GINNI FILAMENTS LIMITED

CIN : L71200UP1982PLC012550

CORPORATE OFFICE: D-196, SECTOR-63, NOIDA-201 307, INDIA
Ph : + 91-120-4058400 (30 LINES) Fax : + 91-120-4250975,4250976
Email: ginni@ginnifilaments.com, Website : www.ginnifilaments.com

GFL/SEC/2020

September 3, 2020

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

Kind Attn. : Department of Corporate Communication / Head Listing Department

Sub.: Annual Report for the Financial Year 2019-20 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attached herewith Annual Report for the Financial Year 2019-20.

This is for your information and records.

Thanking you,

Yours faithfully,
For GINNI FILAMENTS LIMITED

BHARAT SINGH
COMPANY SECRETARY

Encl.: As above

GINNI FILAMENTS LIMITED



ANNUAL REPORT 2019-2020

BOARD OF DIRECTORS

Shri Shishir Jaipuria-Chairman & Managing Director
Shri Saket Jaipuria-Executive Director cum President
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 – 281 401 Distt. Mathura (U.P.)

CORPORATE OFFICE

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

PLANTS / UNITS

1. 110 K M Stone, Delhi Mathura Road
   Chhata – 281 401 Distt. Mathura (U.P.)
2. Plot No.205-206, GIDC Industrial Area,
   Panoli, Ankeleshwar – 394116
   Distt. Bharuch (Gujarat)
3. D-196, Sector – 63, Noida (U.P.) – 201 307
4. Plot No.98, Sector – 5, IIE, SIDCUL,
   Haridwar – 249403 (U.K.)

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NOTICE

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting (AGM) of the Members of Ginni Filaments Limited will be held on Tuesday the 29th September, 2020 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, 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, 2020 including the Audited Balance Sheet as at March 31, 2020 and the statement of Profit and Loss Accounts 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 Saket Jaipuria (DIN 02458923) 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, 197,203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the re-appointment of **Shri Shishir Jaipuria (DIN No. 00274959)** as the Managing Director of the Company for a further period of 3 (three) years with effect from 1st April, 2020 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Shishir Jaipuria.

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

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, 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 Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such further approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of **Shri Suresh Singhvi (DIN No. 00293272)** as Whole-time Director designated as Director (Finance) & CFO of the Company for a period of 2 (two) years with effect from 1st August, 2020 on a remuneration as the minimum remuneration payable to him, irrespective of inadequacy or in absence of profits and on the terms and conditions as set out in the Statement annexed to the Notice of AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment in such form and manner or with such modifications as the Board may deem fit and agreed to by Shri Suresh Singhvi.

   RESOLVED FURTHER THAT 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 re-enactment thereof for the time being in force) and rules made thereunder, Shri Suresh Singhvi, Director (Finance) & CFO of the Company, 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."

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

   "RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the consent of the members of the company be and is hereby accorded to the re-appointment of Shri Yash Jaipuria, who is relative of some directors as the Chief Executive of the Company for a period of three years with effect from 1st January, 2021 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of the AGM with liberty to the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deed fit and agreed to by Shri Yash Jaipuria.

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."

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

"RESOLVED THAT pursuant to the provisions of 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 ₹1,60,000/- (Rupees One Lac Sixty Thousand only) plus applicable taxes and out of pocket expenses to be paid to M/s K. G. Goyal & Associates (Firm Registration No. 000024), Cost Auditors of the Company to conduct the Audit of the cost records of Spinning Units of the Company situated at Kosi Kalan (Distt. Mathura, UP) for the Financial Year ending March 31, 2021, 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 : 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459

NOTES

1. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 6 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.
3. Since, the AGM is being conducted through VC/OAVM, the Proxy Form and the Attendance Slip are not required to be annexed to this Notice.
4. Institutional/Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting through VC/OAVM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to jatinfcs@gmail.com with a copy marked to Secretarial@ginnifilaments.com.
5. The register of members and share transfer books of the Company shall remain closed from **Wednesday, September 23, 2020 to Tuesday, September 29, 2020** (both days inclusive) for the purpose of Annual General Meeting.
6. 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 Registrar and Transfer Agent (RTA) 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.
7. 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
8. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
9. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
10. 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

11. 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.

12. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically or download from the website of the Company (www.ginnifilaments.com) or NSE.

13. Relevant documents referred to in the Annual Report including AGM Notice and explanatory statements are available for inspection through electronic mode basis by members upto the date of AGM and members can send an email in this regard to secretarial@ginnifilaments.com.

14. During the AGM, the statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013 will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to secretarial@ginnifilaments.com.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (www.ginnifilaments.com), Stock Exchange's website (www.nseindia.com) and CDSL website (www.evotingindia.com).

16. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members, who have not registered their e-mail address with the Company or with their respective depository and wish to receive the Notice of the 37th AGM and the Annual Report, can now register/update their E-mail address with RTA at the following link : http://skylinerta.com/EmailReg.php or send scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company by email to secretarial@ginnifilaments.com . Members holding shares in demat form can update their email address with their Depository Participants.

17. Please note that the updation/registration of email addresses on the basis of the above link and scanned documents will be only for the purpose of sending the notice of 37th AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 37th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

18. 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. 22.09.2020** may obtain the login Id and password by sending a request mail at secretarial@ginnifilaments.com or parveen@skylinerta.com

19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required to be annexed.

21. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM till 15 minutes thereafter and will be available for Members on first come first served basis upto 1000 members. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37th AGM without any restriction on account of first-come first served principle.

22. **Voting**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **22nd September, 2020** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

b) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

c) The Company has appointed Mr. Jatin Gupta of M/s. SPJ& Co, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.

d) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before the AGM in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

e) The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at www.ginnifilaments.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the National Stock Exchange of India Ltd., Mumbai.

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

g) Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **22nd September, 2020** may obtain the login details in the manner as mentioned below.

23. **THE INSTRUCTIONS FOR SHAREHOLDRES VOTING ELECTRONICALLY ARE AS UNDER:**

(i) The voting period begins on 26.09.2020 at 09.00 AM and ends on 28.09.2020 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 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

(iv) Click on "Shareholders" module.

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

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

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

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

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

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

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "**Password Creation**" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(xiii) 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.

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

(xv) 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.

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

(xvii) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- Members holding the shares in physical and demat form who have not registered their e-mail addresses with the Company/ RTA can obtain the Notice of AGM and Annual Report and/ or can attend the AGM through VC/ OAVM by updating their e-mail address with the RTA at the following link: http://skylinerta.com/EmailReg.php.
- RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

24. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@ginnifilaments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

25. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 26.09.2020 through email on secretarial@ginnifilaments.com . Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at secretarial@ginnifilaments.com on or before 24.09.2020. Those Members who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

   Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option, such question by the members shall be taken up during the meeting or replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

26. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

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

ITEM NO. 3:

Shri Shishir Jaipuria was appointed as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2017. His present term was concluded on 31st March, 2020. The Board of Directors of the Company at their meeting held on 5th February, 2020 has re-appointed him as Managing Director of the Company for a further period of three (3) years with effect from 1st April, 2020 on remuneration, as approved by the Nomination and Remuneration Committee, and as set out below:

1. **Salary :** ₹ 9,00,000/- per month with annual increment of ₹ 1,00,000/- thereon. First increment will fall due on 1st April, 2021.
2. **Commission** : Not exceeding 2% of the net profits of the Company, computed in the manner laid down under Section 197 and 198 of the Companies Act, 2013.
3. **Perquisites** : The Managing Director shall be entitled to the following perquisites classified into Categories 'A' and 'B'.

CATEGORY – 'A' :

i) **Housing** : Free furnished residential accommodation or House Rent Allowance of 55% of salary in lieu thereof along with furniture & fixtures as per requirement.

ii) Gas, Electricity, Water & Furnishings : Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.

iii) Medical Reimbursement : Medical expenses incurred for self and his family.

iv) Leave Travel Concession : For self and his family, as per rules of the Company.

v) Insurance : As per Company rules and requirements.

vi) Car : Free use of the Company's car(s) with driver.

vii) Club : Fees of club(s).

viii) Telecom / Computer Facilities : As per requirements.

ix) Travelling Expenses : While travelling on the Company's business purposes, the Managing Director will be entitled to be accompanied by his wife, and the travelling and other incidental expenses incurred by his wife will also be borne/reimbursed by the Company.

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

CATEGORY – 'B' :

i) Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

iii) Encashment of leave as per rules of the Company.

MINIMUM REMUNERATION :

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

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

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice. Shri Shishir 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 managing director 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 Shishir Jaipuria, to whom the resolution relates, and Shri Saket Jaipuria being relative, is interested or concerned in the proposed resolution.

ITEM NO. 4:

Shri Suresh Singhvi was appointed as Whole-time Director of the Company for a period of three (3) years w.e.f. 1st August, 2017 to 31st July, 2020 and his tenure was concluded on 31st July, 2020. The Board of Directors of the Company at their meeting held on 30th June, 2020 has re-appointed him as Whole-time Director and designated as Director (Finance) & CFO of the Company for a further period of two (2) years with effect from 1st August, 2020 on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:

1. **Basic Salary :** ₹ 1,80,000/- per month and ₹ 1,95,000/- per month with effect from 1st August, 2021.
2. **H.R.A. :** 55% of Basic Salary.
3. **Special Incentive :** ₹ 5,00,000/- per annum w.e.f. 1st August, 2020 on completion of the relevant years.

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

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

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

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

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

   (v) **Telecom / Computer Facilities**: As per requirements

   (vi) **Car facility**: Car(s) with driver

   (vii) **Insurance**: As per policy of the Company / requirements.

   (viii) **Membership** fee of professional bodies

   (ix) **Provident Fund**: As per rules of the Company

   (x) **Gratuity**: As per rules of the Company.

   (xi) **Encashment of Leave**: As per rules of the Company.

MINIMUM REMUNERATION:

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

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

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

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

ITEM NO. 5:

Shri Yash Jaipuria was appointed as Executive Officer of the Company for a period of three (3) years w.e.f. 1st January, 2018 to 31st December, 2020. In terms of provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, prior approval of the Company is required in case of related party's appointment to any office or place of profit in the company. Shri Yash Jaipuria being son of Shri Shishir Jaipuria, Managing Director and brother of Shri Saket Jaipuria, Executive Director Cum President holds the position of related party in terms of provisions of the Companies Act, 2013. The Board of Directors of the Company at its meeting held on 30th June, 2020 has decided to re-appoint him as "Chief Executive" for a period of three years w.e.f. 1st January, 2021 before the expiry of his term on a revised remuneration as recommended and approval by the Nomination and Remuneration Committee of the Board considering his experience and expertise, as set out below:

Basic Salary : ₹2,25,000/- per month with annual increment of ₹25,000/-. First increment will fall due on 1st January, 2022.

Special Incentive: ₹ 6,00,000/- per annum w.e.f. 1st January, 2021 on completion of the relevant years.

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

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

i) Medical Reimbursement : One month of Basic Salary in a year.

ii) Leave Travel Concession : One month of Basic Salary in a year.

iii) Personal Accident Insurance – Premium upto 15 days of Basic Salary in a year.

iv) Car : Free use of the Company's car with driver.

v) Telecom / Computer Facilities : As per requirements.

vi) Provident Fund : As per rules of the Company

vii) Gratuity : As per rules of the Company.

viii) Encashment of Leave : As per rules of the Company.

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

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

ITEM NO. 6:

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, 2021 at a remuneration of ₹1,60,000/- (Rupees One Lakh sixty thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is required by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2021.

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: 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459

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

I. **GENERAL INFORMATION:**

1.	Nature of Industry	Textile Industry		
2.	Date or expected date of commencement of commercial production	The Company had commenced production in 1990.		
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4.	Financial performance based on given indicators	**FINANCIAL RESULTS**	*(₹ in Lacs)* **2019-20**	*(₹ in Lacs)* 2018-19
		Total Revenue	**79150.31**	81244.54
		Profit before Depreciation, Finance Cost & Tax	**6811.64**	5570.47
		Less : Finance Cost	**3299.83**	3346.32
		Less: Depreciation and Amortisation Expenses	**2589.71**	2572.04
		Profit before Tax	**922.10**	(347.89)
		Provision for Tax		
		- Current	**425.00**	44.81
		- Deferred Tax	**(79.72)**	(87.79)
		- Income Tax earlier year	**6.90**	44.56
		Profit after Tax	**569.92**	(349.47)
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 SHISHIR JAIPURIA:

Shri Shishir Jaipuria is a renowned industrialist having interest in manufacturing Companies in areas of Textile & Clothing and his group has a strong presence in Education Sector. He is B.Com., LLB and has about 36 years of experience in Textile Industry. He is also Chairman of Seth Anandram Jaipuria Education Society, which is present in all three verticals, viz. Pre-schools, K12 Schools and Higher Education. The student strength of the Society is 15000 at present. Mr. Jaipuria has been an active member of FICCI Executive Committee. Presently, he is Co-Chairman, FICCI Arise (a vertical of FICCI dealing with school education) as well as Vice Chairman of FICCI All India Organisation of Employers (AIOE). He is a Executive Committee Member of Federation of Indian Export Organization (FIEO).

