, 2018 with the approval of the Board in its meeting held on 12th day of November, 2018 and dividend @ 8% on the said preference shares has also been declared and paid.

**FOR PARVEEN RASTOGI & CO.
COMPANY SECRETARIES**

**Place: New Delhi
Date: 02-05-2019**

**PARVEEN RASTOGI
C.P. No. 2883
M. No. 4764**

To,
The Members,
GINNI FILAMENTS LIMITED

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the Correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR PARVEEN RASTOGI & CO.
COMPANY SECRETARIES**

**Place: New Delhi
Date: 02-05-2019**

**PARVEEN RASTOGI
C.P. No. 2883
M. No. 4764**



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

[SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014]

(A) Conservation of Energy		
(i)	The steps taken or impact on conservation of energy;	: - 20 Watt LED replaced with 36W Fluorescent Tube Lights. - 45 KW FU Installed (01 No) in LR-6S Ring Frame M/c. - D/F 02 Nos DC Drive replaced with AC Drive. - Installed New designed suction hood and stopped two blowers. - Maintained power factor 0.998 - We are going for New compressor with VFD in which will be energy efficient.
(ii)	The steps taken by the company for utilizing alternate sources of energy	: - Under Planning of Solar Power Project & Solar Water Heater. - The Company has installed & commissioned STP for the Re-use of water being discharged from Officers' and workers' colony.
(iii)	The capital investment or energy conservation equipments	: - Rs.37.56 lacs
(B) Technology absorption :		
(i)	The efforts made towards technology absorption	: - H.Plant Ring Frame (1 to 36 M/c's) new type Supply Air Diffusers liner type replaced with old Technology. - 05 Speed Frame machines Drafting system installed. - 07 M/s's Ring Frame new type Spindle replaced - 10M/c's Ring Frame new type Inverters replaced - Argus metal detector - Fabric opening machine - Installation of modified high pressure pumps - We will install UPS for cosmetics Section to reduce the breakdown of machinery, which will lead to increased productivity.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	: - Quality and Production improvement. - Better utilization of time and machines in giving us energy saving. - Reduction of wastage by more than 50% resulting into lesser water & energy for the same amount of output.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a)	The details of technology imported	: a) Import Argus metal detector THS/TT detector for ferrous & nonferrous metals. b) Fabric opening machine for recycling of fabric c) Uraca complete pump unit KD 716 GK
(b)	The year of import	: 2018-19
(c)	Whether the technology been fully absorbed	: Yes
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	: NA
(iv)	The expenditure incurred on Research and Development	: - Rs. 43 Lacs towards purchase of Process monitoring equipment, Outside testing Calibration service charges, Certification charges, Chemical purchase and Line stoppage due to PDC.
(C) Foreign Exchange Earnings and Outgo		- During the year under review Foreign Exchange Earning and outgo are as under: Earning: ₹ 29086.81 Lacs Outgo : ₹ 6256.47 Lacs



DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

➤ Information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Director / KMP	Designation	Remuneration in FY 2018-19 (Rs. In lacs)	Remuneration in FY 2017-18 (Rs. In lacs)	% increase in remuneration	Ratio of remuneration to MRE
Sh. Shishir Jaipuria	Chairman and Managing Director (KMP)	147	126.17	17	102.08
Sh. Saket Jaipuria	Executive Director	61.95	55.96	11	43.02
Sh. Suresh Singhvi	Director-Finance & CFO (KMP)	43.87	39.97	10	30.47
Sitting Fee paid to Independent and Nominee Director					
Sh. J.P. Kundra	Independent Director	2.75	2.45	12	1.91
Sh. J.K. Bhagat	Independent Director	2.65	2.05	29	1.84
Dr. H. P. Bhattacharya	Independent Director	2.9	1.75	66	2.01
Sh. S.C. Tripathi	Independent Director	2.3	1.45	59	1.6
Smt. Manju Rana	Independent Director (Woman category)	1.95	2.15	-9	1.35
Salary paid to Key Managerial Personnel					
Shri Bharat Singh	Company Secretary (KMP)	16.43	15.23	8	11.4

- The increase in Median Remuneration of the Employees (MRE) in FY 2018-19 as compared to FY 2017-18 is 4.73%.
- There were 2294 permanent employees on the rolls of the Company as on 31.03.2019.
- The average increase in remuneration of employees was less than the managerial remuneration during FY 2018-19 because managerial positions are key positions and need to be taken care as per market rate and also governed by prevailing laws for the time being in force.
- Company has formulated a Nomination and Remuneration policy as required under section 178 of the Companies Act, 2013 and the remuneration paid to employees are as per the remuneration policy of the Company.

Pursuant to provisions of Section 197 of the Companies Act, 2013 and rules 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the details of remuneration of the employees are given below:

Pursuant to provisions of Section 197 of the Companies Act, 2013 and rules 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the details of remuneration of the employees are given below:

Name of the Employee	Designation of the Employee	Remuneration Received (Rupees in Lakhs)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of employee	Last Employment held by employee before joining the company.	No. of share held by the employee in the company	Whether such employee is a relative of any director / manager of the company and if so name of such Director or Manager.
A). Top 10 Employees in terms of remuneration who were Employed throughout the financial year: 2018-19.									
SHRI SHISHIR JAIPURIA	CMD	147	PERMANENT	B.Com, LL.B. 35 years	14.02.1990	62	M/S PIONEER LTD.	2864276	FATHER OF SHRI SAKET AND YASH JAIPURIA
SHRI SAKET JAIPURIA	ED	61.95	PERMANENT	DEGREE IN BUSINESS ADMINISTRATION, USA 15 years	10.01.2004	36	--	6136008	SON OF SHRI SHISHIR JAIPURIA AND BROTHER OF SHRI YASH JAIPURIA



GINNI FILAMENTS LIMITED

Name of the Employee	Designation of the Employee	Remuneration Received (Rupees in Lakhs)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of employee	Last Employment held by employee before joining the company.	No. of share held by the employee in the company	Whether such employee is a relative of any director / manager of the company and if so name of such Director or Manager.
SHRI SURESH SINGHI	DIR. (FIN.)	43.87	PERMANENT	B.Com, FCA, LL.B 38 years	18.08.1992	65	M/s Swadeshi Polytex Ltd	Nil	No.
SHRI YASH JAIPURIA	EO	35.76	PERMANENT	Studies in Economics/statistics, USA 7 years	11.02.2012	29	—	5720847	SON OF SHRI SHISHIR JAIPURIA AND BROTHER OF SHRI SAKET JAIPURIA
DR R K GAUR	SR (VP)	33.05	PERMANENT	B.Com, MBA (Finance), Phd (Fin.) 37 years	14.11.2008	59	M/s Sutlaj Textiles Industries Ltd.	Nil	No.
SHRI BAL KRISHAN SHARMA	SR. V.P.	29.4	PERMANENT	B.Tech (Textiles), Diploma in Management, 24 years	11/09/2017	48	M/s SEL Manufacturing Company Ltd.	Nil	No.
SHRI BHUPENDRA KAUSHAL	VP (HR)	28.87	PERMANENT	B.A., LL.B, MBA (HR) 33 years	06.01.2016	51	M/s J K Tyres Ltd.	Nil	No.
SHRI RAJIV SHARMA	SR. V.P.	27.58	PERMANENT	Diploma in Textile 35 years	23.01.2006	45	M/s Shivalik Global Ltd.	Nil	No.
SHRI J V SINGH	VP (Engg. & Power)	25.54	PERMANENT	Diploma in Electrical Engineering, AMIE (Electrical), MBA 32 years	16.04.1990	57	M/s Modern Syntex India Ltd.	Nil	No.
SHRI ARUN NAG	VP	25.18	PERMANENT	B.sc, Diploma in Textile, MBA (Mktg.) 38 years	24.11.1995	59	M/s Himachal Fibers Ltd.	Nil	No.

B). Persons employed throughout the financial year & paid ₹1 crore two lacs P.A. or more.

SHRI SHISHIR JAIPURIA	CMD	147	PERMANENT	B.Com, LL.B. 35 years	14.02.1990	62	M/S PIONEER LTD.	2864276	FATHER OF SHRI SAKET AND YASH JAIPURIA
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Notes:

- None of the person was employed for the part of the year in receipt of remuneration aggregating to ₹ eight lacs fifty thousand or more per month.
- None of the employees draw remuneration more than remuneration drawn by Managing Director and hold by themselves or along with their spouse and dependent children, not less than two percent of the equity shares of the Company.
-

For and on behalf of the Board of Directors

Place: NOIDA (U.P.)
Date: May 21, 2019

SHISHIR JAIPURIA
Chairman & Managing Director



REPORT ON CORPORATE GOVERNANCE

(1) 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.

(2) BOARD OF DIRECTORS

a) Composition

As on 31st March, 2019, the Board comprised of Eight Directors, out of which one is Managing Director, two Whole time Directors and Five other independent Non Executive Directors (including one Women Director).

b) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

c) **Attendance of each director at the Board meetings and last AGM during the year 2018-19 and number of other directorship and committee memberships/ chairmanships held in other Companies.**

During the year under review, four Board Meetings were held on 29th May, 2018, 9th August, 2018, 12th November, 2018 and 8th February, 2019.

The necessary quorum was present for all the meetings.

d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director	Category	Number of Board Meetings attended during the FY 2019	Whether attended last AGM held on September 29, 2018	Number of Directorship in other public companies	Number of committee positions held in other public companies #		Directorship in other listed entity (Category of Directorship)
					Chairman	Member	
Shri Shishir Jaipuria (Chairman & Managing Director)	Non-Independent, Executive	4	Yes	2	-	-	-
Shri Saket Jaipuria (Executive Director)	Non-Independent, Executive	4	No	-	-	-	-
Shri Suresh Singhvi (Director – Finance & CFO)	Non-Independent, Executive	4	Yes	-	-	-	-
Shri Jugal Kishore Bhagat	Independent, Non-Executive	3	No	1	3	1	Ludlow Jute & Specialties Ltd. - (Independent Director)
Shri Joginder Pal Kundra	Independent, Non-Executive	4	Yes	1	2	3	Dhunseri Petrochem Ltd.- (Independent Director)
Shri Sushil Chandra Tripathi	Independent, Non-Executive	4	No	3	5	1	1.Gammon Infrastructure Projects Ltd- (Independent Director) 2.Reliance Nippon Life Asset Management Ltd-(Independent Director) 3.Motherson Sumi Systems Ltd- (Independent Director)
Shri Ramesh Chandra Vaish	Independent, Non-Executive	1	No	8	1	2	1.Omax Autos Ltd-(Independent Director) 2.Roto Pumps Ltd-(Independent Director) 3.Ansal Properties & Infrastructure Ltd- (Independent Director)
Dr. Har Prasad Bhattacharya	Independent, Non-Executive	4	No	-	-	-	-



Smt Manju Rana	Independent, Non-Executive	3	Yes	-	-	-	-
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* Dr. R C Vaish resigned from the position of Independent Director w.e.f. 06.08.2018 due to personal reason

For the purpose of Committee position, only Audit Committee and Stakeholders Relationship Committee have been taken into account.