SHRI SURESH SINGHVI:

Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 39 years of experience in finance, accounts and legal matters. Before joining the Company he served for some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.

2. PAST REMUNEATION:

Past Remuneration paid to Shri Shishir Jaipuria and Shri Suresh Singhvi for the year 2019-20 are as under:

(₹ in Lacs)

	Salary	**Perquisites & Others**	**Total**
Shri Shishir Jaipuria	148.80	18.01	166.81
Shri Suresh Singhvi	39.30	8.18	47.48

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY

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

SHRI SURESH SINGHVI : Shri Suresh Singhvi is managing the whole finance and accounts related operations under the overall supervision and guidance of MD and Board of Directors of the Company. He has successfully managed financing of several expansion/ diversification projects of the Company.

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 and their shareholding in the Company, the Managing Directors and Wholetime Directors have no pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Shri Shishir Jaipuria, Chairman & Managing Director and Shri Saket Jaipuria, Executive Director Cum President are related to each other. Furher that Shri Shishir Jaipuria hold 33,65,823 equity Shares of the Company, whereas Shri Saket Jaipuria hold 61,36,008 equity Shares of the Company.

III. **OTHER INFORMATION:**

1. **Reasons of loss or inadequate profits**

The Company has earned inadequate profits from its operations due to rising raw material prices and lower demand in international market particularly from China. 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:**

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

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: 11th August, 2020

Bharat Singh
Company Secretary
Membership No. F6459

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANIES SECRETARIES OF INDIA

Name of the Directors	**Shri Shishir Jaipuria, Managing Director**	**Shri Saket Jaipuria, Executive Director Cum President**	**Shri Suresh Singhvi, Whole-time Director, designated as Director Finance and CFO**
DIN Number	00274959	02458923	00293272
Date of Birth	07.04.1957	11.10.1982	21.11.1953
Date of Appointment	14.02.1990	11.02.2011	30.07.2009
Qualification	B. Com., LLB	Business Administration Degree from Carnegie Mellon University, Pittsburg, USA	B.Com., LL.B, FCA
Brief Resume and Experience / Expertise	Shri Shishir Jaipuria is a renowned industrialist having interest in manufacturing Companies in areas of Textile & Clothing and his group has a strong presence in Education Sector. He is B.Com., LLB and has about 36 years of experience in Textile Industry. He is also Chairman of Seth Anandram Jaipuria Education Society, which is present in all three verticals, viz. Pre-schools, K12 Schools and Higher Education. The student strength of the Society is 15000 at present. Mr. Jaipuria has been an active member of FICCI Executive Committee. Presently, he is Co-Chairman, FICCI Arise (a vertical of FICCI dealing with school education) as well as Vice Chairman of FICCI All India Organisation of Employers (AIOE). He is a Executive Committee Member of Federation of Indian Export Organization (FIEO).	Shri Saket Jaipuria has around 16 years experience of vibrant Global Economy and has very sound knowledge of Indian & Global Textile Business. He was appointed as 'Chief Executive' of the Company since year 2004 and further appointed as an Executive Director in year 2011.	Shri Suresh Singhvi is a Chartered Accountant and also a Law Graduate having around 39 years of experience in finance, accounts and legal matters. Before joining the Company he served for some of the reputed business groups of the Country. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.
Disclosure of Relationships between Directors inter-se	Shri Shishir Jaipuria, Managing Director of the Company is the father of Shri Saket Jaipuria, Executive Director Cum President	Shri Saket Jaipuria, Executive Director Cum President of the Company is the son of Shri Shishir Jaipuria, Managing Director	NIL
Directorship held in other Companies	1.The India Thermit Corporation Ltd. 2. PHD Chamber of Commerce and Industry 3. JNG Construction Pvt Ltd.	1. SRJ Edu Services Pvt Ltd 2. Raghukul Trading Pvt Ltd	1. SRJ Edu Services Pvt Ltd. 2. JNG Construction Pvt Ltd
Chairman/ Membership of Committees in other Public Limited Companies	NIL	NIL	NIL
No. of Shares & % of shares held on 31.03.2020	3365823 (4.76%)	6136008 (8.69%)	NIL

DIRECTORS' REPORT

Your Directors have pleasure in presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2020.

FINANCIAL HIGHLIGHTS **(₹ in Lacs)**

FINANCIAL RESULTS	**2019-20**	2018-19
Total Revenue	**79150.31**	81244.54
Profit before Depreciation, Finance Cost & Tax	**6811.64**	5570.47
Less : Finance Cost	**3299.83**	3346.32
Less : Depreciation and Amortisation Expenses	**2589.71**	2572.04
Profit before Tax	**922.10**	(347.89)
Provision for Tax		
- Current	**425.00**	44.81
- Deferred Tax	**(79.72)**	(87.79)
- Income Tax earlier year	**6.90**	44.56
Profit after Tax	**569.92**	(349.47)

DIVIDEND AND RESERVES

Your Directors do not recommend any dividend for the financial year ended March 31, 2020 and no amount has been transferred to General Reserve.

OPERATIONS AND STATE OF COMPANY AFFAIRS

During the year under review revenue has decreased to Rs. 79150 lacs as compare to previous year of Rs. 81245 lacs. However, the Company earned profit of Rs. 570 lacs against the loss in previous year of Rs. 349 lacs.

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

The Independent Directors namely Shri Joginder Pal Kundra, Dr. Har Prasad Bhattacharya, Shri Jugal Kishore Bhagat, Shri Sushil Chandra Tripathi and Smt. Manju Rana have given their declaration of independence in terms of Section 149 of the Companies Act, 2013. 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 wherein they reviewed the performance of the Executive Directors of the Company, Chairman of the Company and assessed the quality, quantity and timelines of flow of information.

The Board of Directors of the Company at its meeting held on February 5, 2020 has reappointed Shri Shishir Jaipuria as Managing Director of the Company for the period of three years w.e.f. 1st April, 2020 on remuneration as approved by the Nomination and Remuneration Committee (NRC). His appointment is subject to the approval of shareholders at the ensuing Annual General Meeting.

The Board of Directors of the Company at its meeting held on June 30, 2020 has reappointed Shri Suresh Singhvi as Director (Finance) & CFO of the Company for the period of two years w.e.f. 1st August, 2020 on remuneration as approved by the Nomination and Remuneration Committee. His appointment is subject to the approval of shareholders at the ensuing Annual General Meeting.

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

ANNUAL EVALUATION BY THE BOARD

For performance evaluation of the Board as stipulated under Listing Regulations and Section 134 of the Companies Act, 2013 read with Rule 8(4) of the Companies (Account) Rules, 2014, a formal Annual Evaluation process has been carried out

for evaluating the performance of the Board, its Committees and the individual Directors. The performance of the Board was evaluated by the Board after seeking inputs from all directors on basis of criteria, such as, board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees 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 21st May, 2019, 1st August, 2019, 8th November, 2019 and 5th February, 2020 and four (4) Audit Committee meetings were held on 21st May, 2019, 1st August, 2019, 8th November, 2019 and 5th February, 2020. 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 has 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, 2020, 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. 6 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 entities belonging to the promoter/promoter group which holds 10% or more shareholding in the Company have been disclosed in the accompanying Financial Statement of the Company. Please refer to Note No. 44 of the Financial Statement of the Company.

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

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and applicable Rules and recent amendments, for the year ended March 31, 2020, the Company was not required to make any expenditure towards CSR.

Acknowledging its responsibility towards the society, your Company has put in place a CSR Policy, which may be referred to at the Company's website www.ginnifilaments.com. The CSR committee guides and monitors the activity undertaken by the Company in this sphere.

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 – 'D'**. 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, 2020, 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.

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 2020-21. 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, 2020 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 2020-21. 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 had 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, 2020. The Secretarial Audit Report is annexed as **Annexure –'E'**.

The Secretarial Audit Report for the Financial Year ended on March 31, 2020 issued by Secretarial Auditor do not contain any qualification, reservation or adverse remark so need not require any explanation or comment,

SECRETARIAL STANDARD

The Company is in Compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

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 - 'F'**.

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 – 'G'**.

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 - 'H'**.

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.

COVID-19

In March 2020, the World Health Organization declared Covid-19 to be pandemic. Pursuant to the outbreak of Covid-19 worldwide, the Government of India declared countrywide lockdown on March 24, 2020 which led to the temporary suspension of some operations of the Company and has impacted the overall business operations of the Company. The Company has adopted all the necessary measures to curb the spread of infection in order to protect the health and well being of employees and ensured business continuity to the extent possible with minimal disruption. The details of impact of COVID-19 on operations of the Company are described in the Management Discussion and Analysis Report which forms part of this Annual Report.

INDUSTRIAL RELATIONS

The Company continued to maintain harmonious and cordial relations with its workers in all its divisions, which enabled it to achieve this performance level on all fronts.

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.) **SHISHIR JAIPURIA**

Date : 30/06/2020 **Chairman & Managing Director**

ANNEXURE- A

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 2019-20.

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. The Central Govt. is giving big boost to value added segment of the industry. This will enhance employment with minimum investment.

The Indian textile Industry has inherent linkage with agriculture, culture and traditions of the country making for its versatile spread of products appropriate for both domestic and 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 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. Govt of India is also taking keen interest in developing technical textiles.

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, jute, etc. It is rich in availability of highly trained manpower and has a huge advantage due to lower wage rates. 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 escalating trade conflicts between US & China we can witness a good opportunity for growth of madeup and garments in India.

However, low cotton yield, higher contamination in cotton, higher power cost, low labour productivity are some of the factors which are creating tough competition with countries like Bengladesh, Sri Lanka, Vietnam etc. The preferential trade agreements which those less developed economies enjoy with USA, EU & Canada also puts Indian Garmenters at a disadvantage.

The expanding demand in technical textiles has provided a big opportunity to Indian textile sector. Continuous innovation in technical textiles has provided very cost effective textile products with appropriate usages in various segments like hygiene, medical, geotextiles, automotives, industrial, etc. Increase in rate of duty by U.S on imports of textiles and clothing from China will give opportunity to improve India's export. Presently COVID-19 has adversely impacted demand for textile products and recovery may take some time as presently retail outlets of apparel are not adequately functioning. However, in long term Indian Textile Industry will have good opportunities to growth as the pattern of sourcing will see shift globally.

3. Segment-wise or product-wise performance

The overall business of the Company is divided into two verticals: 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 has recently ventured into manufacturing of cosmetic products.

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. In addition adversities due to COVID-19 has posed a big challenge to this segment to our Company. In view of retail being adversely affected, technical textile and its converted products business is improving with good demand.

4. Risks and Concerns

The following may be considered as a risk and concerns for the Indian textile industry:

1. Competition from low cost countries.
2. Favourable trade agreements of less developed countries with USA, EU, UK & Canada.
3. High power cost.
4. Labour advantage gradually diminishing because of increasing wage cost.
5. Low competitiveness in man-made fibres.
6. Continuity of COVID-19 pendmic affecting retailers and reducing consumer demand.

5. Internal Control System and their adequacy

The company has Internal Control System commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transaction with proper authorization and ensuring compliance with corporate policies. The controls, based on the prevailing business conditions and processes have been tested during the year and no reportable material weakness in the design or effectiveness was observed.

The Company uses ERP platform to keep the Internal Control System framework robust and our Information Management Policy govern the platforms. The system, standard operating procedures and control are implemented by the executive leadership team and are reviewed by the internal audit team whose findings and recommendations are placed before the Audit Committee.

The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit Function Report to The Chairman of the Audit Committee. The Internal Audit team develop an annual audit plan based on the risk profile of the business activities. The Internal Audit plan is approved by the Audit Committee, which also reviews compliance to the plan.

The Internal Audit team monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating system, accounting procedures and policies at all location of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the control. Significant audit observations and corrective action(s) thereon are presented to the Audit Committee.

6. Outlook

The world economy faces considerable uncertainty and weak international sentiments due to COVID-19. Non utilization of capacities due to lack of demand and availability of workforce does not indicate a good outlook for traditional textile industry in short term. However, technical textile has shown surge in demand which will lead to increased consumption. In long term India textiles industry will have good opportunity due to shifting of sourcing from China to other countries and India will be one of the major beneficiary.

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 2019-20.

8. Human Resources / Industrial Relations

The Company believes that the human resources are the most critical element responsible for growth. Company strives towards attracting, retaining and developing the best talent required for the business to grow. The employees are regularly provided with training and development programmes to enhance their skills and focus on career progression. Company nurtures a work culture that leads to employee satisfaction, unflagging motivation and high retention rate.

Company HR policies ensure working together with the employees for their personal and professional development and at the same time aligning their goals with those of the Company to create a win-win situation. Company focus on ensuring transparent, safe, healthy, progressive and engaging work environment is aimed at creating leaders of the future. Employees have a sense of belongingness and feel empowered in driving business profitability. The well-disciplined workforce which has served the Company for thirty years lies at the very foundation of the company's major achievements. The focus is on adopting best practices to ensure better work life balance for the employees of the Company.

9. Details of Significant Changes in Key Financial Ratios

Key Financial Ratios

Ratios	2020	2019	Change
Debtors Turnover	**6.85**	**7.70**	**-11.03%**
Inventory Turnover	4.51	5.13	-12.08%
Interest Coverage Ratio	1.24	1.06	16.98%
Current Ratio	1.12	0.97	15.46%
Debt Equity Ratio	1.67	1.61	3.72%
Operating Profit Margin %	1.17%	-0.43%	372.09%
Net Profit Margin %	0.72%	-0.43%	267.44%
Return on Net Worth %	3.07%	-1.95%	257.43%

Note:- Decrease in Debtors ratio is due to higher credits requirements by customers in some market segments of the Company.

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.

ANNEXURE - C

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 cum President of the Company.
	(b)	Nature of contracts / arrangements / transactions	:	Remuneration
	(c)	Duration of the contracts / arrangements / transactions	:	3 years w.e.f. 1st January, 2021.
	(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	Basic Salary Rs. 2,25,000/- per month with annual increment of Rs.25000/-, Increment will fall due on 1st January, 2022
	(e)	Justification for entering into such contracts or arrangements or transactions	:	The Board re-appointed Shri Yash Jaipuria as Chief Executive on the basis of his past performance in the Company
	(f)	Date(s) of approval by the Board	:	30th June, 2020
	(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	:	
2.	Details of material contracts or arrangement or transactions at arm's length basis		:	NIL
	(a)	Name(s) of the related party and nature of relationship	:	
	(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

SHISHIR JAIPURIA
CHAIRMAN & MANAGING DIRECTOR

Place : Noida (U.P.)
Date : June 30, 2020

Annexure – 'D'

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

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.)
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	43.00
2	Non Woven	2699	25.07
3	Fabric	2365	22.67

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDINGS/ SUBSISIDIARY/ 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, 2019)				No. Of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1 **Indian**									
a) Individuals / Hindu Undivided Family	33960431	--	33960431	48.07	34593174	--	34593174	48.96	0.89
b) Central Govt / State Govt.	--	--	--	--	--	--	--	--	--
c) Financial Instiurion / Banks	--	--	--	--	--	--	--	--	--
d) Any Other (Specify)	--	--	--	--	--	--	--	--	--
Bodies Corporate	9975307	--	9975307	14.12	10005017	--	10005017	14.17	0.05

Sub Total (A) (1)	43935738	--	43935738	62.19	44598191	--	44598191	63.13	0.94
2 **Foreign**	--	--	--	--	--	--	--	--	--
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)	--	--	--	--	--	--	--	--	--
(b) Government	--	--	--	--	--	--	--	--	--
(c) Institutions	--	--	--	--	--	--	--	--	--
(d) Foreign Portfolio Inverstor									
(e) Any Other (Specify)									
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A) (1) + (A)(2)	43935738	--	43935738	62.19	44598191	--	44598191	63.13	0.94
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	100	--	100	0.00	100	--	100	0.00	--
b) Venture Capital Funds									
c) Alternate Investment Funds									
d) Foreign Venture Capital Investor									
e)Foreign Institutions Investor	--	8510	8510	0.01	--	8510	8510	0.01	--
f) Financial Institutions/Banks	510	50	560	0.00	1644	50	1694	0.00	--
g) Insurance Companies	--	--	--	--	--	--	--	--	--
h) Provident Funds/Pensions Funds	--	--	--	--	--	--	--	--	--
i) Any Others (specify)	--	--	--	--	--	--	--	--	--
j) Foreign Financial Instt. / Banks	--	--	--	--	--	--	--	--	--
Sub-total (B)(1) :-	610	8560	9170	0.01	1744	8560	10304	0.01	--
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	17355350	860183	18215533	25.78	16364663	839323	17203986	24.35	1.43

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	4761943	--	4761943	6.74	5905727	--	5905727	8.36	1.62
(b) NBFCs registered with RBI	--	--	--	--	--	--	--	--	--
(c) Employee Trusts	--	--	--	--	--	--	--	--	--
(d) Overseas Depositories (holding DRs) (balancing figure)	--	--	--	--	--	--	--	--	--
e)Any Other (specify)	--	--	--	--	--	--	--	--	--
i) Trust	55100	--	55100	0.078	55200	--	55200	0.08	0.002
ii) Non Resident Indian	633638	--	633638	0.90	678964	--	678964	0.96	0.06
iii) Clearing Members	354347	--	354347	0.50	95710	--	95710	0.14	-0.36
iv) Hindu Undivided Families	1265883	200	1266083	1.79	1249845	200	1250045	1.77	-0.02
v) Bodies Corporate	1397923	16290	1414213	2.00	836838	15090	851928	1.21	-0.79
vi) Others	--	--	--	--	10	--	10	0.00	0.00
Sub-total (B)(3):-	25828484	876673	26705157	37.80	25186957	854613	26041570	36.86	-0.93
Total Public Shareholding (B)=(B)(1)+ (B)(2)+(B)(3)	25829094	885233	26714327	37.81	25188701	863173	26051874	36.87	-0.94

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 share-holding 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	3006013	4.25	2648300	88.19	3365823	4.76	2648300	78.68	0.51
3	Sunita Jaipuria	4428684	6.27	2550000	57.58	4673617	6.62	2550000	54.56	0.35
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	5745847	8.13	2560000	44.55	0.03
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	--	--	--	--	--	--	--

11	Raghukul Trading Pvt. Ltd.	9955279	14.09	--	--	10005017	14.16	--	--	0.07
12	Lochan Agro Pvt Ltd	11313	0.02	--	--	--	--	--	--	--
	Total	43935738	62.19	17700000	40.29	44598191	63.13	17700000	39.69	0.94

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		3006013	4.25		
	Shishir Jaipuria Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	20.06.2019 21.06.2019 25.06.2019 26.06.2019 27.06.2019 05.08.2019 06.08.2019 07.08.2019 08.08.2019 09.08.2019 13.08.2019 14.08.2019 19.08.2019 20.08.2019 15.11.2019 18.11.2019 19.11.2019 21.11.2019 25.11.2019 26.11.2019 27.11.2019 28.11.2019 02.12.2019 03.12.2019 05.12.2019 06.12.2019 09.12.2019 10.12.2019 11.12.2019 12.12.2019 16.12.2019 17.12.2019 18.12.2019 24.02.2020 25.02.2020 27.02.2020 09.03.2020 11.03.2020 12.03.2020 13.03.2020 16.03.2020 (Market Purchase)	8053 4000 9451 3266 11500 12500 17028 34441 14000 2642 16300 13380 15695 17369 8498 1000 4972 6171 6900 6000 4184 5494 6000 1493 96 3678 9310 2301 7000 100 3700 2400 9159 22949 18417 20876 8600 6758 10000 4000 3129		
	At the end of the year				3365823	4.76

2	At the beginning of the year		4428684	6.27		
	Sunita Jaipuria Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	14.08.2019 19.08.2019 21.08.2019 23.08.2019 26.08.2019 27.08.2019 28.11.2019 29.11.2019 02.12.2019 05.12.2019 06.12.2019 17.03.2020 19.03.2020 20.03.2020 (Market purchase)	50000 25000 14698 12683 10000 9552 20000 20000 20000 23000 25000 4000 6000 9000			
	At the end of the year				4673617	6.62
3	At the beginning of the year		5720847	8.10		
	Yash Jaipuria Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	17.12.2019 (Market Purchase)	25000			
	At the end of the year				5745847	8.13
4	At the beginning of the year		9955279	14.09		
	Raghukul Trading 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.):	28.08.2019 29.08.2019 30.08.2019 03.09.2019 06.03.2020 06.03.2020 (Market Purchase)	1301 3597 9500 6091 8715 20534			
	At the end of the year				10005017	14.16
5	At the beginning of the year		11313	0.02		
	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.):	19.06.2019 06.03.2020 (Market Purchase / Sell)	9221 -20534			
	At the end of the year				--	0.00
6	At the beginning of the year		8715	0.01		
	SRJ Edu Services Pvt. Ltd. (Formerly known as Jaipuria Edu Services 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.):	06.03.2020 (Market Sell)	-8715			
	At the end of the year				--	0.00

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.		Shareholding at the beginning of the year-2019		Transactions during the year		Cumulative Shareholding at the end of the year-2020	
	Name & Type of Transaction	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
1.	SAMIR JITENDRA JAVERI	510000	0.72				
	AT THE END OF THE YEAR					510000	0.72
2.	SANTOSH SITARAM GOENKA	16801	0.02				
	Purchase			19/04/2019	3089	19890	0.03
	Purchase			26/04/2019	40598	60488	0.09
	Purchase			03/05/2019	32449	92937	0.13
	Purchase			10/05/2019	19931	112868	0.16
	Purchase			17/05/2019	13638	126506	0.18
	Purchase			24/05/2019	8761	135267	0.19
	Purchase			14/06/2019	13022	148289	0.21
	Purchase			21/06/2019	28279	176568	0.25
	Purchase			28/06/2019	19225	195793	0.28
	Purchase			27/12/2019	15930	211723	0.30
	Purchase			31/12/2019	4400	216123	0.31
	Purchase			03/01/2020	52942	269065	0.38
	Purchase			17/01/2020	1900	270965	0.38
	Purchase			07/02/2020	3328	274293	0.39
	Purchase			14/02/2020	2	274295	0.39
	Purchase			21/02/2020	14381	288676	0.41
	Purchase			28/02/2020	55330	344006	0.49
	Purchase			06/03/2020	128178	472184	0.67
	Purchase			13/03/2020	1185	473369	0.67
	AT THE END OF THE YEAR					473369	0.67
3.	VENKATA RAMA RAJU DANTULURI #	154200	0.22				
	Purchase			03/05/2019	17704	171904	0.24
	Purchase			10/05/2019	40479	212383	0.30
	Purchase			24/05/2019	42617	255000	0.36
	Sale			31/05/2019	-30600	224400	0.32
	Purchase			14/06/2019	65250	289650	0.41
	Purchase			12/07/2019	19350	309000	0.44
	Purchase			22/11/2019	3300	312300	0.44
	Purchase			29/11/2019	11100	323400	0.46
	Purchase			06/12/2019	4500	327900	0.46
	Purchase			17/01/2020	27900	355800	0.50
	AT THE END OF THE YEAR					355800	0.50
4.	SAURABH PACHAURI #	128975	0.18				
	Sale			17/05/2019	-43974	85001	0.12
	Purchase			24/05/2019	43974	128975	0.18
	Sale			07/06/2019	-43974	85001	0.12
	Purchase			14/06/2019	43974	128975	0.18
	Sale			21/06/2019	-43974	85001	0.12
	Sale			29/06/2019	-41027	43974	0.06
	Purchase			30/06/2019	85001	128975	0.18
	Purchase			18/10/2019	7724	136699	0.19
	Purchase			01/11/2019	8502	145201	0.21

	Purchase			08/11/2019	43129	188330	0.27
	Purchase			15/11/2019	740	189070	0.27
	Purchase			22/11/2019	1799	190869	0.27
	Purchase			29/11/2019	1900	192769	0.27
	Purchase			06/12/2019	1864	194633	0.28
	Purchase			13/12/2019	3300	197933	0.28
	Purchase			20/12/2019	100	198033	0.28
	Purchase			03/01/2020	400	198433	0.28
	Purchase			10/01/2020	1600	200033	0.28
	Purchase			07/02/2020	850	200883	0.28
	Purchase			28/02/2020	1	200884	0.28
	AT THE END OF THE YEAR					200884	0.28
5.	SURESH KUMAR FOGLA	163801	0.02				
	Sale			27.12.2019	-3000	160801	0.23
	AT THE END OF THE YEAR					160801	0.23
6.	SUPRIYA PUNIT AGARWAL#	3812	0.01				
	Purchase			03/05/2019	18507	22319	0.03
	Purchase			10/05/2019	1140	23459	0.03
	Purchase			17/05/2019	26668	50127	0.07
	Purchase			26/07/2019	2686	52813	0.07
	Purchase			23/08/2019	9183	61996	0.09
	Purchase			30/08/2019	7369	69365	0.10
	Purchase			20/12/2019	13752	83117	0.12
	Purchase			14/02/2020	8307	91424	0.13
	Purchase			06/03/2020	746	92170	0.13
	Purchase			13/03/2020	22787	114957	0.16
	Purchase			20/03/2020	39305	154262	0.22
	AT THE END OF THE YEAR					154262	0.22
7.	MOHAN MALANI	102744	0.15				
	Purchase			27/03/2020	18608	121352	0.17
	Purchase			31/03/2020	17717	139069	0.20
	AT THE END OF THE YEAR					139069	0.20
8.	ARPIT RANKA	130000	0.18				
	AT THE END OF THE YEAR					130000	0.18
9.	RISHI GUPTA #	64043	0.09				
	Sale			10/05/2019	-4000	60043	0.08
	Purchase			09/08/2019	45826	105869	0.15
	Sale			23/08/2019	-547	105322	0.15
	Sale			20/09/2019	-1450	103872	0.15
	Purchase			30/09/2019	11300	115172	0.16
	Purchase			04/10/2019	1928	117100	0.17
	Purchase			18/10/2019	11700	128800	0.18
	Sale			25/10/2019	-13000	115800	0.16
	Sale			01/11/2019	-10000	105800	0.15
	Sale			08/11/2019	-5599	100201	0.14
	Purchase			22/11/2019	276	100477	0.14
	Purchase			29/11/2019	856	101333	0.14
	Purchase			06/12/2019	3529	104862	0.15
	Purchase			13/12/2019	4826	109688	0.16
	Purchase			27/12/2019	2955	112643	0.16
	Purchase			17/01/2020	11374	124017	0.18
	Sale			24/01/2020	-4995	119022	0.17
	Purchase			07/02/2020	12272	131294	0.19
	Sale			28/02/2020	-10166	121128	0.17
	Sale			06/03/2020	-683	120445	0.17
	Purchase			13/03/2020	697	121142	0.17
	Sale			20/03/2020	-10101	111041	0.16