- e) During Financial Year 2019 one meeting of the Independent Directors was held on February 8, 2019. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of executive directors and non-executive directors.
- f) The Board periodically reviews the compliance reports of all laws applicable to the Company.
- g) Details of equity shares of the Company held by the Independent Non-Executive Directors as on March 31, 2019 are given below

Name	Category	Number of Equity Shares
Shri Jugal Kishore Bhagat	Independent Non-Executive Director	2281

The Company has not issued any convertible instruments.

- h) **Disclosure of Relationship between director inter-se:**
Shri Shishir Jaipuria is father of Shri Saket Jaipuria. No others Directors are related to the other Directors.
- i) **The policy for conducting familiarization programme of Independent Directors can be accessed on the Company's website i.e. www.ginnifilaments.com**
- j) **The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

Textile Industry	Experience and expertise of Textile Industry of country and globally.
Accounts and Finance	Experience and expertise in Finance and Accounts
Human Resource	-Good idea about the manpower requirement of the company in terms of skill, expertise and qualification. -Ability to evaluate the performance of the employee and to draft and adhere the policy to encourage and retain them.
General Industry and Economy Knowledge	Knowledge about the industry trends and can draw inference from the present scenario for the enhancement of existing performance.

(k) **Confirmation**

On the basis of declaration received from the independent Directors, the Board confirms that in their opinion the Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations, 2015 and are independent of the management.

(3) **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 177 of the Companies Act, 2013 and rules made there under and Regulation 18 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee reviews reports of the Internal Auditors, Statutory Auditors and Cost 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 four Independent Non Executive Directors namely Shri J. P. Kundra (Chairman of the Committee), Shri J. K. Bhagat, Dr. H.P. Bhattacharya and Smt Manju Rana and one Executive Director i.e. Shri Shishir 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
Shri Shishir Jaipuria	Member	4
Shri J. K. Bhagat	Member	3
Dr. H P Bhattacharya	Member	4
Smt Manju Rana	Member	3

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

(4) **NOMINATION AND REMUNERATION COMMITTEE**

(a) **Terms of reference:**

The Nomination and Remuneration Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under and Regulation 19 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorised to exercise all powers specified in the Companies Act, 2013



and rules made there under, Nomination and Remuneration policy of the Company and the Regulation of SEBI (LODR) Regulation, 2015 both amended from time to time.

(b) Composition:

The Committee comprises of four Independent Non Executive Directors namely Shri J.P. Kundra (Chairman of the Committee), Shri J. K. Bhagat, Dr. H. P. Bhattacharya and Shri Sushil Chandra Tripathi. The Company Secretary of the Company is the Secretary of the Committee. The committee met two times 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	2
Shri J. K. Bhagat	Member	1
Dr. H.P. Bhattacharya	Member	2
Shri Sushil Chandra Tripathi	Member	2

(c) Performance Evaluation criteria for Independent Directors

Performance evaluation of Independent Directors shall be done on annual basis. The rating shall be provided by all Directors except the Independent Director being evaluated. The evaluation criteria shall be reviewed by the Nomination and Remuneration Committee and the Board from time to time and shall be subject to the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder and amendments thereto from time to time.

(5) DETAILS OF REMUNERATION TO DIRECTORS FOR THE YEAR 2018-19

- a) Independent Directors do not have any pecuniary relationship or transaction with the Company except for the sitting fee drawn for attending the meeting of the Board and Committee(s) thereof.
- b) Criteria of making payments to Non-Executive Directors is as per Remuneration Policy which can be accessed on the Company's website i.e www.ginnifilaments.com
- c) Remuneration to Directors for the year ended on March 31, 2019 is as under: **(₹ In Lacs)**

Name of Directors	Salary	Perquisites & Other Benefits	Sitting Fee	Total
Shri Shishir Jaipuria	130.20	16.35	---	146.55
Shri Saket Jaipuria	55.80	6.15	---	61.95
Shri S. Singhvi	36.36	7.51	---	43.87
Shri J.P. Kundra	---	---	2.75	2.75
Shri J.K. Bhagat	---	---	2.65	2.65
Dr. H.P. Bhattacharya	---	---	2.90	2.90
Shri Sushil C. Tripathi	---	---	2.30	2.30
Dr Ramesh C Vaish	---	---	.30	.30
Smt. Manju Rana	---	---	1.95	1.95

- (d) The appointment of the Managing Directors and Wholtime 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 Whole time Directors. There is no provision of notice period or severance fee under the resolutions governing the appointments of Managing Directors and Wholtime Directors. The company does not have in place any Employee Stock Option Scheme and there is no performance linked incentives to the Directors.

(6) STAKEHOLDERS RELATIONSHIP COMMITTEE

(a) Terms of Reference:

The Stakeholders Relationship Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under and Regulation 20 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said 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 also authorised to issue new share certificates in place of those torn / mutilated / defaced, issue duplicate share certificates in place of those which are reported to be lost / misplaced subject to compliance of prescribed formalities.

(b) Composition:

The Committee comprises of two Non Executive Independent Directors namely Shri Sushil Chandra Tripathi (Chairman of the Committee), Shri J.K. Bhagat and two Executive Directors namely Shri Shishir Jaipuria and Shri Saket 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 Sushil Chandra Tripathi	Chairman	4
Shri J. K. Bhagat	Member	3
Shri Shishir Jaipuria	Member	4
Shri Saket Jaipuria	Member	4

Shri Bharat Singh, Company Secretary of the Company is the Compliance Officer of the Company for complying with the requirements of the SEBI (LODR) Regulations, 2015 and the Stock Exchange as amended from time to time.

During the year, the Company received Twenty Three Complaints related to Transfer of shares, non receipt of share certificate after transfer, loss of shares certificate and request for issue of Duplicate Share Certificate. The shareholder completes the



certain formalities for issue of duplicate share certificate thereafter Company issued such Duplicate Share Certificate and resolved other Complaints also. There were no complaints pending as on 31st March, 2019.

(7)

OTHER COMMITTEES

(i) COMMITTEE OF DIRECTORS

(a) Terms of reference:

The Committee was 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, 2013 and rules made there under.

(b) Composition :

The Committee comprises two Executive Directors namely Shri Shishir Jaipuria (Chairman of the Committee), Shri Suresh Singhvi and Two Director namely Shri J. P. Kundra and Smt. Manju Rana. The Company Secretary of the Company is the Secretary of the Committee. No meeting of the Company was held during the year.

(ii) DISINVESTMENT COMMITTEE

(a) Terms of reference:

The Committee was 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 comprises two Independent Non Executive Director namely Shri Jugal Kishore Bhagat (Chairman of the Committee) and Smt. Manju Rana and one Executive Directors namely Shri Suresh Singhvi. The Company Secretary of the Company is the Secretary of the Committee. The committee met two time during the year and the attendance of member at the meeting was as follows:

(iii) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

(a) Terms of reference:

In compliance with Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, the Board has constituted the CSR Committee to exercise all the powers specified in the Companies Act, 2013 and rules made thereunder including formulation of Corporate Social Responsibility Policy and recommend it to the Board for their approval.

(b) Composition:

The Committee comprises two Non Executive Directors namely Dr H P Bhattacharya (Chairman of the Committee) and Shri Jugal Kishore Bhagat and two Executive Directors i.e. Shri Shishir Jaipuria and Shri Suresh Singhvi. The Company Secretary of the Company is the Secretary of the Committee. The committee met two time during the year and the attendance of member at the meeting was as follows:

Name of the Members	Status	No. of Meetings attended
Dr. H.P. Bhattacharya	Chairman	2
Shri J. K. Bhagat	Member	1
Shri Shishir Jaipuria	Member	2
Shri Suresh Singhvi	Member	2

(8) GENERAL BODY MEETINGS

Annual General Meetings (AGMs)

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

Year	2015-16	2016-17	2017-18
Date & Time	6 th August, 2016 11.30 A.M.	5 th August, 2017 11.30 A.M.	29 th September, 2018 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. Re-appointment of Shri Saket Jaipuria as Whole Time Director designated as Executive Director of the Company for a period of three years w.e.f. 11.02.2016.	1. Reappointment of Shri Shishir Jaipuria as Managing Director for a period of three years w.e.f. 01.04.2017. 2. Reappointment of Shri Suresh Singhvi whole time Director designated as Director (Finance) & CFO for a period of three years w.e.f. 01.08.2017. 3. Reappointment of Shri Yash Jaipuria as the Executive Officer of the Company for a period of three years w.e.f. 01.01.2018.	1. Shri Joginder Pal Kundra, appointed as Non-Executive Independent Director, who has attained the age of 75 years, till the expiry of existing term of his appointment. 2. Dr. Har Prasad Bhattacharya, appointed as Non-Executive Independent Director, who has attained the age of 75 years, till the expiry of existing term of his appointment. 3. Shri Jugal Kishore Bhagat, appointed as Non-Executive Independent Director, who has attained the age of 75 years, till the expiry of existing term of his appointment.

No special resolution was passed through Postal Ballot mechanism during the year 2018–19. At present there is no proposal to pass any Special resolution through Postal ballot.

(9) MEANS OF COMMUNICATION

- (i) The Quarterly Unaudited and Annual Audited Financial Results of the Company are sent to the Stock Exchange through Neaps filing immediately after approval by the Board. The results are also published in news papers namely Dainik Jagran, Mathura/Agra (Hindi) and Business Standard all edition (English) as per the Regulation 47 SEBI (LODR) Regulations, 2015. 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

(10) GENERAL SHAREHOLDERS INFORMATION

- i. Annual General Meeting is notified to be held on Saturday, the September 7, 2019 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 1 to March 31.**
Tentative Financial Calendar:
Meeting of the Board / Audit Committee to consider financial results for the:
- Quarter ended 30th June, 2019 on 1st August, 2019
 - Quarter ended 30th September, 2019 on or before 14th November, 2019
 - Quarter ended 31st December, 2019 on or before 14th February, 2020
 - Audited Annual Results on or before 30th May, 2020
- iii **Date of Book Closure**
The Register of Members and Share Transfer Books of the Company shall remain closed from September 1, 2019 to September 7, 2019 (both days inclusive).
- iv **Dividend Payment Date :**
No Dividend has been proposed by the Board of Directors for the year 2018-19.
- v. **Listing on Stock Exchange and Stock Code**
The Equity shares of the Company are listed at:
NAME OF STOCK EXCHANGE
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,
Bandra - Kurla Complex, Bandra (E), **MUMBAI – 400 051**
Annual Listing Fee for the year 2018-19 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 2018 – 19 was as follows:

Month	Company's Share Price at NSE (₹)		NIFTY Index	
	High	Low	High	Low
April, 2018	34.20	27.00	10759.00	10111.30
May, 2018	30.70	22.10	10929.20	10417.80
June, 2018	24.75	18.15	10893.25	10550.90
July, 2018	22.50	16.90	11366.00	10604.65
August, 2018	25.80	19.10	11760.20	11234.95
September, 2018	24.75	17.60	11751.80	10850.30
October, 2018	19.40	15.85	11035.65	10004.55
November, 2018	19.40	16.05	10922.45	10341.90
December, 2018	18.40	15.50	10985.15	10333.85
January, 2019	18.40	15.30	10987.45	10583.65
February, 2019	15.90	11.15	11118.10	10585.65
March, 2019	15.55	12.60	11630.35	10817.00

- vii. **Registrar and Transfer Agent for both physical & dematerialization of Equity Shares:**

M/s Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020
Tel No. +91 11 26812682 / 40450193-197
E-mail id : virener@skylinerta.com
Website : www.skylinerta.com

- 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 15 days from the date of receipt, if the relevant documents are complete in all respect.