	Purchase			31/03/2020	4760	115801	0.16
	AT THE END OF THE YEAR					115801	0.16
10.	SAROJ DHIRAJLAL KAPASI	115000	0.16				
	AT THE END OF THE YEAR					115000	0.16

Not in list of Top 10 Shareholders as on 31.03.2019

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	3006013	4.25	--	--
	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	--	--	3365823	4.76
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	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
9	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	21187.38	6888.95		28076.33
(ii) Interest due but not paid	--	--		--
(iii) Interest accrued but not due	--	456.88		456.88
Total (i+ii+iii)	**21187.38**	**7345.83**		**28533.21**
Change in Indebtedness during the financial year				
* Addition	3100.00	3852.25		6952.25
* Reduction	1129.99	3125.28		4255.27
Net Change	1970.01	**726.97**		**2696.98**
Indebtedness at the end of the financial year				
(i) Principal Amount	23157.39	7538.50		30695.89
(ii) Interest due but not paid	--	--		--
(iii) Interest accrued but not due	--	534.30		534.30
Total (i+ii+iii)	**23157.39**	**8072.80**		**31230.19**

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 Cum President	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	148.80	88.55	39.30	276.65
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5.05	0.64	0.40	6.09
	(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.)	12.96	8.33	7.78	29.07
	Total (A)	**166.81**	**97.52**	**47.48**	**311.81**
	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	SMT. MANJU RANA	Rs. In Lakhs
		1	2	3	4	5	6
1	Independent Directors						
	Fee for attending board committee meetings	3.60	3.30	2.85	3.00	3.20	15.95
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (1)	3.60	3.30	2.85	3.00	3.20	15.95
2	Other Non-Executive Directors	--	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (2)	--	--	--	--	--	--

	Total (B)=(1+2)	3.60	3.30	2.85	3.00	3.20	15.95
	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/WTD

(₹ 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	16.38	16.38
	(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	1.14	1.14
	Total	**17.63**	**17.63**

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	--	--	--	--	--

Annexure-E

SECRETARIAL AUDIT REPORT

FORM MR-3

FOR THE FINANCIALYEAR ENDED 31ST MARCH 2020

{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 provision and the adherence to good corporate practice 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 conduct /statutory compliances and expressing our opinion thereon.

Based on our verification of the Companies books, papers, minute books, forms and returns filed and other statutory 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 2020 ('Audit Period') complied with the statutory provision 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 return filed and other statutory records maintained by the Company for the financial year ended on 31st March, 2020 according to the provision 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 Regulation 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 (Share Based Employee Benefits) regulations 2014

  (e) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period)**

  (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 **(Not applicable to the Company during the audit period)**

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulation,1998 **(Not applicable to the Company during the audit period)**

(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 Boiler 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;
10. Minimum Wages Act, 1948.

We have also examined compliances with the applicable clauses /regulation of the following:

(i) The Secretarial Standard issued by the Institute of the Company Secretaries of India

(ii) The Securities and Exchange board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited,

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

We further report that:

The Board of Directors of the Company was duly re-constituted with proper balance of Executives 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.

As per the minutes of the meeting 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 its operations to monitor and ensure compliance with applicable laws, rules, regulation 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) Shri Saket Jaipuria (DIN No. 02458923) was re-appointed as a whole-time Director designated as Executive Director for a period of three years with effect from 11th February, 2019.

(ii) Shri Jugal Kishore Bhagat (DIN No. 00055972) was re-appointed as an Independent Director of the Company to hold office for second term of 5 years with effect from 10th September, 2019 to 09th September, 2024.

(iii) Shri Sushil Chandra Tripathi (DIN No. 00941922) was re-appointed as an Independent Director of the Company to hold office for second term of 5 years with effect from 10th September, 2019 to 09th September, 2024.

(iv) Smt. Manju Rana (DIN No. 06939634) was re-appointed as an Independent Director of the Company to hold office for second term of 5 years with effect from 10th September, 2019 to 09th September, 2024.

(v) Sh. Joginder Pal Kundra (DIN No. 00004228) was re-appointed as an Independent Director of the Company to hold office for second term of 5 years with effect from 10th September, 2019 to 09th September, 2024.

(vi) Sh. Har Prasad Bhattacharya (DIN No. 00304475) was re-appointed as an Independent Director of the Company to hold office for second term of 5 years with effect from 10th September, 2019 to 09th September, 2024.

(vii) 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 was approved by members of Company by way of special resolution.

UDIN number: F004764B000241781
PLACE: NEW DELHI
DATE: 14/05/2020

FOR PARVEEN RASTOGI & CO.
COMPANY SECRETARIES

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

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To

The Members,

GINNI FILAMENTS LTD.

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 content 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 law, rules and regulations and happening of events etc.
5. The Compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of Management .Our Examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report 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.

UDIN number: F004764B000241781
PLACE: NEW DELHI **FOR PARVEEN RASTOGI & CO.**
DATE: 14/05/2020 **COMPANY SECRETARIES**

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

Annexure – 'F'

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;	:	- Saving by Optimization of Suction Pressure on KTTM R/F by installing inverter 20 nos. suction Fan's. - Saving by Optimization of Suction Pressure on card machine WCS 02 Nos. Main Stream Fan of WCS. - Saving in Compressed Air through Spinning Machine worn out Component replacement. - Maintained Power factor 0.99 - Installed new Sand bed for water filtration - Installed compressor with VFD to reduce energy consumption. - 50 KVAR Power Capacitor installed in Electrical panel for improving of power factor. - 20 nos (36 watt) tube lights changed with LED.
	(ii)	The steps taken by the company for utilizing alternate sources of energy	:	- Solar Water Heater installed for Yarn Conditioning Machine Capacity 200 Lts /day.
	(iii)	The capital investment or energy conservation equipments	:	Rs.67 lacs

(B)	**Technology absorption :**				
	(i)	The efforts made towards technology absorption		:	- Latest EYC Installed on 04 Autoconers. - 10 Nos Ring Frame New Inverter replaced - Sara Elgi Metal Detector Installed in B/R Line 5-6. - 08 D/Frame Modified Servo Installed to improve Yarn Quality. - Magic EYE Installed in Jossi CCS. - 08 Nos data Monitoring system on R/F's - Horizontal roll packing machine - Installation of 33 TR refrigeration system for Blow room.
	(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. - Improvement in product packing quality and quantity. - Reduction in waste water recycling.
	(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	:	- Horizontal roll packing machine.
		(b)	The year of import	:	2019-20
		(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. 96.10 Lacs <u>Product Development</u> - Developments with Hydrophobic Viscose fiber of M/s Birla viscose for top sheet of fem hygiene. - Development with M/s Lenzing Lyocell for improved MD/CD & water holding. - Development with Bamboo Fiber for face mask - Development of Lap Sponge with Barrium thread. - Development of cover all fabric for PPE kit.
(C)	**Foreign Exchange Earnings and Outgo** :				During the year under review Foreign Exchange Earning and outgo are as under: **Earning: ₹ 22554.66 lacs** **Outgo** : **₹ 8114.99 lacs**

Annexure- 'G'

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 2019-20 (Rs. In lacs)	Remuneration in FY 2018-19 (Rs. In lacs)	% increase in remuneration	Ratio of remuneration to MRE
Sh. Shishir Jaipuria	Chairman and Managing Director (KMP)	166.81	147.00	13	112.71
Sh. Saket Jaipuria	Executive Director Cum President	97.52	61.95	57	65.89
Sh. Suresh Singhvi	Director-Finance & CFO (KMP)	47.47	43.87	8	32.07
Sitting Fee paid to Independent and Nominee Director					
Sh. J.P. Kundra	Independent Director	3.60	2.75	31	2.43
Sh. J.K. Bhagat	Independent Director	3.30	2.65	25	2.23
Dr. H. P. Bhattacharya	Independent Director	2.85	2.90	-2	1.93
Sh. S.C. Tripathi	Independent Director	3.00	2.30	30	2.03
Smt. Manju Rana	Independent Director (Woman category)	3.20	1.95	64	2.16
Salary paid to Key Managerial Personnel					
Shri Bharat Singh	Company Secretary (KMP)	17.63	16.43	7	11.91

- The increase in Median Remuneration of the Employees (MRE) in FY 2019-20 as compared to FY 2018-19 is 2.43%.
- There were 2278 permanent employees on the rolls of the Company as on 31.03.2020.
- The average increase in remuneration of employees was less than the managerial remuneration during FY 2019-20 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 elmployees 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 / manger 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: 2019-20.									
SHRI SHISHIR JAIPURIA	CMD	166.81	PERMANENT	B.Com, LL.B. 36 years	14.02.1990	63	M/S PIONEER LTD.	3365823	FATHER OF SHRI SAKET AND YASH JAIPURIA
SHRI SAKET JAIPURIA	ED	97.52	PERMANENT	DEGREE IN BUSINESS ADMINISTRATION, USA 16 years	10.01.2004	37	--	6136008	SON OF SHRI SHISHIR JAIPURIA AND BROTHER OF SHRI YASH JAIPURIA
SHRI SURESH SINGHVI	DIR. (FIN.)	47.47	PERMANENT	B.Com, FCA, LL.B 39 years	18.08.1992	66	M/s Swadeshi Polytx Ltd	Nil	No.
SHRI YASH JAIPURIA	EO	36.75	PERMANENT	Studies in Economics/ statics, USA 8 years	11.02.2012	30	--	5745847	SON OF SHRI SHISHIR JAIPURIA AND BROTHER OF SHRI SAKET JAIPURIA
DR R K GAUR	SR V.P.	34.85	PERMANENT	B.Com, MBA (Finance), Phd (Fin.) 38 years	14.11.2008	60	M/s Sutlaj Textiles Industries Ltd.	Nil	No.
SHRI BAL KRISHAN SHARMA	SR. V.P.	31.44	PERMANENT	B.Tech (Textiles), Diploma in Management, 25 years	11.09.2017	49	M/s SEL Manufacturing Company Ltd.	Nil	No.
SHRI RAJIV SHARMA	SR. V.P.	29.42	PERMANENT	Diploma in Textile 36 years	23.01.2006	46	M/s Shivalik Global Ltd.	Nil	No.
SHRI PRADEEP KUMAR CHEROT	SR. V.P.	29.17	PERMANENT	B.A. , P.G.Diploma in Business Management 38 years	03.06.2019	61	M/s Johnson & Johnson Pvt. Ltd.	Nil	No.
SHRI ARUN NAG	SR.V.P.	28.06	PERMANENT	B.Sc, Diploma in Textile, MBA (Mktg.) 39 years	24.11.1995	60	M/s Himachal Fibers Ltd.	Nil	No.

SHRI J V SINGH	VP (Engg. & Power)	27.22	PERMANENT	Diploma in Electrical Engereeing, AMIE (Electrical), MBA 33 years	16.04.1990	58	M/s Modern Syntex India Ltd.	Nil	No.

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

SHRI SHISHIR JAIPURIA	CMD	166.81	PERMANENT	B.Com, LL.B. 36 years	14.02.1990	63	M/S PIONEER LTD.	3365823	FATHER OF SHRI SAKET AND YASH JAIPURIA

Notes:

1. 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.
2. 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 : June 30, 2020

SHISHIR JAIPURIA
Chairman & Managing Director

ANNEXURE - 'H'

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, 2020, 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 2019-20 and number of other directorship and committee memberships/ chairmanships held in other Companies.

During the year under review, four Board Meetings were held on 21st May, 2019, 1st August, 2019, 8th November, 2019 and 5th February, 2020.

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, 2020 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 2019-20	Whether attended last AGM held on September 7, 2019	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	No	2	-	-	-
Shri Saket Jaipuria (Executive Director Cum President)	Non-Independent, Executive	4	Yes	-	-	-	-
Shri Suresh Singhvi (Director – Finance & CFO)	Non-Independent, Executive	4	Yes	-	-	-	-
Shri Jugal Kishore Bhagat	Independent, Non-Executive	3	No	5	3	1	Ludlow Jute & Specialities Ltd. -(Independent Director)
Shri Joginder Pal Kundra	Independent, Non-Executive	4	Yes	1	2	3	Dhunseri Venture Ltd.- (Independent Director)
Shri Sushil Chandra Tripathi	Independent, Non-Executive	4	Yes	6	5	1	1.Motherson Sumi Systems Ltd-(Independent Director) 2. Religare Enterprises Ltd – (Independent Director)
Dr. Har Prasad Bhattacharya	Independent, Non-Executive	3	No	-	-	-	-
Smt Manju Rana	Independent, Non-Executive	4	Yes	-	-	-	-

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

e) During Financial Year 2019-20 one meeting of the Independent Directors was held on February 5, 2020. 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, 2020 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.

Given below is a list of core skills, expertise and competencies of the Individual Directors

Name of Director	Textile Industry	Accounts and Finance	Human Resource	General Industry and Economy Knowledge
Shri Shishir Jaipuria	✓	✓	-	✓
Shri Saket Jaipuria	✓	✓	-	✓
Shri Suresh Singhvi	✓	✓	✓	✓
Shri Jugal Kishore Bhagat	✓	✓	-	✓
Shri Joginder Pal Kundra	✓	✓	-	✓
Shri Sushil Chandra Tripathi	✓	-	-	✓
Dr. Har Prasad Bhattacharya	✓	✓	-	✓
Smt Manju Rana	✓	✓	-	✓

(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	3
Smt Manju Rana	Member	4

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	2
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 2019-20

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, 2020 is as under:

(₹ In Lacs)

Name of Directors	Salary	Perquisites & Other Benefits	Sitting Fee	Total
Shri Shishir Jaipuria	148.80	18.01	----	166.81
Shri Saket Jaipuria	88.55	8.97	----	97.52
Shri S. Singhvi	39.30	8.18	----	47.48
Shri J.P. Kundra	----	----	3.60	3.60
Shri J.K. Bhagat	----	----	3.30	3.30
Dr. H.P. Bhattacharya	----	----	2.85	2.85
Shri Sushil C.Tripathi	----	----	3.00	3.00
Smt. Manju Rana	----	----	3.20	3.20

(d) The appointment of the Managing Directors and Wholetime Directors is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company. These cover terms and conditions of their appointment read with the service rules of the Company. No separate service contract is entered by the Company with its Managing Directors and Wholetime Directors. There is no provision of notice period or severance fee under the resolutions governing the appointments of Managing Directors and Wholetime Directors. The Company does not have in place any Employee Stock 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/transmission/transposition 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 has received only one complaint from a shareholder, which was resolved within the stipulated period.

(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 thereunder.

(b) Composition :

The Committee comprises two Executive Directors namely Shri Shishir Jaipuria (Chairman of the Committee), Shri Suresh Singhvi and Two Independent Director namely i.e. 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. No meeting of the Company was held during the year.

(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. No meeting of the Company was held during the year.

(8) GENERAL BODY MEETINGS

Annual General Meetings (AGMs)

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

Year	2016-17	2017-18	2018-19
Date & Time	5th August, 2017 11.30 A.M.	29th September, 2018 11.30 A.M.	7th September, 2019 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. 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	1. Reappointment of Shri Saket Jaipuria whole time Director designated as Executive Director Cum President for a period of three years w.e.f. 11.02.2019. 2. Reappointment of Shri Jugal Kishore Bhagat, Independent Director for a period for Five Years w.e.f. 10th September, 2019. 3. Reappointment of Shri Sushil Chandra Tripathi, Independent Director for a period for Five Years w.e.f. 10th September, 2019. 4. Reappointment of Smt Manju Rana, Independent Director for a period for Five Years w.e.f. 10th September, 2019. 5. Reappointment of Shri Joginder Pal Kundra, Independent Director for a period for Five Years w.e.f. 10th September, 2019. 6. Reappointment of Dr Har Prasad Bhattacharya Independent Director for a period for Five Years w.e.f. 10th September, 2019. 7. Approved payment of Remuneration to Shri Shishir Jaipuria, Managing Director in terms of Regulation 17(6) (e) of SEBI amended listing Regulation for the remaining tenure of his appointment.

No special resolution was passed through Postal Ballot mechanism during the year 2019–20. 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 Tuesday, the September 29, 2020 at 11.30 A.M. through VC/ OAVM

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, 2020 — on 14th August, 2020
- Quarter ended 30th September, 2020 — on or before 14th November, 2020
- Quarter ended 31st December, 2020 — on or before 14th February, 2021
- Audited Annual Results — on or before 30th May, 2021

iii **Date of Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2020 to September 29, 2020 (both days inclusive).

iv **Dividend Payment Date :**

No Dividend has been proposed by the Board of Directors for the year 2019-20.

v. **Listing on Stock Exchange and Stock Code**

The Equity shares of the Company are listed at:

NAME OF STOCK EXCHANGE	STOCK CODE
National Stock Exchange of India Ltd.	GINNIFILA

Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,

Bandra - Kurla Complex, Bandra (E), **MUMBAI – 400 051**

Annual Listing Fee for the year 2019-20 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 2019 – 20 was as follows:

Company's Share Price at NSE (₹)			NIFTY Index	
Month	**High**	**Low**	**High**	**Low**
April, 2019	14.00	12.55	9826.45	9577.00
May, 2019	15.00	11.60	9889.30	9108.45
June, 2019	13.00	8.95	9941.45	9476.10
July, 2019	10.95	7.80	9805.30	8928.00
August, 2019	9.00	7.05	9103.10	8628.35
September, 2019	10.50	7.70	9552.25	8738.65
October, 2019	9.25	6.20	9733.35	9008.85
November, 2019	10.50	7.95	9874.90	9596.85
December, 2019	8.95	7.70	9946.05	9574.85
January, 2020	9.75	7.60	10174.95	9700.35
February, 2020	9.80	7.50	10071.70	9214.10
March, 2020	9.50	5.05	9436.50	6151.60

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

M/s Skyline Financial Services Pvt. Ltd.
D-153A, Ist 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, 2020**

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
001 - 500	23285	77.54	4208304	5.96
501 - 1000	3186	10.61	2692733	3.81
1001 - 2000	1644	5.47	2595291	3.67
2001 - 3000	625	2.08	1635059	2.31
3001 - 4000	290	0.97	1053765	1.49
4001 - 5000	292	0.97	1385160	1.96
5001 - 10000	403	1.34	3014539	4.27
10001 and Above	305	1.02	54065214	76.53
TOTAL	**30030**	**100.00**	**70650065**	**100.00**

x. Shareholding Pattern as on 31st March, 2020

Category of Shareholder	No. of Share holders	No. of Shares held	Percentage of shareholding
(A) Promoter and Promoter Group			
Indian	9	34593174	48.96
Bodies Corporate	1	10005017	14.16
Foreign	--	--	--
Sub-Total	**10**	**44598191**	**63.13**
(B) Public Shareholding			
Mutual Funds	1	100	0.00
Financial Institutions / Banks	2	1694	0.00
Foreign Institutional Investors	4	8510	0.01
Non-Resident Indians	217	678964	0.96
Bodies Corporate	235	851928	1.21
Resident Individuals	29561	24510678	34.70
Sub-Total	**30020**	**26051874**	**36.87**
(C) Shares held by custodians and against which Depository Receipts have been issued	---	---	----
Total (A) + (B) + (C)	**30030**	**7,06,50,065**	**100.00**

(xi) **Dematerialisation of Shares**

Sl. No.	Mode of Holding	No. of Shares	% age
1	**NSDL**	**59483042**	**84.20**
2	**CDSL**	**10303850**	**14.58**
3	**PHYSICAL**	**863173**	**1.22**
	TOTAL :	**70650065**	**100.00**

98.78% of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2020 (98.75% upto March 31, 2019).

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

I. 110 K.M. Stone, Delhi - Mathura Road, Chhata – 281 401, Distt. Mathura (U.P.)
II. Plot No. 205 – 206, GIDC Industrial Area, Panoli, Ankleshwar – 394 116, Distt. Bharuch (Gujarat)
III. Plot No. : 98, Sector – 5, IIE Sidcul, Haridwar – 249403
IV. D-196, Sector-63, Noida – 201 307 (UP)

(xvi) Address for correspondence

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

(11) OTHERS DISCLOSURES

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

b) 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.

c) 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.

d) 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.

e) The Related Party transactions Policy is available at Website of the Company i.e. www.ginnifilaments.com

f) The Company does not deal in commodities and hence the disclosure is not required to be given. For Foreign Exchange and Hedging Actiities please refer to sub clause(xiv) of clause (10) of this Report

g) 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.

h) There was no such instance during FY 2019-20 when the Board had not accepted any recommendation of any committee of the Board.

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	**13.25**
Other Services including reimbursement of expenses	**7.92**
Total	**21.17**

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 2019 – 20.

SHISHIR JAIPURIA
MANAGING DIRECTOR & CEO
June 30, 2020

(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, 2019.	12	3736
Number of shareholders, who approached issuer for transfer of shares from suspense account during the year i.e. April 1, 2019 to 31st March, 2020.	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, 2020.	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

1. The Corporate Governance Report prepared by Ginni Filaments Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by 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.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report

on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

9. Opinion

Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Report 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.

11. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

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

Vardhman Doogar
Partner
Membership No. 517347
UDIN: 20517347AAAAHZ4326

Dated: 30th June 2020
Place: Noida

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
Distt. 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, Distt. 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, 2020 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.

UDIN : F004764B000247732
For Parveen Rastogi & Co.
Company Secretaries

Praveen Rastogi
M.No.-4674
CP No. 2883

Date :- 16.05.2020
Place:- New Delhi

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, 2020, 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, 2020, its profit 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 thereunder, 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
Adoption of Ind As 116 Leases	
As described in Note 2 to the financial statements, the company has adopted Ind AS 116 Leases (Ind AS 116) in the current year. Ind As 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The Lease liabilities are initially measured by discounting future lease payments during the lease term as per contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition. Refer Note 5, 19 and 24 to the Financial Statements.	Our audit procedures on Adoption of Ind As 116 included the following: • Assesses and tested the new processes and controls in respect of the lease accounting standard (Ind AS 116); • Assesses the company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Upon transition as at 1 April, 2019: ➢ Evaluated the method of transition and related adjustments. ➢ Tested completeness of the lease data by reconciling the company's operating lease commitments to data used in computing ROU assets and the lease liabilities. • On a statistical sample, we performed the following procedures: ➢ assessed the key terms of and conditions of each lease with the underlying lease contracts; and ➢ evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

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.

Other Matter

(i) Due to the COVID-19 related lockdown, we were unable to observe the management's year end physical verification of inventory, we have performed alternate procedures to audit the existence of inventory as per the guidance provided

in SA 501 "Audit Evidence – Specific Considerations for selected items" and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on these financial statements.

Our report on the Statement is not modified in respect of the above matter.

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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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, 2020 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 39 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

Vardhman Doogar
Partner
Membership No. 517347
UDIN: 20517347AAAAHY3726

Place: Noida
Date: June 30, 2020

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:

a. 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.

b. 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.

c. 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, 2020 on account of any dispute are given below –

Nature of Statute	Nature of dues	Forum where dispute is pending	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.