- ix. **Distribution of Shareholding as on 31st March, 2019**

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
001 - 500	24826	77.26	45572910	6.45
501 - 1000	3482	10.84	29520970	4.18
1001 - 2000	1763	5.49	27786200	3.93
2001 - 3000	716	2.23	18678920	2.64
3001 - 4000	303	0.94	10962720	1.55
4001 - 5000	309	0.96	14677590	2.08
5001 - 10000	422	1.31	31381310	4.44
10001 and Above	313	0.97	527920030	74.72
TOTAL	32134	100.00	70650065	100.00



GINNI FILAMENTS LIMITED

x. Shareholding Pattern as on 31st March, 2019

Category of Shareholder	No. of Share holders	No. of Shares held	Percentage of shareholding
(A) Promoter and Promoter Group			
Indian	9	3,39,60,431	48.07
Bodies Corporate	3	99,75,307	14.12
Foreign	—	—	—
Sub-Total	12	4,39,35,738	62.19
(B) Public Shareholding			
Mutual Funds	1	100	0.00
Financial Institutions / Banks	3	560	0.00
Foreign Institutional Investors	4	8510	0.01
Non-Resident Indians	226	6,33,638	0.90
Bodies Corporate	318	14,14,213	2.00
Resident Individuals	31570	2,46,57,306	34.90
Sub-Total	32122	2,67,14,327	37.81
(C) Shares held by custodians and against which Depository Receipts have been issued	---	---	---
Total (A) + (B) + (C)	32134	7,06,50,065	100.00

(xi) Dematerialisation of Shares

Sl. No.	Mode of Holding	No. of Shares	% age
1	NSDL	59484144	84.20
2	CDSL	10280688	14.55
3	PHYSICAL	885233	1.25
TOTAL :		70650065	100.00

98.75% of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2019 (98.68% upto March 31, 2018). 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) Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities

The Company is not involved in any speculative activities including hedging.

(xv) Location of Plants

- 110 K.M. Stone, Delhi - Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)
- Plot No. 205 – 207, GIDC Industrial Area, Panoli, Ankleshwar – 394 116, Distt. Bharuch (Gujarat)
- Plot No. : 98, Sector – 5, IIE Sidcul, Haridwar – 249403
- D-196, Sector-63, Noida – 201 307 (UP)

(xvi) Address for correspondence

- Regd. Office** :- 110 K.M. Stone, Delhi-Mathura Road, Chhata - 281 401, Distt. Mathura, (U.P.)
- Corporate Office** :- D-196, Sector – 63, NOIDA - 201 307 (U.P.).

(11) OTHERS DISCLOSURES

- During the year, there were no significant related party transactions of material nature that could have potential conflict with the interest of the Company.
- 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.
- The Company has formulated a Vigil Mechanism / Whistle Blower Policy for the Directors and employees to report genuine concerns in a manner prescribed in the Policy. The Policy is available at website of the Company i.e. www.ginnifilaments.com. In accordance with the said Policy Whistle Blower shall have right to access to the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee shall issue suitable directions in this regard.
- The Company is complying with all mandatory requirements of SEBI (LODR) Regulation, 2015 relating to reporting of Internal Auditor directly to Audit Committee. The Internal Auditors regularly attend the Audit Committee meeting on regular basis, they are allowed to report directly to Audit Committee, if required in their opinion.
- The Related Party transactions Policy is available at Website of the Company i.e. www.ginnifilaments.com
- The Company does not deal in commodities and hence the disclosure is not required to be given. For Foreign Exchange and Hedging Activities please refer to sub clause(xiv) of clause (10) of this Report
- A certificate from Praveen Rastogi & Co., Practicing Company Secretary is attached (which forms integral part of this report) confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.
- There was no such instance during FY 2018-19 when the Board had not accepted any recommendation of any committee of the Board.



GINNI FILAMENTS LIMITED

- i) Total fees for all services paid by listed entity on a consolidated basis to the Statutory Auditor is given below:

Payment to Statutory Auditors	Rs. in Lacs
Statutory Audit	12.50
Other Services including reimbursement of expenses	5.70
Total	18.20

- j) Disclosures in relation to the Sexual Harassment of Women at Workplace:

a.	Number of Complaints filed during the financial year	Nil
b.	Number of Complaints disposed of during the financial year	Nil
c.	Number of Complaints pending as on end of the financial year	Nil

- k) Non Compliance of any requirement of corporate governance report of sub para (2) to (10) of Schedule V (c) of SEBI (LODR) Regulation, 2015-NIL
- l) The Company has duly complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (LODR) Regulation, 2015.

(12) 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 2018 – 19.

SHISHIR JAIPURIA
MANAGING DIRECTOR & CEO
May 21, 2019

(13) DETAILS OF DEMAT SUSPENSE ACCOUNT

The disclosure as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015:

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, 2018.	12	3736
Number of shareholders, who approached issuer for transfer of shares from suspense account during the year i.e. April 1, 2018 to 31 st March, 2019.	NIL	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL	NIL
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, 2019.	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.

(14) Certificate on Corporate Governance

A Compliance certificate from M/s Doogar & Associates, Statutory Auditor of the Company pursuant to Schedule V of the Listing Regulations regarding compliance of conditions of corporate governance is attached.

Auditor Certificate on Corporate Governance

To the Members of

Ginni Filaments Limited

- We, Doogar & Associates, Chartered Accountants, the Statutory Auditors of Ginni Filaments Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Management's Responsibility

- The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

- Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.



GINNI FILAMENTS LIMITED

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2019.
8. 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 Dooger & Associates
Chartered Accountants
Firm's Registration No. 000561N

Vardhman Doogar
Partner
Member ship No. 517347

Place: Noida
Date : 21st May, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GINNI Filaments Limited
110 KM Stone, Delhi Mathura Road, Chhata
Mathura, Uttar Pradesh-281401

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ginni Filaments Limited having CIN-L71200UP1982PLC012550 and having registered office at **110 KM Stone, Delhi Mathura Road, Chhata, Mathura, Uttar Pradesh-281401** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	JOGINDER PAL KUNDRA	00004228	31/01/2000
2	JUGAL KOSHORE BHAGAT	00055972	28/07/1982
3	SHISHIR JAIPURIA	00274959	14/02/1990
4	SURESH SINGHVI	00293272	01/08/2014
5	HAR PRASAD BHATTACHARYA	00304475	30/10/2000
6	SUSHIL CHANDRA TRIPATHI	00941922	01/08/2014
7	SAKET JAIPURIA	02458923	11/02/2016
8	MANJU RANA	06939634	01/08/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parveen Rastogi & Co.**
Company Secretaries

Praveen Rastogi
M.No.-4674
C.P. No. -2883

Place: Noida
Date : 2nd May, 2019



INDEPENDENT AUDITOR'S REPORT

To The Members of

Ginni Filaments Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Ginni Filaments Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Note 46 of the financial statements) <p>The application of the new revenue accounting standard requires Revenue from sale of products to be recognized when the significant risk and rewards of ownership of the goods have been transferred to the customer which generally coincide with the delivery of goods, recovery of consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.</p> <p>The application of new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Accordingly, this matter has been determined to be a key matter in our audit of the financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Evaluated the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. Performed sales transactions testing based on a representative sampling and traced to sales invoices and other related documents to ensure that the related revenues and trade receivables are recorded appropriately taking into consideration the terms and conditions of the agreements with customers, including the shipping terms. Tested sales transactions made near the year end by agreeing a sample of sales transactions occurring around the year end to supporting documentation including customer confirmation of receipt of goods to establish that sales and corresponding trade receivables are properly recorded in the correct period. Assessed the relevant disclosures made within the financial statements.
Disputed Income Tax Demands and other contingencies (as described in note no. 36 of the financial statements) <p>The Company has received income tax assessment orders relating to disallowances of certain deductions, expenses, which are being contested at various authorities.</p> <p>The unexpected adverse outcomes of such tax demands could materially impact the Company as the outcome of such legal actions is uncertain and the positions taken by the management are based on the legal opinions obtained by the Company.</p> <p>The amounts involved may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement. Accordingly, this matter has been determined to be a key matter in our audit of the financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the progress of all significant tax demands and contingencies. Evaluated management's assessment of the likely outcome and considered the requirements for any provision and also evaluated the available MAT Credit Entitlement. Inquired with both legal and finance personnel in respect of ongoing tax assessment proceedings, inspected relevant correspondence. Also, obtained legal confirmation letters on sample basis from external legal experts. Assessed the related disclosure of tax demands and other contingencies as described in the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;



- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
- e. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g. With respect to other matters to be included in the auditor's report in accordance with the requirements of Section 197(16) of the Act, as amended. In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 36 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Doogar & Associates**
Chartered Accountants
Firm Registration No. 000561N

Place: Noida
Date: 21st May, 2019

Vardhman Doogar
Partner
Membership No. 517347

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Ginni Filaments Limited of even date)

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act")

- (i) In respect of the Company's fixed assets: -
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The company has conducted physical verification of its inventories (excluding materials in transit and stock lying with third parties) at reasonable intervals. No material discrepancies were noticed during physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the investments made. Further there are no guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are



of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have not, however, made a detailed examination of the same.

- (vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
 - Details of dues of Income Tax, duty of custom, duty of excise, goods & service tax and value added tax which have not been deposited by the Company as at March 31, 2019 on account of any dispute are given below –

Nature of Statute	Nature of dues	Forum where dispute is ending	Period(s) to which the amount relates	Amount involved (₹ in Lacs)	Amount Paid (₹ in Lacs)
Income Tax Act, 1961	TDS	Assessing Officer, Agra	AY 2007-08 to AY 2009-10	1.34	Nil
UP Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	High Court, Allahabad	FY 1999-2000 to 2000-01 and FY 2003-04 to 2004-05	47.39	36.02

- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institution, banks and government and dues to debenture holders.
- (ix) According to the information and explanations given to us, money raised by way of the term loans have been applied by the Company for the purposes for which they were raised. The Company has neither raised any moneys by way of initial public offer / further public offer (including debt instruments) nor were such proceeds pending to be applied, during the current year.
- (x) According to the information and explanations given to us and to the best of our knowledge, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanation and records made available by the company, the Company has complied with the provision of Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation give to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.
- (xvii)

For **Doogar & Associates**
Chartered Accountants
Firm Registration No. 000561N

Place: Noida
Date: May 21, 2019

Vardhman Doogar
Partner (Membership No. 517347)

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Ginni Filaments Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ginni Filaments Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of



India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act") .

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note') and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Place: Noida
Date: May 21, 2019

Vardhman Doogar
Partner (Membership No. 517347)



GINNI FILAMENTS LIMITED

Balance Sheet as at March 31, 2019

(₹ in Lacs)

	Note No.	As at March 31, 2019	As at March 31, 2018
I. ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3	23,792.44	25,040.67
(b) Capital work-in-progress		172.72	371.01
(c) Intangible assets	4	16.57	17.33
(d) Financial assets			
(i) Investments	5	3,352.45	2,890.02
(ii) Other financial assets	6	6.30	7.09
(e) Other non-current assets	7	6.90	118.64
Total Non-current assets		27,347.38	28,444.76
Current Assets			
(a) Inventories	8	15,759.29	16,189.43
(b) Financial Assets			
(i) Trade receivables	9	9,797.42	8,758.16
(ii) Cash and cash equivalents	10	105.00	318.32
(iii) Bank balances other than (ii) above	11	424.41	216.24
(iv) Other financial assets	12	710.94	371.17
(c) Other current assets	13	3,615.39	2,720.45
(d) Current tax assets	14	296.05	273.69
Total Current assets		30,708.50	28,847.46
Total Assets		58,055.88	57,292.22
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	7,065.01	7,065.01
(b) Other equity	16	10,823.74	10,816.96
Total Equity		17,888.75	17,881.97
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	6,464.21	6,220.80
(b) Deferred tax liabilities (net)	18	1,114.00	1,003.92
(c) Provisions	19	927.13	818.53
(d) Other non-current liabilities	20	89.74	272.08
Total Non-current liabilities		8,595.08	8,315.33
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	21	21,252.12	20,438.16
(ii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		146.73	26.04
- Total outstanding dues of creditors other than micro enterprises and small enterprises		6,588.71	5,542.00
(iii) Other financial liabilities	23	1,455.63	3,702.85
(b) Provisions	24	428.37	401.95
(c) Other current liabilities	25	1,700.49	983.92
Total Current liabilities		31,572.05	31,094.92
Total Liabilities		40,167.13	39,410.25
TOTAL EQUITY AND LIABILITIES		58,055.88	57,292.22
See accompanying notes to the financial statements	1 to 48		

As per our report of even date attached

For Doogar & Associates

Chartered Accountants

Firm's registration No. 000561N

Vardhman Doogar

Partner

M. No 517347

Place: Noida

Dated: May 21, 2019

For and on behalf of the Board of Directors

Shishir Jaipuria

Chairman & Managing Director

DIN: 00274959

Suresh Singhvi

Director Finance & CFO

DIN: 00293272

Saket Jaipuria

Executive Director

DIN: 02458923

Bharat Singh

Company Secretary



GINNI FILAMENTS LIMITED

Statement of Profit and Loss for the year ended March 31, 2019

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Revenue from operations	26	80,818.28	70,299.95
II. Other income	27	426.26	500.12
III. Total Income (I+II)		81,244.54	70,800.07
IV. Expenses :			
Cost of materials consumed	28	50,823.06	43,910.91
Purchases of stock-in-trade	29	16.19	499.41
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	1,140.08	(2,753.16)
Employee benefits expense	31	5,938.98	5,409.75
Finance costs	32	3,346.32	3,012.15
Depreciation and amortisation expense	33	2,572.04	2,563.34
Other expenses	34	17,755.76	17,938.73
Total expenses (IV)		81,592.43	70,581.13
V. Profit before tax (III-IV)		(347.89)	218.94
VI. Tax Expense:	39		
Current tax		44.81	127.03
Deferred tax		(87.79)	(199.32)
Income tax earlier years		44.56	25.58
Total tax expense (VI)		1.58	(46.71)
VII. Profit for the year (VI-VII)		(349.47)	265.65
VIII. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement gains/(loss) on defined benefit plans		2.33	31.01
(ii) Equity instruments through other comprehensive income		462.43	-
(iii) Income tax expense relating to items that will not be reclassified to profit or loss		(108.51)	(10.25)
Total Other comprehensive income (VIII)		356.25	20.76
IX. Total Comprehensive Income for the year (VII+VIII)		6.78	286.41
X. Earnings per equity share of ₹ 10 each	35		
- Basic		(0.49)	0.38
- Diluted		(0.49)	0.38
See accompanying notes to the financial statements			1 to 48

As per our report of even date attached

For Doogar & Associates

Chartered Accountants

Firm's registration No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar

Partner

M. No 517347

Shishir Jaipuria

Chairman & Managing Director

DIN: 00274959

Saket Jaipuria

Executive Director

DIN: 02458923

Place: Noida

Dated: May 21, 2019

Suresh Singhvi

Director Finance & CFO

DIN: 00293272

Bharat Singh

Company Secretary



Statement of Cash flows for the year ended March 31, 2019

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Cash flow from operating activities		
Net profit before tax	(347.89)	218.94
Adjustments for Depreciation	2,572.04	2,563.34
Sundry balances / Excess Liabilities written back	(9.84)	(48.82)
Foreign Exchange Fluctuation (Net) (Gain)/Loss	(3.30)	127.86
Bad Debts	-	0.31
Interest Expense	2,941.24	2,762.03
Loss/(Profit) on sale of fixed assets	3.65	(33.61)
Interest Income	(155.97)	(95.14)
Operating profit before working capital changes	4,999.93	5,494.91
Adjustments for:-		
Inventories	430.14	(1,784.00)
Trade Receivables	(1,026.12)	(2,212.79)
Other financial assets	(339.79)	194.31
Other non-financial assets	(783.20)	258.99
Trade payables	1,167.40	1,929.25
Other financial liabilities	88.00	53.33
Other liabilities	534.23	12.17
Non current & current provisions	137.33	41.80
Cash generated from operations	5,207.92	3,987.96
Income tax paid	(22.37)	(493.12)
Net cash inflow/(outflow) from operating activities	5,185.55	3,494.84
B. Cash flow from investing activities		
Capital expenditure	(1,135.50)	(3,532.34)
Sale proceeds of fixed assets	7.09	355.26
Interest Received	156.79	95.15
Net cash inflow / (outflow) from investing activities	(971.62)	(3,081.93)
C. Cash inflow/(outflow) from financing activities		
Increase /(Decrease) in Long-Term Borrowings	(2,072.61)	(2,636.81)
Increase /(Decrease) in Short-Term Borrowings	813.96	5,021.10
Interest paid	(2,960.43)	(2,762.02)
Net cash inflow / (outflow) used in financing activities	(4,219.08)	(377.74)
Net changes in cash and cash equivalents	(5.15)	35.17
Opening Cash and cash equivalents	534.56	499.39
Closing Cash and cash equivalents	529.41	534.56

Note:

(i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7

(ii) Refer note no. 10 and 11 for components of cash and cash equivalents

See accompanying notes to the financial statements

1 to 48

As per our report of even date attached

For Doogar & Associates

Chartered Accountants

Firm's registration No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar

Partner

M. No 517347

Shishir Jaipuria

Chairman & Managing Director

DIN: 00274959

Saket Jaipuria

Executive Director

DIN: 02458923

Place: Noida

Dated: May 21, 2019

Suresh Singhvi

Director Finance & CFO

DIN: 00293272

Bharat Singh

Company Secretary



GINNI FILAMENTS LIMITED

Statement of changes in equity for the year ended March 31, 2019

A. Equity Share Capital

(₹ in Lacs)

Balance as at April 1, 2017	Movement during the year	Balance as at March 31, 2018	Movement during the year	Balance as at March 31, 2019
7,065.01	-	7,065.01	-	7,065.01

B. Other Equity

(₹ in Lacs)

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	General Reserve	Debenture Redemption Reserve	Securities Premium	Capital Redemption Reserve	Retained Earnings	Equity Instruments through OCI	Re-measurement of the net defined benefit plans	
Balance as at 1st April, 2017	10.00	550.00	6,287.43	-	1,541.84	2,133.21	8.07	10,530.55
Profit for the year	-	-	-	-	265.65	-	-	265.65
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	20.76	20.76
Balance as at March 31, 2018	10.00	550.00	6,287.43	-	1,807.49	2,133.21	28.83	10,816.96
Loss for the year	-	-	-	-	(349.47)	-	-	(349.47)
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	(106.18)	(106.18)
Equity instruments through other comprehensive income	-	-	-	-	-	462.43	-	462.43
Amount transferred to Capital redemption reserve upon redemption of preference shares	-	-	-	750.00	(750.00)	-	-	-
Amount transferred from Debenture Redemption Reserve upon redemption on debentures	550.00	(550.00)	-	-	-	-	-	-
Balance as at March 31, 2019	560.00	-	6,287.43	750.00	708.02	2,595.64	(77.35)	10,823.74

See accompanying notes to the financial statements

1 to 48

As per our report of even date attached

For Doogar & Associates

Chartered Accountants

Firm's registration No. 000561N

Vardhman Doogar

Partner

M. No 517347

Place: Noida

Dated: May 21, 2019

For and on behalf of the Board of Directors

Shishir Jaipuria

Chairman & Managing Director

DIN: 00274959

Suresh Singhvi

Director Finance & CFO

DIN: 00293272

Saket Jaipuria

Executive Director

DIN: 02458923

Bharat Singh

Company Secretary



GINNI FILAMENTS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Note – 1 – Company overview

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

Note – 2 – Significant Accounting Policies

a. Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of estimate and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

c. Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue and net of returns and discounts.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

(i) Sales of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from export sales is recognized on the basis of bill of lading while other sale of goods is recognised on the basis of ex-factory dispatch.

(ii) Sale of services

Revenue from services is accounted for on the basis of work performed and rendering of services as per the terms of the specific contract.

(iii) Export Incentives

Export benefits/incentives are accounted for on accrual basis.