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

Vardhman Doogar
Partner
Membership No. 517347
UDIN: 20517347AAAAHY3726

Place: Noida
Date: June 30, 2020

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, 2020 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 judgement, 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, 2020, 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

Vardhman Doogar
Partner
Membership No. 517347
UDIN: 20517347AAAAHY3726

Place: Noida
Date: June 30, 2020

Balance Sheet as at March 31, 2020

(₹ in Lacs)

		Note No.	As at March 31, 2020	As at March 31, 2019
I.	**ASSETS**			
	Non-current Assets			
	(a) Property, plant and equipment	3	21,350.82	23,792.44
	(b) Capital work-in-progress		60.43	172.72
	(c) Intangible assets	4	8.09	16.57
	(d) Right of use assets	5	999.32	-
	(e) Financial assets			
	(i) Investments	6	3,352.45	3,352.45
	(ii) Other financial assets	7	-	6.30
	(f) Other non-current assets	8	87.38	6.90
	Total Non-current assets		**25,858.49**	**27,347.38**
	Current Assets			
	(a) Inventories	9	17,483.11	15,759.29
	(b) Financial Assets			
	(i) Trade receivables	10	11,509.37	10,506.95
	(ii) Cash and cash equivalents	11	245.24	105.00
	(iii) Bank balances other than (ii) above	12	309.66	424.41
	(iv) Other financial assets	13	759.18	710.94
	(c) Other current assets	14	3,285.46	3,615.39
	(d) Current tax assets	15	-	296.05
	Total Current assets		**33,592.02**	**31,418.03**
	Total Assets		**59,450.51**	**58,765.41**
II.	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity share capital	16	7,065.01	7,065.01
	(b) Other equity	17	11,487.21	10,823.74
	Total Equity		**18,552.22**	**17,888.75**
	Liabilities			
	Non-current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	8,595.25	6,464.21
	(ii) Lease liabilities	19	254.15	-
	(b) Deferred tax liabilities (net)	20	1,283.20	1,114.00
	(c) Provisions	21	821.97	927.13
	Total Non-current liabilities		**10,954.57**	**8,505.34**
	Current Liabilities			
	(a) Financial liabilities			
	(i) Borrowings	22	21,360.47	21,961.65
	(ii) Trade payables	23		
	- Total outstanding dues of micro enterprises and small enterprises		166.21	146.73
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,802.46	6,588.71
	(iii) Lease liabilities	24	161.99	-
	(iv) Other financial liabilities	25	2,109.19	1,545.37
	(b) Provisions	26	476.05	428.37
	(c) Other current liabilities	27	1,693.18	1,700.49
	(d) Current Tax liabilities	28	174.17	-
	Total Current liabilities		**29,943.72**	**32,371.32**
	Total Liabilities		**40,898.29**	**40,876.66**
	TOTAL EQUITY AND LIABILITIES		**59,450.51**	**58,765.41**

See accompanying notes to the financial statements 1 to 52

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: June 30, 2020

For and on behalf of the Board of Directors

Shishir Jaipuria
Chairman & Managing Director
DIN: 00274959

Saket Jaipuria
Executive Director cum President
DIN: 02458923

Suresh Singhvi
Director Finance & CFO
DIN: 00293272

Bharat Singh
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lacs)

	Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
I.	Revenue from operations	29	78,836.09	80,898.40
II.	Other income	30	314.22	346.14
III.	**Total Income (I+II)**		**79,150.31**	**81,244.54**
IV.	**Expenses :**			
	Cost of materials consumed	31	48,839.29	50,823.06
	Purchases of stock-in-trade	32	-	16.19
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	33	(169.35)	1,140.08
	Employee benefits expense	34	6,136.93	5,938.98
	Finance costs	35	3,299.83	3,346.32
	Depreciation and amortisation expense	36	2,589.71	2,572.04
	Other expenses	37	18,082.57	17,755.76
	Total expenses (IV)		**78,778.98**	**81,592.43**
V.	**Profit before tax & exceptional Items (III-IV)**		**371.33**	**(347.89)**
VI.	**Exceptional items**	51	550.77	**-**
VII.	**Profit before tax (V+VI)**		**922.10**	**(347.89)**
VIII.	**Tax Expense:**	42		
	Current tax		425.00	44.81
	Deferred tax		(79.72)	(87.79)
	Income tax earlier years		6.90	44.56
	Total tax expense (VI)		**352.18**	**1.58**
IX.	**Profit/(loss) for the year (VI-VII)**		**569.92**	**(349.47)**
X.	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
(i)	Re-measurement gains/(loss) on defined benefit plans		143.80	2.33
(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		(50.25)	(108.51)
	Total Other comprehensive income (VIII)		**93.55**	**356.25**
XI.	**Total Comprehensive Income for the year (VII+VIII)**		**663.47**	**6.78**
XII.	**Earnings per equity share of ₹ 10 each**	38		
	- Basic (₹)		0.81	(0.49)
	- Diluted (₹)		0.81	(0.49)
See accompanying notes to the financial statements		**1 to 52**		

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: June 30, 2020

For and on behalf of the Board of Directors

Shishir Jaipuria
Chairman & Managing Director
DIN: 00274959

Saket Jaipuria
Executive Director cum President
DIN: 02458923

Suresh Singhvi
Director Finance & CFO
DIN: 00293272

Bharat Singh
Company Secretary

Statement of Cash flows for the year ended March 31, 2020

(₹ In Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Net profit/(loss) before tax	922.10	(347.89)
Adjustments for:-		
Depreciation and amortisation	2,589.71	2,572.04
Sundry balances write off/(written back)	27.87	(9.84)
Foreign Exchange Fluctuation (Net) (Gain)/Loss	192.77	(3.30)
Interest expenses	2,917.04	2,838.43
Bank and finance charges	337.49	405.08
Dividend on redeemable preference shares	-	102.81
Interest on lease liabilities	45.30	-
Loss/(Profit) on sale of property, plant & equipment	(983.23)	3.65
Interest Income	(76.76)	(155.97)
Provision for employee benefits	206.91	137.33
Operating profit before working capital changes	**6,179.20**	**5,542.34**
Adjustments for:-		
Inventories	(1,723.82)	430.14
Trade Receivables	(984.91)	(1,026.12)
Other non financial assets	(43.80)	(783.20)
Other financial assets	249.46	(339.79)
Trade Payables	(2,740.48)	1,167.40
Other financial liabilities	151.27	88.00
Other liabilities	(127.88)	534.23
Cash generated from operations	**959.04**	**5,613.00**
Income tax (paid)/refund	236.97	(22.37)
Net cash inflow/(outflow) from operating activities	**1,196.01**	**5,590.63**
B. Cash flow from investing activities		
Purchase of property, plant & equipment	(943.81)	(1,135.50)
Sale proceeds of property, plant & equipment	1,379.76	7.09
Interest received	78.61	156.79
Decrease/(increase) in fixed deposits	114.75	(106.10)
Net cash inflow / (outflow) from investing activities	**629.31**	**(1,077.72)**
C. Cash inflow/(outflow) from financing activities		
Increase /(Decrease) in long term borrowings	2,621.04	(2,072.61)
Increase /(Decrease) in short term borrowings	(865.65)	813.96
Interest paid	(2,994.45)	(2,857.63)
Payment of lease liabilities	(108.53)	-
Bank and finance charges paid	(337.49)	(405.08)
Dividend on redeemable preference shares paid	-	(102.80)
Net cash inflow / (outflow) used in financing activities	**(1,685.08)**	**(4,624.16)**
Net changes in cash and cash equivalents	140.24	(111.25)
Opening Cash and cash equivalents	105.00	216.25
Closing Cash and cash equivalents	**245.24**	**105.00**

Note:
(i) The above Statement of Cash Flows has been prepared under 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flows'.

See accompanying notes to the financial statements **1 to 52**

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: June 30, 2020

For and on behalf of the Board of Directors

Shishir Jaipuria
Chairman & Managing Director
DIN: 00274959

Saket Jaipuria
Executive Director cum President
DIN: 02458923

Suresh Singhvi
Director Finance & CFO
DIN: 00293272

Bharat Singh
Company Secretary

Statement of changes in equity for the year ended March 31, 2020

A. Equity Share Capital

(₹ in Lacs)

Balance as at April 1, 2018	Movement during the year	Balance as at March 31, 2019	Movement during the year	Balance as at March 31, 2020
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 April 1, 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 - gain/(loss)	-	-	-	-	-	-	1.55	**1.55**
Equity instruments through other comprehensive income	-	-	-	-	-	354.70	-	**354.70**
Amount transferred to Capital redemption reserve	-	-	-	750.00	(750.00)	-	-	-
Amount transferred from Debenture Redemption Reserve	550.00	(550.00)	-	-	-	-	-	-
Balance as at March 31, 2019	**560.00**	**-**	**6,287.43**	**750.00**	**708.02**	**2,487.91**	**30.38**	**10,823.74**
Profit for the year	-	-	-	-	569.92	-	-	**569.92**
Remeasurement of the net defined benefit - gain/(loss)	-	-	-	-	-	-	93.55	**93.55**
Balance as at March 31, 2020	**560.00**	**-**	**6,287.43**	**750.00**	**1,277.94**	**2,487.91**	**123.93**	**11,487.21**

See accompanying notes to the financial statements **1 to 52**

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: June 30, 2020

For and on behalf of the Board of Directors

Shishir Jaipuria
Chairman & Managing Director
DIN: 00274959

Saket Jaipuria
Executive Director cum President
DIN: 02458923

Suresh Singhvi
Director Finance & CFO
DIN: 00293272

Bharat Singh
Company Secretary

Notes forming part of financial statements for the year ended March 31, 2020

Note – 1 – Company overview

Ginni Filaments Ltd is a textile Company manufacturing cotton yarn, knitted fabric, non-woven fabric, garments, wipes and cosmetics 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 is 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.

The performance obligation in case of sales of goods is satisfied at a point in time i.e. Revenue from export sales is recognized when the material is shipped to the customer while Domestic sales is recognized on the basis of ex-factory dispatch as may be specified in the contract.

(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. Remeasurements 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.

Compensated Absences

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. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurements are recognised in statement of profit & loss in the period in which they arise.

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. 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.

k. 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.

l. 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.

m. Foreign Currency Transactions

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

In preparing the financial statements, transaction in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit & loss of the period.

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.

n. 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.

Notes forming part of financial statements for the year ended March 31, 2020

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.

o. 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 is recognized as an impairment gain or loss in statement of profit or loss

(ii) Non-financial assets

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-inuse) 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.

p. 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.

q. 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.

r. Leases

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount.

The Company’s lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Notes forming part of financial statements for the year ended March 31, 2020

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, 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**
Additions	-	-	-	116.40	512.21	6.29	-	8.94	3.69	44.00	691.53
Disposal/Adjustments	-	-	-	-	-	(1.90)	-	-	-	(22.20)	(24.10)
Reclassified to right of use assets	(725.04)	-	-	-	-	-	-	-	-	-	(725.04)
As at March 31, 2020	**-**	**207.85**	**492.22**	**7,171.77**	**48,501.37**	**241.39**	**2,140.82**	**289.77**	**315.84**	**221.56**	**59,582.59**
Accumulated Depreciation											
As at April 1, 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**
Depreciation for the year	-	-	46.88	244.12	2,036.93	15.22	79.00	15.54	10.60	24.30	2,472.59
Disposal/reversal	-	-	-	-	-	(1.80)	-	-	-	(19.73)	(21.53)
Reclassified to right of use assets	(67.05)	-	-	-	-	-	-	-	-		(67.05)
As at March 31, 2020	**-**	**-**	**381.40**	**3,186.04**	**32,045.29**	**214.04**	**1,792.35**	**255.82**	**246.92**	**109.91**	**38,231.77**
Net Carrying amount											
As at April 1, 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**
As at March 31, 2020	**-**	**207.85**	**110.82**	**3,985.73**	**16,456.08**	**27.35**	**348.47**	**33.95**	**68.92**	**111.65**	**21,350.82**

4 Intangible assets

(₹ in Lacs)

Particulars	Licenses	Softwares	Total
Gross carrying amount			
As at April 1, 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**
Additions	-	-	-
Disposal/Adjustments	-	-	-
As at March 31, 2020	**54.99**	**21.29**	**76.28**
Accumulated amortisation			
As at April 1, 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**
Amortisation during the year	6.58	1.91	**8.49**
Disposal/Adjustments	-	-	-
As at March 31, 2020	**51.58**	**16.62**	**68.20**
Net Carrying amount			
As at April 1, 2018	**16.56**	**0.77**	**17.33**
As at March 31, 2019	**9.99**	**6.58**	**16.57**
As at March 31, 2020	**3.42**	**4.67**	**8.09**

Notes forming part of financial statements for the year ended March 31, 2020

5 Right of use assets

(₹ in Lacs)

Particulars	As at March 31, 2020
Opening balance as at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	657.99
Additions	843.94
Deletions	(393.98)
Amortisation	(108.63)
Closing balance	**999.32**

6 Non-current investments

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment in equity instruments (Unquoted)		
Measured at Fair Value Through OCI (FVTOCI)		
(i) 41,60,450 (March 31, 2019 - 41,60,450) equity shares of ₹ 10/- each fully paid of Ginni International Limited	3,334.57	3,334.57
(ii) 1,78,750 (March 31, 2019- 1,78,750) equity shares of ₹ 10/- each fully paid of Narmada Clean Tech Limited	17.88	17.88
Total	**3,352.45**	**3,352.45**

7 Other non-current financial assets

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Security deposits	-	6.30
Total	**-**	**6.30**

8 Other non-current assets

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Capital advances	87.38	6.48
Prepaid expenses	-	0.42
Total	**87.38**	**6.90**

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

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Raw materials	9,417.40	7,482.34
Work-in-progress	3,272.18	3,112.32
Finished Goods	3,715.72	3,343.03
Stock-in-trade	-	86.20
Stores and spares	845.93	632.86
Goods in transit		
- Raw materials	53.31	647.06
- Finished goods	178.57	455.48
Total	**17,483.11**	**15,759.29**

Notes forming part of financial statements for the year ended March 31, 2020

10 Trade receivables

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Receivables considered good - Unsecured	11,509.37	10,506.95
Trade Receivables which have significant increase in Credit Risk	4.98	4.98
	11,514.35	**10,511.93**
Less: Allowances for expected credit loss	(4.98)	(4.98)
Total	**11,509.37**	**10,506.95**

11 Cash & cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Cash on hand	28.83	12.85
Balances with Banks		
- In current accounts	203.53	80.15
- In deposit accounts with maturity less than three months	12.88	12.00
Total	**245.24**	**105.00**

12 Bank balances other than cash and cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deposits held as margin money*	309.66	424.41
Total	**309.66**	**424.41**