(iv) Insurance and Other 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.

d. Employee benefits

(i) Short term Employee Benefits

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment Benefits

(a) Defined Contribution Plans

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(b) Defined benefit plans

Gratuity

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Re measurements comprising of actuarial gains and losses, on the net defined benefit liability are recognised in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods.

Leave Encashment

The liability with regard to accumulated compensated absences is determined by actuarial valuation, performed by an independent actuary at each balance sheet date using projected unit credit method.



Notes forming part of the financial statements for the year ended March 31, 2019

e. Property, plant and equipment

Property, plant and equipment 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 property, plant and equipment. Machinery spares which are specific to a particular item of the property, plant and equipment and if their use is expected to be irregular are capitalized as applicable.

f. Intangible assets

Intangible assets are stated at cost less accumulated amount of amortization. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

g. Depreciation and amortisation expenses

Depreciation on property, plant and equipment is provided on straight line method at the rate and in the manner prescribed in Schedule II of the Companies Act, 2013, w.e.f. 1st April, 2014 except in case of continuous Process plant. The depreciation on continuous Process Plant has been provided as per useful life technically evaluated by chartered engineer. Cost of leasehold land is amortized over the period of lease.

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS and hence regarded thereafter as historical cost.

h. 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.

Cost of inventories is computed on weighted average.

i. Borrowing costs

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 Account.

j. Leases

Lease under which the risks and rewards incidental to ownership are not transferred to lessee is classified as operating lease. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss account over the lease term.

k. Government Grants

Capital grants relating to property, plant and equipment are reduced from the gross value of property, plant and equipment. Other capital grants are credited to capital reserve. Revenue grants are credited in Statement of Profit and Loss or deducted from related expenses.

l. Income taxes

Income tax expense represents the sum of current and deferred tax (including MAT). Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

m. Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value.



Notes forming part of the financial statements for the year ended March 31, 2019

n. Foreign Currency Transactions

The functional currency of the company is Indian rupee. These financial statements are presented in Indian rupee.

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.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognised in profit or loss in the period in which they arise. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

o. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

(ii) Subsequent measurement

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

p. Impairment of assets

(i) Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in statement of profit or loss.

(ii) Non-financial assets

Intangible assets and property, plant and equipment. Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

q. Cash and cash equivalents

The Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.



Notes forming part of the financial statements for the year ended March 31, 2019

r. Provisions 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 disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised.

s. Recent Accounting Pronouncements

i. Ind-AS 116 Leases :-

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

ii. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :-

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019.

iii. Amendment to Ind AS 12 – Income taxes :-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

iv. Amendment to Ind AS 19 – plan amendment, curtailment or settlement :-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

3. Property, plant and equipment

(₹ in Lacs)

Particulars	Leasehold Land	Freehold Land	Leasehold Improvements	Buildings	Plant and Machinery	Office Equipment	Electric Installation	Computers	Furniture and Fixtures	Vehicles	Total
Gross carrying amount											
As at April 1, 2017	725.04	207.85	598.87	5,292.24	45,320.26	214.22	1,988.05	246.47	268.06	191.09	55,052.15
Additions	-	-	3.15	1,645.92	3,064.33	17.44	152.77	24.34	20.61	12.12	4,940.68
Disposal/Adjustments	-	-	109.80	-	1,528.86	-	-	0.94	-	24.78	1,664.38
As at March 31, 2018	725.04	207.85	492.22	6,938.16	46,855.73	231.66	2,140.82	269.87	288.67	178.43	58,328.45
Additions				117.21	1,139.20	6.00		12.19	23.48	29.67	1,327.75
Disposal/Adjustments					5.77	0.66		1.23		8.34	16.00
As at March 31, 2019	725.04	207.85	492.22	7,055.37	47,989.16	237.00	2,140.82	280.83	312.15	199.76	59,640.20
Accumulated Depreciation											
As at April 1, 2017	55.13	-	316.43	2,440.70	27,091.32	174.66	1,494.25	200.32	218.18	83.52	32,074.51
Depreciation for the year	4.35		75.82	262.59	2,013.29	11.82	138.90	22.21	7.94	19.08	2,556.00
Disposal/reversal	-		109.80	-	1,217.21	-	-	-	-	15.72	1,342.73
As at March 31, 2018	59.48	-	282.45	2,703.29	27,887.40	186.48	1,633.15	222.53	226.12	86.88	33,287.78
Depreciation for the year	7.57		52.07	238.63	2,121.56	14.75	80.20	18.92	10.20	21.34	2,565.24
Disposal/reversal					0.60	0.61		1.17		2.88	5.26
As at March 31, 2019	67.05	-	334.52	2,941.92	30,008.36	200.62	1,713.35	240.28	236.32	105.34	35,847.76
Net Carrying amount											
As at April 1, 2017	669.91	207.85	282.44	2,851.54	18,228.94	39.56	493.80	46.15	49.88	107.57	22,977.64
As at March 31, 2018	665.56	207.85	209.77	4,234.87	18,968.33	45.18	507.67	47.34	62.55	91.55	25,040.67
As at March 31, 2019	657.99	207.85	157.70	4,113.45	17,980.80	36.38	427.47	40.55	75.83	94.42	23,792.44

4. Intangible assets

(₹ in Lacs)

Particulars	Licenses	Softwares	Total
Deemed cost/ Gross carrying amount			
As at April 1, 2017	42.85	15.25	58.10
Additions	12.14	-	12.14
Disposal/Adjustments	-	-	-
As at March 31, 2018	54.99	15.25	70.24
Additions	-	6.04	6.04
Disposal/Adjustments	-	-	-
As at March 31, 2019	54.99	21.29	76.28
Accumulated amortisation			
As at April 1, 2017	31.63	13.95	45.58
Amortisation during the year	6.80	0.53	7.33
Disposal/Adjustments	-	-	-
As at March 31, 2018	38.43	14.48	52.91
Amortisation during the year	6.57	0.23	6.80
Disposal/Adjustments	-	-	-
As at March 31, 2019	45.00	14.71	59.71
Net Carrying amount			
As at April 1, 2017	11.22	1.30	12.52
As at March 31, 2018	16.56	0.77	17.33
As at March 31, 2019	9.99	6.58	16.57



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

5. Non-current investments

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Investment in equity instruments (Unquoted)		
Measured at Fair Value Through OCI (FVTOCI)		
(i) 41,60,450 (March 31, 2018 - 41,60,450) equity shares of ₹ 10/- each fully paid of Ginni International Limited	3,334.57	2,872.14
(ii) 1,78,750 (March 31, 2018 - 1,78,750) equity shares of ₹ 10/- each fully paid of Narmada Clean Tech Limited	17.88	17.88
Total	3,352.45	2,890.02

6. Other non-current financial assets

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Security deposits	6.30	7.09
Total	6.30	7.09

7. Other non-current assets

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Capital advances	6.48	112.90
Prepaid expenses	0.42	5.74
Total	6.90	118.64

8. Inventories (at cost or net relisable value, whichever is lower)

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw materials	7,482.34	6,999.16
Work-in-progress	3,112.32	2,939.53
Finished Goods	3,359.59	3,947.24
Stock-in-trade	86.20	172.45
Stores and spares	616.30	646.92
Goods in transit		
- Raw materials	647.06	406.15
- Finished goods	455.48	1,077.98
Total	15,759.29	16,189.43

9. Trade receivables

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables considered good - Unsecured	9,797.42	8,758.16
Trade Receivables which have significant increase in Credit Risk	4.98	5.29
	9,802.40	8,763.45
Less: Allowances for expected credit loss	(4.98)	(5.29)
Total	9,797.42	8,758.16



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

10. Cash & cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	12.85	15.06
Balances with Banks		
- In current accounts	80.15	287.76
- In deposit accounts with maturity less than three months	12.00	15.50
Total	105.00	318.32

11. Bank balances other than cash and cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits held as margin money*	424.41	216.24
Total	424.41	216.24

* Margin money for bank guarantees and letter of credits

12. Other current financial assets

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good		
Security deposits	209.06	302.90
Insurance claim receivable	496.53	62.11
Interest accrued but not due	5.35	6.16
Total	710.94	371.17

13. Other current assets

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good		
Advances to suppliers	877.15	452.99
Advance to employees	16.22	15.03
Prepaid expenses	135.07	102.00
Balance with government authorities	1,903.32	1,666.57
Export incentives receivables	683.63	483.86
Total	3,615.39	2,720.45

14. Current tax assets (net)

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance taxes including TDS receivable (net of provision for tax)	296.05	273.69
Total	296.05	273.69

15. Equity share capital

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)
Authorised				
Equity shares of ₹ 10 each	84,285,000	8,428.50	84,285,000	8,428.50
Total	84,285,000	8,428.50	84,285,000	8,428.50
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	70,650,065	7,065.01	70,650,065	7,065.01
Total	70,650,065	7,065.01	70,650,065	7,065.01



Notes forming part of financial statements for the year ended March 31, 2019

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2019	As at March 31, 2018
	Number of shares	Number of shares
Shares at the beginning of the year	7,06,50,065	7,06,50,065
Movement during the year	-	-
Shares outstanding at the end of the year	7,06,50,065	7,06,50,065

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Detail of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	%	No. of shares	%
Equity shares of ₹ 10 each fully paid				
Suniti Devi Jaipuria	1,33,60,027	18.91	1,33,60,027	18.91
Sunita Jaipuria	44,28,684	6.27	43,60,716	6.17
Saket Jaipuria	61,36,008	8.69	61,36,008	8.69
Yash Jaipuria	57,20,847	8.10	57,20,847	8.10
Raghukul Trading Pvt. Ltd.	99,55,279	14.09	99,13,027	14.03

16. Other equity

(₹ in Lacs)

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	General Reserve*	Debenture Redemption Reserve	Securities Premium	Capital Redemption Reserve	Retained Earnings	Equity Instruments through OCI	Re-measurement of the net defined benefit plans	
Balance as at April 1, 2017	10.00	550.00	6,287.43	-	1,541.84	2,133.21	8.07	10,530.55
Profit for the year	-	-	-	-	265.65	-	-	265.65
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	20.76	20.76
Balance as at March 31, 2018	10.00	550.00	6,287.43		1,807.49	2,133.21	28.83	10,816.96
Loss for the year	-	-	-	-	(349.47)	-	-	(349.47)
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	(106.18)	(106.18)
Equity instruments through other comprehensive income	-	-	-	-	-	462.43	-	462.43
Amount transferred to Capital redemption reserve upon redemption of preference shares	-	-	-	750.00	(750.00)	-	-	-
Amount transferred from Debenture Redemption Reserve upon redemption on debentures	550.00	(550.00)	-	-	-	-	-	-
Balance as at March 31, 2019	560.00	-	6,287.43	750.00	708.02	2,595.64	(77.35)	10,823.74

* It represents state investment subsidy transferred to general reserve during the current year.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

(i) General reserve

General Reserve represents the statutory reserve in accordance with Indian Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declare dividend. However, under Companies Act, 2013 transfer of any amount to General reserve is at the discretion of the Company.