** Margin money for bank guarantees and letter of credit*

13 Other current financial assets

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured considered good		
Security deposits	216.37	209.06
Insurance claim receivable	539.31	496.53
Interest accrued but not due	3.50	5.35
Total	**759.18**	**710.94**

14 Other current assets

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured considered good		
Advances to suppliers	394.56	877.15
Advance to employees	11.50	16.22
Prepaid expenses	152.69	135.07
Balance with government authorities	2,044.05	1,903.32
Export incentives receivables	682.66	683.63
Total	**3,285.46**	**3,615.39**

15 Current tax assets (net)

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance taxes including TDS receivable (net of provision for tax)	-	296.05
Total	**-**	**296.05**

Notes forming part of financial statements for the year ended March 31, 2020

16 Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)
Authorised				
Equity shares of ₹10 each	842,85,000	8,428.50	842,85,000	8,428.50
Total	**842,85,000**	**8,428.50**	**842,85,000**	**8,428.50**
Issued, subscribed and fully paid up				
Equity shares of ₹10 each	706,50,065	7,065.01	706,50,065	7,065.01
Total	**706,50,065**	**7,065.01**	**706,50,065**	**7,065.01**

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

Particulars	As at March 31, 2020	As at March 31, 2019
	Number of shares	Number of shares
Shares at the beginning of the year	706,50,065	706,50,065
Movement during the year	-	-
Shares outstanding at the end of the year	**706,50,065**	**706,50,065**

(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, 2020		As at March 31, 2019	
	No. of shares	%	No. of shares	%
Equity shares of ₹ 10 each fully paid				
Suniti Devi Jaipuria	13,360,027	18.91	13,360,027	18.91
Sunita Jaipuria	4,673,617	6.62	4,428,684	6.27
Saket Jaipuria	6,136,008	8.69	6,136,008	8.69
Yash Jaipuria	5,745,847	8.13	5,720,847	8.10
Raghukul Trading Pvt. Ltd.	10,005,017	14.16	9,955,279	14.09

17 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, 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 - gain/(loss)	-	-	-	-	-	-	1.55	**1.55**
Equity instruments through other comprehensive income	-	-	-	-	-	354.70	-	**354.70**
Amount transferred to Capital redemption reserve	-	-	-	750.00	(750.00)	-	-	**-**
Amount transferred from Debenture Redemption Reserve	550.00	(550.00)	-	-	-	-	-	**-**
Balance as at March 31, 2019	**560.00**	**-**	**6,287.43**	**750.00**	**708.02**	**2,487.91**	**30.38**	**10,823.74**
Profit for the year	-	-	-	-	569.92	-	-	**569.92**
Remeasurement of the net defined benefit - gain/(loss)	-	-	-	-	-	-	93.55	**93.55**
Balance as at March 31, 2020	**560.00**	**-**	**6,287.43**	**750.00**	**1,277.94**	**2,487.91**	**123.93**	**11,487.21**

Notes forming part of financial statements for the year ended March 31, 2020

(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 previous 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.

18 Non-current borrowings

(₹ in Lacs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
(i) Term loans from banks (Secured)	3,779.76	1,129.76
Less : Current maturities of long term debt	(850.00)	(360.00)
Less : Unamortised processing fee	(34.51)	(5.55)
	2,895.25	764.21
(ii) Loans from related parties (Unsecured)	5,700.00	5,700.00
Total	**8,595.25**	**6,464.21**

a) Terms and conditions related to term loans

Term loans are : -

(i) secured by way of first pari-passu charge on the entire immovable properties and movable fixed assets of the Company, present & future and pari-passu second charge on the entire current assets of the Company, present and future and personal guarantee of two directors.

(ii) secured by pledge of 177 lacs equity shares of the Company held by promoter and relatives.

b) Repayment schedule related to term loans

(1) 13.05% Term Loan of ₹ 1500 lacs with outstanding balance of ₹ 829.64 lacs (March 31, 2019: ₹ 1009.79 lacs) is repayable in 13 quarterly installments ending in June, 2023.

(2) 13.45% Term Loan of ₹ 3100.00 lacs with outstanding balance of ₹ 2950.00 lacs (March 31, 2019: Nil) is repayable in 17 quarterly installments ending in June 2024.

c) Terms and conditions related to loans from related parties

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

Notes forming part of financial statements for the year ended March 31, 2020

19 Lease liabilities (non-current)

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Lease Liabilities	254.15	-
Total	**254.15**	**-**

20 Deferred tax liabilities (net)

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax liabilities	3,789.74	3,815.79
Deferred tax assets	(515.07)	(511.66)
MAT credit entitlement	(1,991.47)	(2,190.13)
Total	**1,283.20**	**1,114.00**

21 Non-current provisions

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provison for employee benefits (refer note no.41)		
(i) Gratuity	571.16	645.07
(ii) Leave encashment	250.81	282.06
Total	**821.97**	**927.13**

22 Current borrowings

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Secured		
Working capital loans from banks #	19,377.63	20,057.61
Bills discounted from banks	144.34	709.54
Unsecured		
Loans repayable on demand from related parties	1,838.50	1,194.50
Total	**21,360.47**	**21,961.65**

 # 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, 2019: 177 Lacs shares) of the Company held by promoter and their relatives ranking pari pasu with term loans.

23 Trade payables

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Due to micro and small enterprises (refer note no. 40)	166.21	146.73
(b) Due to others	3,802.46	6,588.71
Total	**3,968.67**	**6,735.44**

Notes forming part of financial statements for the year ended March 31, 2020

24 Lease liabilities (current)

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Lease Liabilities	161.99	-
Total	**161.99**	**-**

25 Other current financial liabilities

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Current Maturities of long-term term loan	850.00	360.00
Employees related payables	567.39	509.45
Security received from customers	127.14	129.30
Interest accrued but not due to related parties	534.30	456.88
Creditors for property, plant & equipment	30.36	89.74
Total	**2,109.19**	**1,545.37**

26 Current provisions

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provison for employee benefits (refer note no.41)		
(i) Gratuity	237.06	184.61
(ii) Leave encashment	238.99	243.76
Total	**476.05**	**428.37**

27 Other current liabilities

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from customers	714.64	462.25
Statutory dues payable	189.59	253.30
Other liabilities	788.95	984.94
Total	**1,693.18**	**1,700.49**

28 Current tax liabilities

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for income tax (net)	174.17	-
Total	**174.17**	**-**

29 Revenue from operations

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of products #		
- Finished goods	78,094.54	79,796.08
- Traded goods	33.87	94.12
Sale of services		
- Job work charges	47.86	97.59
Other operating revenues		
- Export incentives	659.82	910.61
Total revenue from operations	**78,836.09**	**80,898.40**

Sale of products includes net gain of ₹ 177.50 lacs (March 31, 2019: ₹ 222.77 lacs) lacs on account of exchange rate flactuation.

Notes forming part of financial statements for the year ended March 31, 2020

30 Other income

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest income	76.76	155.97
Profit on sale of property, plant & equipment (net)	0.94	-
Foreign exchange fluctuation	0.74	3.30
Insurance claims recoverable	123.13	54.45
Sundry balances / excess liability written back	26.28	25.02
Rental income	-	2.82
Miscellaneous Income	86.37	104.58
Total other income	**314.22**	**346.14**

31 Cost of material consumed

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cotton/polyster/viscose	37,628.85	43,610.09
Yarn	4,102.55	4,407.39
Fabric	4,252.24	500.78
Others	2,855.65	2,304.80
Total cost of material consumed	**48,839.29**	**50,823.06**

32 Purchases of Stock-in-trade

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Others	-	16.19
Total purchases of stock-in-trade	**-**	**16.19**

33 Changes in inventories

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Inventories at the beginning 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**
Inventories at the end of the year		
Work-in-progress	3,272.18	3,112.32
Finished goods	3,894.29	3,798.60
Stock-in-trade	-	86.20
	7,166.47	**6,997.12**
Total changes in inventories	**(169.35)**	**1,140.08**

Notes forming part of financial statements for the year ended March 31, 2020

34 Employee benefits expense

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries & wages including bonus	5,584.46	5,404.75
Contribution to provident and other funds	409.35	372.74
Staff welfare expenses	143.12	161.49
Total employee benefit expenses	**6,136.93**	**5,938.98**

35 Finance cost

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest expenses	2,917.04	2,838.43
Interest on lease liabilities	45.30	-
Dividend on redeemable preference shares	-	102.81
Other borrowing costs		
- Bank and finance charges	337.49	405.08
Total finance cost	**3,299.83**	**3,346.32**

36 Depreciation and amortisation expenses

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation on tangible assets	2,472.59	2,565.24
Amortisation of right of use assets	108.63	-
Amortisation of intangible assets	8.49	6.80
Total depreciation and amortisation expense	**2,589.71**	**2,572.04**

37 Other expenses

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Consumption of stores and spares	1,967.37	1,788.22
Consumption of packing material	2,771.28	2,545.33
Power & fuel	6,266.39	6,576.87
Job work charges	2,122.95	1,853.90
Rent, rates & taxes	169.86	264.77
Insurance premium	187.17	141.50
Repairs and maintenance	409.68	406.82
Outward Freight, Handling & Other Selling Exp.	2,796.38	2,831.44
Commission on sales	240.07	257.75
Loss on sale of property, plant & equipment (net)	-	3.65
Sundry balances/claims written off	54.17	15.18
Corporate social responsibility expenses	-	29.45
Legal & professional expenses	250.25	201.66
Travelling & conveyance	417.32	421.40
Business Promotion	107.40	105.80
Miscellaneous expenses	322.28	312.02
Total other expenses	**18,082.57**	**17,755.76**

Notes forming part of financial statements for the year ended March 31, 2020

Details of payment to auditors (excluding applicable taxes)

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(i) Auditors' remuneration		
a) Audit fee	13.25	12.50
b) Tax audit fee	1.45	1.50
c) Limited review fee	2.35	2.25
d) Others	4.12	1.95
(ii) Cost audit fee	1.60	1.50
Total payment to auditors	**22.77**	**19.70**

38 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: -

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit/(Loss) attributable to equity shareholders (₹) (A)	569.92	(349.47)
Weighted average number of outstanding equity shares (B)	706.50	706.50
Nominal value per equity share (₹)	10.00	10.00
Basic EPS (₹) (A/B)	0.81	(0.49)
Diluted EPS (₹) (A/B)	0.81	(0.49)

39 Contingent liabilities and commitments

(i) Contingent liabilities

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Guarantees issued by bank on behalf of the Company	487.54	462.17
b) Disputed demands under income tax, sales tax and electricity duty etc *	71.89	60.92
c) Claims against the company not acknowledged as debt	38.07	38.29

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

(ii) Commitments

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	503.46	117.50
(ii) Export commitments against import of capital goods and stores & spares under EPCG scheme (Duty saved amount)	533.35	570.00

Notes forming part of financial statements for the year ended March 31, 2020

40 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, 2020	As at March 31, 2019
Principal amount due outstanding	166.21	146.73
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	-	-

41 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, 2020	For the year ended March 31, 2019
Contribution to provident fund	338.21	302.37
Contribution to employee state insurance	71.07	70.37
Total	**409.28**	**372.74**

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, 2020 and March 31, 2019, 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, 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**	**525.78**
Current service cost	119.80	149.61
Interest cost	56.11	25.59
Benefits paid	(53.56)	(67.00)
Remeasurement- Actuarial loss/(gain) on obligation	(143.80)	(144.19)
Present value of obligation as at March 31, 2020	**808.22**	**489.79**

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

Notes forming part of financial statements for the year ended March 31, 2020

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Current service cost	121.75	141.47
Interest cost	52.93	24.08
Remeausrement - Acturial loss/(gain)	-	(41.33)
For the year ended March 31, 2019	**174.68**	**124.22**
Current service cost	119.80	149.61
Interest cost	56.11	25.59
Remeausrement - Acturial loss/(gain)	-	(144.19)
For the year ended March 31, 2020	**175.91**	**31.01**

(iii) Expenses recognised in the Other Comprehensive Income

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Remeasurement - acturial loss/(gain) on gratuity	(143.80)	(2.33)

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

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Mortality rate	IALM(2012-14) Ultimate	IALM(2006-08) Ultimate
Discount rate	6.62%	7.61%
Expected rate of increase in compensation	3.00%	7.00%
Expected average remaining service	12.61	12.69
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 2020-21	109.08	97.03
For the financial year 2019-20	131.04	159.23

(vi) Senstivity Analysis

(₹ in Lacs)

Particulars	Change in assumption	Gratuity (unfunded)	Leave encashment (unfunded)
Discount Rate	+ 1%	765.05	329.94
	- 1%	857.73	629.73
Salary growth rate	+ 1%	857.31	369.53
	- 1%	764.78	329.85

Notes forming part of financial statements for the year ended March 31, 2020

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

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
1 April 2020 to 31 March 2021	237.06	107.83
1 April 2021 to 31 March 2022	61.19	26.92
1 April 2022 to 31 March 2023	71.91	27.54
1 April 2023 to 31 March 2024	55.97	20.97
1 April 2024 to 31 March 2025	61.06	23.50
1 April 2025 onwards	270.96	117.06