(ii) Securities Premium

Securities premium represents the amount received in excess of par value of securities. Premium on redemption of securities is accounted in security premium available. Section 52 of Companies Act, 2013 specify restriction and utilisation of security premium.

(iii) Retained earnings

Retained earnings represents amount that can be distributed by the Company to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act 2013.

(iv) Capital Redemption Reserve

Capital Redemption reserve is a statutory, non-distributable reserve created on account of redemption of redeemable preference shares as per the provisions of Companies Act, 2013 which can be utilised for issue of bonus shares.

(v) Debenture Redemption Reserve

The Company had earlier issued non convertible debentures and created debenture redemption reserve out of the profits available for payment of dividend as per the provisions of the Companies Act, 2013. During the year ended March 31, 2019, the Company had redeemed its debentures and transferred the balance of Debenture Redemption Reserve into General Reserve.

(vi) Equity Instruments Through Other Comprehensive Income

Reserve for equity instruments through other comprehensive income represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income.

17. Non-current borrowings

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
A. Debentures (Secured) #		
(i) Nil (March 31, 2018: 105,750) Non Convertible Debentures of ₹100/- each fully paid up	-	21.75
(ii) Nil (March 31, 2018: 1,93,875) Non Convertible Debentures of ₹100/- each fully paid up	-	39.88
(iii) Nil (March 31, 2018: 8,641) Zero Rate Debentures of ₹100/- each fully paid up	-	1.75
Less : Current maturities of long term debt	-	(63.38)
	-	-
B. Term loans (Secured)		
(i) From banks	1,129.76	2,215.77
(ii) From financial institutions		
- Indian Rupee Loan	-	200.31
- Foreign Currency Loans	-	25.55
Total from financial institutions	-	225.86
Total from banks and financial institutions	1,129.76	2,441.63
Less : Current maturities of long term debt	(360.00)	(1,311.87)
Less : Unamortised processing fee	(5.55)	(8.96)
	764.21	1,120.80
C. Redeemable preference share capital (Unsecured)#		
- To related parties	-	1,300.77
Less : Current maturities of long term debt	-	(1,300.77)
	-	-
D. Loans from related parties (Unsecured)	5,700.00	5,100.00
Total	6,464.21	6,220.80

The borrowings have been repaid during the years ended March 31, 2019 and therefore, the disclosure of maturity date and terms of repayment is no longer applicable.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

a) Terms and conditions related to Term Loans

- (i) Term Loan amounting to ₹ 1009.76 Lacs (March 31, 2018: ₹ 2181.64 Lacs) are secured by: -
- (i) secured by mortgage by deposit of the Title Deeds of immovable properties, hypothecation of Company's movable properties, second charge on current assets in favour of Company's bankers for working capital and personal guarantee of two directors
 - (ii) secured by pledge of ₹ 61.55 lacs equity shares of the Company held by promoter and relatives.
- (ii) Term Loan amounting to ₹ 120 Lacs (March 31, 2018: ₹ 260 Lacs) are secured by: -
- (i) secured by mortgage by deposit of the Title Deeds of immovable properties, hypothecation of Company's movable properties, second charge on current assets in favour of Company's bankers for working capital and personal guarantee of one director
 - (ii) secured by pledge of ₹ 61.55 lacs equity shares of the Company held by promoter and relatives.
- (iii) Repayment schedule
- (1) 13.05% Term Loan of ₹ 1500 Lacs with outstanding balance of ₹ 1009.79 Lacs (March 31, 2018: ₹ 1249.79 Lacs) is repayable in 16 quarterly installments ending in March, 2023.
 - (2) 13.70% Term Loan of ₹ 650 Lacs with outstanding balance of ₹ 120 Lacs (March 31, 2018: ₹ 260 Lacs) is repayable in 3 quarterly installments ending in December, 2023.

b) Terms and conditions related to loans from related parties (Unsecured)

Loans taken from related parties carries interest rate of 8% p.a. and loans are repayable after one year.

18. Deferred tax liabilities (net)

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax liabilities	3,815.79	3,740.95
Deferred tax assets	(511.66)	(457.53)
MAT credit entitlement	(2,190.13)	(2,279.50)
Total	1,114.00	1,003.92

19. Non-current provisions

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note no.37)		
(i) Gratuity	645.07	561.89
(ii) Leave encashment	282.06	256.64
Total	927.13	818.53

20. Other non-current liabilities

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Creditors for property, plant and equipment	89.74	272.08
Total	89.74	272.08

21. Current borrowings

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Working capital loans from banks #	20,057.62	20,090.66
Unsecured		
Loans repayable on demand from related parties	1,194.50	347.50
Total	21,252.12	20,438.16

Details of security for working capital loans

- (i) Secured by hypothecation of inventories & book debts, second charge on the property, plant & equipment of the Company.
- (ii) Further guaranteed by two directors and by pledge of 177 Lacs shares (March 31, 2018: 115.45 lacs shares) of the Company held by promoter and their relatives ranking pari passu with term loans.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

22. Trade Payables

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Due to micro and small enterprises #	146.73	26.04
(b) Due to others	6,588.71	5,542.00
Total	6,735.44	5,568.04

Refer note no. 37

23. Other current financial liabilities

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Current Maturities of Long Term Borrowings #		
- Term loan	360.00	1,311.87
- debentures	-	63.38
- preference shares (related party)	-	1,300.77
(ii) Employees related payables	509.45	483.74
(iii) Security received from customers	129.30	67.02
(iv) Interest accrued but not due to related parties	456.88	476.07
Total	1,455.63	3,702.85

Refer note no. 17 for security and other terms related to borrowings

24. Current provisions

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note no.37)		
(i) Gratuity	184.61	171.74
(ii) Leave encashment	243.76	230.21
Total	428.37	401.95

25. Other current liabilities

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance from customers and others	462.25	282.51
Statutory dues payable	253.30	199.44
Other liabilities	984.94	501.97
Total	1,700.49	983.92

26. Revenue from operations

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Sale of products #		
- Finished goods	79,796.08	69,327.26
- Traded goods	94.12	314.84
Sale of services		
- Job work charges	17.47	79.09
Other operating revenues		
- Export incentives	910.61	578.76
Total revenue from operations	80,818.28	70,299.95

Sale of products includes net gain of ₹222.77 lacs (March 31, 2018: ₹270.43 lacs) lacs on account of exchange rate fluctuation



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

27. Other income

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest income	155.97	95.14
Insurance premium received from customers	-	18.62
Foreign exchange fluctuation	3.30	-
Insurance claims recoverable	54.45	17.38
Sundry balances / excess liability written back	25.02	48.82
Rental income	2.82	21.64
Miscellaneous Income	184.70	298.52
Total other income	426.26	500.12

28. Cost of material consumed

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Cotton/polyster/viscose	43,610.09	32,903.83
Yarn	4,407.39	8,338.61
Fabric	500.78	542.53
Others	2,304.80	2,125.94
Total cost of material consumed	50,823.06	43,910.91

29. Purchases of Stock-in-trade

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Membranes	-	398.69
Others	16.19	100.72
Total purchases of stock-in-trade	16.19	499.41

30. Changes in inventories

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Inventories at the beginning of the year		
Work-in-progress	2,939.53	1,559.30
Finished goods	5,025.22	3,824.74
Stock-in-trade	172.45	-
	8,137.20	5,384.04
Inventories at the end of the year		
Work-in-progress	3,112.32	2,939.53
Finished goods	3,798.60	5,025.22
Stock-in-trade	86.20	172.45
	6,997.12	8,137.20
Total changes in inventories	1,140.08	(2,753.16)

31. Employee benefits expenses

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries & wages including bonus	5,404.75	4,883.16
Contribution to provident and other funds	372.74	345.49
Staff welfare expenses	161.49	181.10
Total employee benefit expenses	5,938.98	5,409.75



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

32. Finance cost

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest expenses	2,838.43	2,646.47
Dividend on redeemable preference shares	102.81	115.56
Other borrowing costs		
- Bank and finance charges	405.08	250.12
Total finance cost	3,346.32	3,012.15

33. Depreciation and amortisation expenses

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Depreciation on tangible assets	2,565.24	2,556.00
Amortisation of intangible assets	6.80	7.34
Total depreciation and amortisation expense	2,572.04	2,563.34

34. Other expenses

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Consumption of stores and spares	1,788.22	2,166.55
Consumption of packing material	2,545.33	2,676.45
Power & fuel	6,576.87	6,397.61
Job work charges	1,853.90	2,166.08
Rent, rates & taxes	264.77	346.56
Insurance premium	141.50	137.39
Repairs and maintenance	406.82	391.80
Outward Freight, Handling & Other Selling Exp.	2,831.44	2,343.58
Commission on sales	257.75	201.67
Foreign exchange fluctuation	-	119.29
Loss on sale of property, plant & equipment (net)	3.65	86.77
Sundry balances/claims written off	15.18	-
Bad debts	-	0.31
Corporate social responsibility expenses	29.45	36.43
Legal & professional expenses	201.66	163.90
Travelling & conveyance	421.40	383.57
Business Promotion	105.80	80.18
Miscellaneous expenses	312.02	240.59
Total other expenses	17,755.76	17,938.73

Details of payment to auditors (excluding applicable taxes)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(i) Auditors' remuneration		
a) Audit fee	12.50	11.50
b) Tax audit fee	1.50	1.38
c) Limited review fee	2.25	1.90
d) In other capacities		
Certification services	1.95	0.45
(ii) Cost audit fee	1.50	1.40
Total payment to auditors	19.70	16.63



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

35. Earnings per share

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit/(Loss) attributable to equity shareholders (₹) (A)	(349.47)	265.65
Weighted average number of outstanding equity shares (B)	70,650,065	70,650,065
Nominal value per equity share (₹)	10.00	10.00
Basic EPS(₹ in Lacs)(A/B)	(0.49)	0.38
Diluted EPS(₹ in Lacs)(A/B)	(0.49)	0.38

36. Contingent liabilities and commitments

(i) Contingent liabilities

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Bills discounted with banks	709.54	203.86
b) Guarantees issued by bank on behalf of the Company	462.17	106.78
c) Disputed demands under excise, income tax, sales tax and electricity etc *	60.92	96.00
d) Claims against the company not acknowledged as debt	38'29	48.54
e) Certain disallowances under Income Tax have been made in previous assessment years which are being contested before various authorities and the demand, if any, on account of these disallowances materialises, the same would be adjusted against the MAT Credit Entitlement available with the Company.		

The management believe that the disallowances made by the assessing officer and disputed demand of income tax, sales tax, excise and electricity and on account of claims against the Company shall not sustain before the appropriate authorities. The management believes that the ultimate outcome of these litigation/proceedings will not have a material adverse effect on the company's financial position and results of operations.

* The Company has contested demand under excise, income tax (TDS), sales tax and deposited ₹ 37.46 Lacs (PY ₹39.82 Lacs)

(ii) Commitments

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	117.50	137.52
(ii) Export commitments against import of capital goods and stores & spares under EPCG scheme (Duty saved amount)	570.00	1,013.00

37. Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under the Micro, Small 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. The amount of principal and interest outstanding during the year is given below: -

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount due outstanding	146.73	26.04
Interest due on (1) above and unpaid	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding year	-	-



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

38. Employee benefits

a) Defined contribution plans: -

The Company has recognized following expense in respect of the defined contribution plans : - (₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Contribution to provident fund	302.37	295.18
Contribution to employee state insurance	70.37	50.31
Total	372.74	345.49

b) Defined benefit plans: -

Below tables sets forth the changes in the projected benefit obligation and amounts recognised in the balance sheet as at March 31, 2019 and March 31, 2018, being the respective measurement dates: -

(i) Movement in present value of obligations (₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Present value of obligation as at April 1, 2017	706.77	502.90
Current service cost	117.98	160.75
Interest cost	43.81	22.32
Benefits paid	(103.93)	(114.38)
Remeasurement- Actuarial loss/(gain) on obligation	(31.01)	(84.75)
Present value of obligation as at March 31, 2018	733.62	486.84
Current service cost	121.75	141.47
Interest cost	52.93	24.08
Benefits paid	(76.30)	(85.28)
Remeasurement- Actuarial loss/(gain) on obligation	(2.33)	(41.33)
Present value of obligation as at March 31, 2019	829.67	525.79

(ii) Expenses recognised in the Statement of profit & loss (₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Current service cost	117.98	160.75
Interest cost	43.81	22.32
Remeasurement - Actuarial loss/(gain)	-	(84.75)
For the year ended March 31, 2018	161.79	98.32
Current service cost	121.75	141.47
Interest cost	52.93	24.08
Remeasurement - Actuarial loss/(gain)	-	(41.33)
For the year ended March 31, 2019	174.68	124.22

(iii) Expenses recognised in the Other Comprehensive Income (₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Remeasurement - actuarial gain/(loss) on gratuity	2.33	31.01



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

(iv) The principal actuarial assumptions used are set out below: -

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Mortality rate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate
Discount rate	7.61%	7.00%
Expected rate of increase in compensation	7.00%	7.00%
Expected average remaining service	12.69	13.59
Employee attrition rate	5.00%	5.00%

(v) The Company' best estimate of contribution during the year: -

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
For the financial year 2019-20	131.04	159.23
For the financial year 2018-19	119.95	133.46

(vi) Sensitivity Analysis

(₹ in Lacs)

Particulars	Change in assumption	Gratuity (unfunded)	Leave encashment (unfunded)
Discount Rate	+ 1% - 1%	774.51 893.85	365.47 418.71
Salary growth rate	+ 1% - 1%	891.83 775.28	417.78 365.84

(vii) Estimate of expected benefit payments (in absolute terms i.e. undiscounted)

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
1 April 2019 to 31 March 2020	184.61	243.40
1 April 2020 to 31 March 2021	60.58	29.31
1 April 2021 to 31 March 2022	63.56	26.56
1 April 2022 to 31 March 2023	67.35	25.18
1 April 2023 to 31 March 2024	55.36	20.16
1 April 2024 onwards	312.25	137.72

39. a) Income tax expense

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Current tax	44.81	127.03
Income tax earlier years	44.56	25.58
Deferred tax	(87.79)	(199.32)
Total tax expenses	1.57	(46.71)

b) Reconciliation of estimated income tax to income tax expense

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

(₹ in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Accounting profit before tax (A)	(347.89)	218.94
Enacted tax rate in India (B)	33.38%	33.06%
Expected income tax expense at statutory tax rate (A*B)	(116.14)	72.39
Tax effect of the amount not deductible for computing taxable income		
Expenses not deductible in determining taxable profits	45.07	88.77
Earlier years tax adjustments	44.56	25.59
Changes in recognised temporary differences	28.09	(199.32)
Effect of brought forward business losses	-	(34.14)
Tax expense reported	1.58	(46.71)



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

c) Deferred tax

The significant component of deferred tax assets / (liabilities) and movement during the year are as under:

(₹ in Lacs)

Particulars	Deferred tax liability/(asset) as at April 1, 2018	Recognised/ (reversed) in statement of profit & loss	(Recognised)/ reversed in OCI	Deferred tax liability/(asset) as at March 31, 2019
Gross deferred tax liabilities				
Property, plant and equipment	3,737.33	(29.26)	-	3,708.07
Equity Instruments	-	107.73	-	107.73
Others	3.62	(3.62)	-	-
	3,740.95	74.85	-	3,815.80
Gross deferred tax assets				
Provision for doubtful debts	(1.75)	(0.02)		(1.77)
Provisions for employee benefit	(455.78)	(53.33)	(0.78)	(509.89)
	(457.53)	(53.35)	(0.78)	(511.66)
Total	3,283.42	21.50	(0.78)	3,304.14

40. Leases

The Company has leased facilities under cancellable operating lease arrangements with a lease term ranging from 11 months to 108 months, which are subject to renewal at mutual consent thereafter. The cancellable arrangements can be terminated by either party after giving due notice for 1 to 3 months and initial lock in period of 36 months. The lease rent expenses recognised during the year amounts to ₹ 196.46 Lacs (March 31, 2018: ₹ 240.16 Lacs).

Future minimum rentals payable under non-cancellable operating leases are as follows:

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Not later than one year	168.16	163.45
Later than one year but not later than five years	440.60	638.72
Total	608.76	802.17

41. Related party disclosures

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

(a) Name and nature of related party relationships

(i) Enterprises over which Key Management personnel are able to exercise significant influence

SRJ Edu Services Pvt. Ltd. (Formerly known as Jaipuria Edu Services Private Limited)
 RRJ Infra Industries Pvt. Ltd. (Formerly known as Kanpur Constructions Pvt.Ltd.)
 Raghukul Trading Pvt. Ltd.
 Lochan Agro Pvt. Ltd.
 Shree Bhawani Anand Pvt.Ltd.
 Ginni Nonwoven Pvt. Ltd.
 Laxmi Texknit Pvt. Ltd
 Greymat Multi Services Pvt. Ltd.
 Oval Infratech Services Pvt. Ltd.
 Orden Multi Services Pvt. Ltd.
 SSY Infra Services Pvt. Ltd.
 Yesjay Infratech Pvt. Ltd.
 Seth Anandram Jaipuria Educational Society

(ii) Key Managerial Personnel (KMP)

Shri Shishir Jaipuria, Managing Director
 Shri Saket Jaipuria, Executive Director
 Shri Suresh Singhvi, Director Finance & CFO
 Shri Bharat Singh, Company Secretary



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

(iii) Relative of Key Managerial Personnel

Smt. Suniti Devi Jaipuria
Smt. Sunita Jaipuria
Smt. Anika Jaipuria
Shri Yash Jaipuria
Shri Sharad Jaipuria
Smt. Archana Khaitan

(b) Description of the nature of transactions with the related parties

(₹ in Lacs)

Particulars	Enterprises over which KMP is able to exercise significant influence	
	Financial Year ended March 31, 2019	Financial Year ended March 31, 2018
Interest expenses		
SRJ Edu Services Pvt. Ltd.	-	0.65
RRJ Infra Industries Pvt. Ltd.	363.62	367.68
Raghukul Trading Pvt. Ltd.	27.89	49.88
Lochan Agro Pvt. Ltd.	116.14	110.75
Loan taken		
SRJ Edu Services Pvt. Ltd.	-	20.00
RRJ Infra Industries Pvt. Ltd.	1,252.00	1,330.00
Raghukul Trading Pvt. Ltd.	207.20	418.00
Lochan Agro Pvt. Ltd.	-	-
Loan repaid		
SRJ Edu Services Pvt. Ltd.	-	20.00
RRJ Infra Industries Pvt. Ltd.	-	-
Raghukul Trading Pvt. Ltd.	824.00	-
Lochan Agro Pvt. Ltd.	12.20	173.84
Redemption of preference shares		
RRJ Infra Industries Pvt. Ltd.	750.00	-
Dividend paid on redemption of Preference Shares		
RRJ Infra Industries Pvt. Ltd.	542.14	-
Expenditure towards Corporate Social Responsibility		
Seth Anandram Jaipuria Educational Society	29.45	35.63

(c) Compensation to key management personnel and their relative

(₹ in Lacs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Short-term employee benefits	304.55	301.29
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payment	-	-
Total Compensation to key management personnel	304.55	301.29

Notes:

As the future liability for gratuity is provided on an actuarial basis for the company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

(d) Amount due to/ from related parties

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured Loan outstanding		
RRJ Infra Industries Pvt. Ltd.	5,239.09	3,987.09
Raghukul Trading Pvt.Ltd	770.20	563.00
Lochan Agro Pvt. Ltd.	885.21	897.41
Interest payable		
SRJ Edu Services Pvt. Ltd.	-	0.59
RRJ Infra Industries Pvt. Ltd.	327.26	330.91
Raghukul Trading Pvt.Ltd	25.10	44.89
Lochan Agro Pvt. Ltd.	104.53	99.67

42. Segment reporting

(₹ in Lacs)

The Company is in the business of textile having similar economic characteristics, operating in India and regularly reviewed by the Chief Operating Decision Maker for assessment of Company's performance and resource allocation. The Segment information as required by Ind AS-108 'Operating Segments' on segment reporting has complied on the basis of the financial statements is disclosed below: -

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	Textiles	Others	Total	Textiles	Others	Total
Revenue						
External sales	76,129.46	7,418.28	83,547.74	65,778.38	7,099.37	72,877.75
Less: Segment sales	(2,729.47)		(2,729.47)	(2,577.79)		(2,577.79)
Other income	426.26	-	426.26	414.62	85.50	500.12
Total income	73,826.25	7,418.28	81,244.53	63,615.20	7,184.87	70,800.07
Results						
Segment results	1,794.16	1,204.27	2,998.43	2,211.37	1,019.74	3,231.11
Finance costs	2,949.82	396.50	3,346.32	2,855.63	156.55	3,012.18
Profit/(loss) before tax	(1,155.67)	807.77	(347.90)	(644.26)	863.19	218.94
Tax expenses		-	1.58			(46.71)
Net profit/ (loss)	(1,155.67)	807.77	(349.48)	(644.26)	863.19	265.65
Other information						
Segment assets						
Allocable	1,07,500.91	(49,741.08)	57,759.82	51,523.06	5,494.72	57,017.78
Unallocable	-	-	296.05			274.40
Segment liabilities						
Allocable	38,164.92	888.21	39,053.14	37,321.73	1,084.53	38,406.26
Unallocable	-	-	1,114.00			1,003.91
Capital employed	69,335.98	(50,629.28)	17,888.73	14,201.33	4,410.19	17,882.70
Depreciation and amortisation	2,362.89	209.17	2,572.06	2,427.12	136.22	2,563.34

The nature of products and services included in textiles segments are Yarn, Fabric Nonwoven Fabrics and Garments while Others includes Consumer Products i.e. Wipes and Others.