42 a) Income tax expense

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax	425.00	44.81
Deferred tax	(79.72)	(87.79)
Income tax earlier years	6.90	44.56
Total tax expenses	**352.18**	**1.58**

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, 2020	For the year ended March 31, 2019
Accounting profit before tax (A)	922.10	(347.89)
Enacted tax rate in India (B)	34.94%	33.38%
Expected income tax expense at statutory tax rate (A*B)	322.22	(116.14)
Tax effect of the amount not deductible for computing taxable income		
Expenses not deductible in determining taxable profits	42.42	45.07
Earlier years tax adjustments	6.90	44.56
Changes in recogninised temporary differences	141.38	28.09
Differential tax on capital gain	(160.74)	-
Tax expense reported	**352.18**	**1.58**

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, 2019	Recognised/ (reversed) in statement of profit & loss	(Recognised)/ reversed in OCI	Deferred tax liability/(asset) as at March 31, 2020
Gross deferred tax liabilities				
Property, plant and equipment	3,708.07	(26.06)	-	3,682.01
Equity Instruments	107.73	-	-	107.73
	3,815.80	**(26.06)**	**-**	**3,789.74**
Gross deferred tax assets				
Provision for doubtful debts	(1.77)	1.77	-	-
Provisions for employee benefit	(509.89)	(55.43)	50.25	(515.07)
	(511.66)	**(53.66)**	**50.25**	**(515.07)**
Total	**3,304.14**	**(79.72)**	**50.25**	**3,274.67**

Notes forming part of financial statements for the year ended March 31, 2020

43 Leases

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. The disclosures under Ind AS 116 as a lessee in relation to leases are as follow: -

(i) The break-up of current and non-current lease liabilities as at March 31, 2020 is as follows

(₹ in Lacs)

Particulars	**As at March 31, 2020**
Current lease liabilities	161.99
Non-current lease liabilities	254.15
Total lease liabilities	**416.14**

(ii) The expenses relating to short term leases for the year ended March 31, 2020 amounting to ₹ 85.33 lacs.

(iii) The details of the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis are as follows:

(₹ in Lacs)

Particulars	**As at March 31, 2020**
Less than one year	207.89
One to five years	287.13
Total lease liabilities	**495.02**

44 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 Jairpuria 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 Cum President
Shri Suresh Singhvi, Director Finance & CFO
Shri J.P. Kundra , Indepdent Director
Shri J.K.Bhagat , Indepdent Director
Dr. H.P.Bhattacharya , Indepdent Director
Shri Sushil C. Tripathi, Indepdent Director
Smt. Manju Rana , Indepdent Director
Shri Bharat Singh, Company Secretary

(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

Notes forming part of financial statements for the year ended March 31, 2020

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

(₹ in Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest expenses		
RRJ Infra Industries Pvt. Ltd.	466.73	363.62
Raghukul Trading Pvt.Ltd	61.39	27.89
Lochan Agro Pvt. Ltd.	65.54	116.14
Loan taken		
RRJ Infra Industries Pvt. Ltd.	722.00	1,252.00
Raghukul Trading Pvt.Ltd	-	207.20
Loan repaid		
Raghukul Trading Pvt.Ltd	10.00	824.00
Lochan Agro Pvt. Ltd.	68.00	12.20
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

(c) Compensation to key management personnel and their relative

(Amount in ₹)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Short-term employee benefits	367.20	304.55
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payment	-	-
Sitting fees	15.95	12.85
Total Compensation to key management personnel	**383.15**	**317.40**

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.

(d) Amount due to/ from related parties

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured loan payable		
RRJ Infra Industries Pvt. Ltd.	5,961.09	5,239.09
Raghukul Trading Pvt.Ltd	760.20	770.20
Lochan Agro Pvt. Ltd.	817.21	885.21
Interest payable		
RRJ Infra Industries Pvt. Ltd.	420.06	327.26
Raghukul Trading Pvt.Ltd	55.25	25.10
Lochan Agro Pvt. Ltd.	58.99	104.53

Notes forming part of financial statements for the year ended March 31, 2020

45 Segment reporting

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: -

(₹ in Lacs)

Particulars	Year ended March 31, 2020			Year ended March 31, 2019		
	Textiles	Others	Total	Textiles	Others	Total
Revenue						
External sales	73,666.61	8,105.40	**81,772.01**	76,209.58	7,418.29	**83,627.87**
Less: Segment sales	(2,935.92)	-	**(2,935.92)**	(2,729.47)	-	**(2,729.47)**
Total revenue from operations	**70,730.69**	**8,105.40**	**78,836.09**	**73,480.11**	**7,418.29**	**80,898.40**
Results						
Profit before finance cost and tax	3,125.99	1,095.93	4,221.92	1,794.16	1,204.27	2,998.43
Finance costs	2,846.04	453.78	3,299.82	2,949.82	396.50	3,346.32
Profit/(loss) before tax	**279.95**	**642.15**	**922.10**	**(1,155.66)**	**807.77**	**(347.89)**
Less: tax expenses	**-**	**-**	**352.18**	-	-	**1.58**
Profit/(loss) after tax	**279.95**	**642.15**	**569.92**	**(1,155.66)**	**807.77**	**(349.47)**
Other information						
Segment assets						
Allocable	53,542.14	5,908.37	**59,450.51**	52,888.99	5,580.35	**58,469.34**
Unallocable	-	-	**-**	-	-	296.05
Segment liabilities						
Allocable	38,865.14	575.78	**39,440.92**	38,874.43	888.21	**39,762.64**
Unallocable	-	-	**1,457.37**	-	-	1,114.00
Capital employed	14,677.00	5,332.59	**18,552.22**	14,014.56	4,692.14	**17,888.75**
Depreciation and amortisation	2,348.95	240.76	2,589.71	2,362.87	209.17	2,572.04

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:
The Company is domiciled in India. Based on the location of the customers, the amount of its revenue from external customers are classified as below: -

(₹ in Lacs)

Particulars	Within India	Outside India	Total
Financial Year ended March 31, 2020	54,305.33	23,870.94	**78,176.27**
Financial Year ended March 31, 2019	48,980.43	31,007.36	**79,987.79**

There are no non-current assets outside India.

46 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,

47 Expenditure towards Corporate Social Responsibility
In accordance with the provisions of Section 135 of the Companies Act, 2013, the company was neither required nor has incurred expenditure of Nil towards the activities specified under Schedule VII of the Companies Act, 2013 (March 31, 2019: ₹ 29.45 lakhs).

Notes forming part of financial statements for the year ended March 31, 2020

48 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, opitimisation 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, 2020**	**As at March 31, 2019**
Long term borrowings	8,595.25	6,464.21
Current maturities of long term debt	850.00	360.00
Short term borrowings	21,360.47	21,961.65
Less: Cash and cash equivalent	245.24	105.00
Less: Bank balances other than cash and cash equivalents	309.66	424.41
Net debt	**31,360.62**	**29,315.27**
Total equity	**18,552.22**	**17,888.75**
Gearing ratio	**1.69**	**1.64**

b) Fair value measurement

(a) Financial assets

(₹ in Lacs)

Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	Carrying value	**Fair value**	**Carrying value**	**Fair value**
(i) Measured at amortised cost				
Trade receivables	11,509.37	11,509.37	10,506.95	10,506.95
Cash and cash equivalents	245.24	245.24	105.00	105.00
Bank balances other than cash & cash equivalents	309.66	309.66	424.41	424.41
Other financial assets	759.18	759.18	717.24	717.24
Total financial assets at amortised costs (A)	**12,823.45**	**12,823.45**	**11,753.60**	**11,753.60**
(ii) Measured at fair value through OCI				
Non-current Investments	3,352.45	3,352.45	3,352.45	3,352.45
Total financial assets at FVTOCI (B)	**3,352.45**	**3,352.45**	**3,352.45**	**3,352.45**
Total financial assets	**16,175.90**	**16,175.90**	**15,106.05**	**15,106.05**

(b) Financial liabilities

(₹ in Lacs)

Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	Carrying value	**Fair value**	**Carrying value**	**Fair value**
(i) Measured at amortised cost				
Long term borrowings #	9,445.25	9,445.25	6,824.21	6,824.21
Short term borrowings	21,360.47	21,360.47	21,961.65	21,961.65
Trade payables	3,968.67	3,968.67	6,735.44	6,735.44
Other financial liabilities	1,259.19	1,259.19	1,185.37	1,185.37
Lease liabilities	416.14	416.14	-	-
Total financial liabilities	**36,449.72**	**36,449.72**	**36,706.67**	**36,706.67**

includes current maturities of long term debt

Notes forming part of financial statements for the year ended March 31, 2020

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
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

(in Lacs)

Particulars	Amount in USD $	Amount in GBP	Amount in EURO
As at March 31, 2020			
Trade Receivables	53.99	1.70	7.31
Foreign currency loans and other creditors	(82.94)	-	-
Total as at March 31, 2020	**(28.95)**	**1.70**	**7.31**
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**

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.

₹ in Lacs

Particulars	Increase/ (decrease)	USD	GBP	EURO
For the year ended March 31, 2020				
Net impact on profit before tax	5%	(104.93)	7.89	29.22
	-5%	104.93	(7.89)	(29.22)
For the year ended March 31, 2019				
Net impact on profit before tax	5%	(63.86)	6.03	24.22
	-5%	63.86	(6.03)	(24.22)

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.

Notes forming part of financial statements for the year ended March 31, 2020

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

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Fixed rate borrowings *	11,283.75	8,018.71
Floating rate borrowings	19,521.97	20,767.15
Total borrowings	**30,805.72**	**28,785.86**

* adjusted with unmamortised 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, 2020	Upto 1 year	1-2 years	> 2 years	Total
Financial liabilities				
Long term borrowings	850.00	6,820.00	1,775.25	**9,445.25**
Short term borrowings	21,360.47	-	-	**21,360.47**
Trade payables	3,968.67	-	-	**3,968.67**
Other financial liabilities	2,271.18	254.15		**2,525.33**
Total financial liabilities	**28,450.32**	**7,074.15**	**1,775.25**	**37,299.72**

Financial assets:

(₹ in Lacs)

As at March 31, 2020	Upto 1 year	1-2 years	> 2 years	Total
Financial assets				
Investments	-	-	3,352.45	**3,352.45**
Trade receivables	11,509.37	-	-	**11,509.37**
Cash and cash equivalents	245.24	-	-	**245.24**
Bank balances other than (ii) above	309.66	-	-	**309.66**
Other financial assets	759.18	-	-	**759.18**
Right of use assets	-	-	999.32	**999.32**
Total financial assets	**12,823.45**	**-**	**4,351.77**	**17,175.22**

Financial liabilities:

(₹ in Lacs)

As at March 31, 2019	Upto 1 year	1-2 years	> 2 years	Total
Financial liabilities				
Long term borrowings	360.00	5,940.00	524.21	**6,824.21**
Short term borrowings	21,961.65	-	-	**21,961.65**
Trade payables	6,735.44	-	-	**6,735.44**
Other financial liabilities	1,545.37	-	-	**1,545.37**
Total financial liabilities	**30,602.46**	**5,940.00**	**524.21**	**37,066.67**

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	10,506.95	-	-	**10,506.95**
Cash and cash equivalents	105.00	-	-	**105.00**
Bank balances other than (ii) above	424.41	-	-	**424.41**
Other financial assets	717.24			**717.24**
Total financial assets	**11,753.60**	**-**	**3,352.45**	**15,106.05**

Notes forming part of financial statements for the year ended March 31, 2020

(iii) Credit risk management

Credit risk refers to the risk that a counterparty 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.

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade receivables	11,514.35	10,511.93
Less: - Loss allowances	(4.98)	(4.98)
Trade receivables	**11,509.37**	**10,506.95**

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

49 During the previous year ended 31 March 2019, 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 ₹ 361.51 lacs outstanding as at 31 March 2020 is considered to be recoverable and the application has been filed with the arbitration authority.

50 Due to COVID-19 outbreak, Government of India declared lockdown on March 24, 2020 and the Company temporarily suspended the operations in some units of the Company in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lock down of production facilities etc, during the lock-down period.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, inventories, property, plant & equipment and investments. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, has used internal and external sources of information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company. The Company expects there would not be any material change in the carrying amount of these assets.

51 Exceptional items during the current year amounting to ₹ 550.77 lacs includes gain on disposal of leasehold land amounting to ₹ 982.28 lacs netted off with the loss on write down of raw material/finished goods to its net realisable value amounting to ₹ 431.51 lacs due to sharp decline in raw material prices due to COVID-19 .

52 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 52

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: June 30, 2020

For and on behalf of the Board of Directors

Shishir Jaipuria
Chairman & Managing Director
DIN: 00274959

Saket Jaipuria
Executive Director cum President
DIN: 02458923

Suresh Singhvi
Director Finance & CFO
DIN: 00293272

Bharat Singh
Company Secretary

Notes