Secondary Segment Information :-

(₹ in Lacs)

Particulars	Within India	Outside India	Total
Financial Year ended March 31, 2019	48,899.31	31,008.36	79,907.67
Financial Year ended March 31, 2018	48,945.72	20,775.48	69,721.20



Notes forming part of financial statements for the year ended March 31, 2019

43. Impairment of assets

In accordance with Ind AS-36 on "Impairment of Assets" the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

44. Expenditure towards Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, the company has incurred expenditure of ₹ 29.45 Lakhs towards the activities specified under Schedule VII of the Companies Act, 2013 (March 31, 2018: ₹ 35.63 lakhs).

45. Financial instruments

a) Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from borrowings from banks and financial institutions.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents while equity includes all capital and reserves of the Company.

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Long term borrowings	6,464.21	6,220.80
Current maturities of long term debt	360.00	2,676.02
Short term borrowings	21,252.12	20,438.16
Less: Cash and cash equivalent	105.00	318.32
Less: Bank balances other than cash and cash equivalents	424.41	216.24
Net debt	28,605.74	29,869.58
Total equity	17,888.75	17,881.97
Gearing ratio	1.60	1.67

b) Fair value measurement

(a) Financial assets

(₹ in Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost				
Trade receivables	9,797.42	9,797.42	8,758.16	8,758.16
Cash and cash equivalents	105.00	105.00	318.32	318.32
Bank balances other than cash and cash equivalents	424.41	424.41	216.24	216.24
Other financial assets	717.24	717.24	378.26	378.26
Total financial assets at amortised costs (A)	11,044.08	11,044.08	9,670.98	9,670.98
(ii) Measured at fair value through other comprehensive income				
Non-current Investments	3,352.45	3,352.45	2,890.02	2,890.02
Total financial assets at fair value through other comprehensive income (B)	3,352.45	3,352.45	2,890.02	2,890.02
Total financial assets	14,396.53	14,396.53	12,561.00	12,561.00



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

(b) Financial liabilities

(₹ in Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost				
Long term borrowings #	6,464.21	6,464.21	6,220.80	6,220.80
Short term Borrowings	21,252.12	21,252.12	20,438.16	20,438.16
Trade payables	6,735.44	6,735.44	5,568.04	5,568.04
Other financial liabilities	1,455.63	1,455.63	3,702.85	3,702.85
Total financial liabilities	35,907.40	35,907.40	35,929.85	35,929.85

includes current maturities of long term debt

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

Fair value hierarchy

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

c) Financial risk management

(₹ in Lacs)

The company has a risk management committee which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk and interest rate risk), liquidity risk and credit risk.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risks: foreign currency risk, interest rate risk.

Foreign currency risk management

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to USD, GBP and EURO. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Foreign currency exposure

Particulars	Amount in USD \$	Amount in GBP	Amount in EURO
As at March 31, 2019			
Trade Receivables	50.45	1.33	6.23
Foreign currency loans and other credit facilities	(68.91)		
Total as at March 31, 2019	(18.46)	1.33	6.23
As at March 31, 2018			
Trade receivables	54.97	1.20	0.39
Foreign currency loans and other credit facilities	(74.61)	-	-
Total as at March 31, 2018	(19.64)	1.20	0.39

Foreign currency sensitivity

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. (+) (-) 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.



GINNI FILAMENTS LIMITED

Notes forming part of financial statements for the year ended March 31, 2019

Foreign currency sensitivity

Particulars	Increase/ (decrease)	USD	GBP	EURO
For the year ended March 31, 2019	5%	(63.86)	6.03	24.22
Net impact on profit before tax	-5%	63.86	(6.03)	(24.22)
For the year ended March 31, 2018	5%	(63.83)	4.88	1.81
Net impact on profit before tax	-5%	63.83	(4.88)	(1.81)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The borrowings of the Company are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like demand loans and working capital loans.

The following table provides a break-up of the Company's fixed and floating rate borrowings: -

(₹ in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed rate borrowings	7,658.71	6,568.30
Floating rate borrowings *	20,417.62	22,766.68
Total borrowings	28,076.33	29,334.98

* adjusted with unamortised processing fee

(ii) Liquidity risk management

Liquidity risk refers to the risk of financial distress or high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Financial liabilities:

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

(₹ in Lacs)

As at March 31, 2019	Upto 1 year	1-2 years	> 2 years	Total
Financial liabilities				
Long term borrowings	-	5,940.00	524.21	6,464.21
Current maturities of long term debt	360.00	-	-	360.00
Short term borrowings	6,464.21	-	-	6,464.21
Trade payables	6,735.44	-	-	6,735.44
Other financial liabilities	1,095.63	-	-	1,095.63
Total financial liabilities	14,655.28	5,940.00	524.21	21,119.49

Financial assets:

(₹ in Lacs)

As at March 31, 2019	Upto 1 year	1-2 years	> 2 years	Total
Financial assets				
Investments	-	-	3,352.45	3,352.45
Trade receivables	9,797.42	-	-	9,797.42
Cash and cash equivalents	105.00	-	-	105.00
Bank balances other than (ii) above	424.41	-	-	424.41
Other financial assets	710.94	6.30	-	717.24
Total financial assets	11,037.77	6.30	3,352.45	14,396.53



Notes forming part of financial statements for the year ended March 31, 2019

Financial liabilities:

(₹ in Lacs)

As at March 31, 2018	Upto 1 year	1-2 years	> 2 years	Total
Financial liabilities				
Long term borrowings	-	5,456.59	764.21	6,220.80
Current maturities of long term debt	2,676.02	-	-	2,676.02
Short term borrowings	20,438.16	-	-	20,438.16
Trade payables	5,568.04	-	-	5,568.04
Other financial liabilities	1,026.83	-	-	1,026.83
Total financial liabilities	29,709.06	5,456.59	764.21	35,929.86

As at March 31, 2018	Upto 1 year	1-2 years	> 2 years	Total
Financial assets				
Investments	-	-	2,890.02	2,890.02
Trade receivables	8,758.16	-	-	8,758.16
Cash and cash equivalents	318.32	-	-	318.32
Bank balances other than (ii) above	216.24	-	-	216.24
Other financial assets	371.17	7.09	-	378.25
Total financial assets	9,663.89	7.09	2,890.02	12,560.99

(iii) Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable.

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables	9,802.40	8,763.45
Loss allowances	(4.98)	(5.29)
Trade receivables	9,797.42	8,758.16

Note : Trade receivables are net of loss allowances and bills discounted.

46 Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective method of adoption. Under the modified retrospective approach, there are no significant adjustments required to the retained earnings at 1 April 2018 in the financial statements. Also, the application of Ind AS 115 does not have any significant impact on recognition and measurement of revenue and related items in the financial statements.

47 During the year, the Company has partly received insurance claim on account of loss of cotton stock/property occurred due to fire. As per the management's assessment, the balance amount of insurance claim amounting to ₹ 391.20 Lacs is considered to be recoverable and the Company has initiated the arbitration proceedings for the same.

48 Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification.

See accompanying notes to the financial statements

1 to 48

As per our report of even date attached

For Doogar & Associates

Chartered Accountants

Firm's registration No. 000561N

Vardhman Doogar

Partner

M. No 517347

For and on behalf of the Board of Directors

Shishir Jaipuria

Chairman & Managing Director

DIN: 00274959

Suresh Singhvi

Director Finance & CFO

DIN: 00293272

Saket Jaipuria

Executive Director

DIN: 02458923

Bharat Singh

Company Secretary

Place: Noida

Dated: May 21, 2019



GINNI FILAMENTS LIMITED

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 Sixth Annual General Meeting of the Company to be held on Saturday, the 7th September, 2019 at 11.30 A. M. at the Registered Office of the Company at 110 K.M. Stone, Delhi-Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)

Name(s) and Address of the Member(s)
Name(s) of the Joint Holder(s), if any
Folio No./DP ID* No. and Client ID* No.
I certify that I am a Member / Proxy for the Member holding _____ equity shares of ₹ 10/- each.

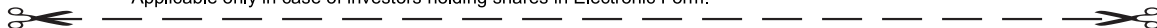
Please ✓ in the Box. ☐ Member ☐ Proxy

Name of the Member / Proxy in Block Letters

Signature of Member / Proxy attending

NOTES :

- 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.
 - Duplicate Attendance Slip will not be issued at the venue.
- * Applicable only in case of investors holding shares in Electronic Form.



Form No.MGT-11

PROXY FORM

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

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

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

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

(i) Name : _____ Address : _____

E-mail ID: _____ Signature: _____, or 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 Thirty Sixth Annual General Meeting (AGM) of the Company to be held on Saturday the 7th September, 2019 at Registered Office of the Company at 11.30 a.m. at 110 K. M. Stone, Delhi-Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

See overleaf



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 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 Skyline Financial Services (P) Ltd., New Delhi



Sl. No.	Resolutions	Optional *		
		No. of shares held by me	I assent to the resolution (for)	I dissent from the resolution (against)
Ordinary Business:				
1	Adoption of Accounts for the financial year ended 31 st March, 2019, the Balance Sheet as on date and the Reports of The Directors and Auditors thereon.			
2	Appointment of Shri Shishir Jaipuria who retires by rotation and being eligible offers himself for re-appointment.			
Special Business:				
3	Re-appointment of Shri Saket Jaipuria as a Whole Time Director			
4	To approve Re-appointment of Mr. Jugal Kishore Bhagat, as Independent Director of the Company for second term			
5	To approve Re-appointment of Mr. Sushil Chandra Tripathi as Independent Director of the Company for second term			
6	To approve Re-appointment of Mrs. Manju Rana as Independent Director of the Company for second term			
7	To approve Re-appointment of Mr. Joginder Pal Kundra as Independent Director of the Company for second term			
8	To approve Re-appointment of Mr. Har Prasad Bhattacharya as Independent Director of the Company for second term			
9	Approval for payment of remuneration to Executive Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulation for the remaining tenure of his appointment			
10	Ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Auditors of the Company for the financial year ending 31 st March, 2020.			

Signed this _____ day of _____, 2019.

Signature of the Shareholder(s) _____

Signature of the Proxy holder(s) _____

Affixed Revenue Stamp

NOTE :

- 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.
- It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / her thinks appropriate.

