

THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.
Regd. Office: Fatehchand Damani Nagar, Station Road, SOLAPUR- 413001.
CIN: L17111PN1907PLC000258

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Minutes of the Hundred and Seventh Annual General Meeting of the Shareholders of THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD., held at the Company's Registered office at Fatehchand Damani Nagar, Station Road, Solapur – 413 001, on Wednesday the 23rd, September 2015 at 12.30 P.M.(S.T.)

The following Shareholders were present

1. Mr. Premratan Damani
2. Mr. Rajesh Damani
3. Mr S.K. Somany

Chairman & Managing Director
Joint Managing Director
Director & Chairman Audit Committee

37 other members were present in person.

In attendance :

Shri A. K. Mohta, Finance Manager of the Company.

Shri P. R Damani welcomed the shareholders present at the meeting. He thereafter proposed the name of Shri S.K. Somany to be the Chairman of the Meeting which was seconded by Shri J.P. Singhal. Accordingly Shri S.K. Somany took the Chair.

The Chairman informed the members that the Statutory Registers were available for inspection of the members. He there after instructed Shri A.K. Mohta to read the Notice convening the Annual General Meeting and Auditors' Report. Shri A.K. Mohta as instructed read the Notice and thereafter Auditors' Report.

The Chairman informed that the Company has appointed Shri Virendra Bhatt, a Practicing Company secretary as the Scrutinizer and he will give his report on e voting and today's voting within 2 days which will be sent to the Bombay Stock Exchange immediately.

Thereafter the Chairman conducted the meeting.

Shri P.R. Damani proposed the following Resolution as an ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements for the year ended 31st March, 2015 together with the Report of the Directors and Auditors thereon, printed copies of which have already been circulated amongst the shareholders and taken as read be and are hereby approved."

The Resolution was seconded by Shri A.B. Kulkarni.

The Chairman invited the shareholders present to ask any questions pertaining to Accounts. There being no question.

Shri Surendra Damani proposed the following Resolution as an ordinary Resolution.

"RESOLVED THAT Smt. Rekha Thirani (DIN:00054058) be and is hereby re-appointed as Director liable to retire by rotation."

This was seconded by Shri Rajiv Desai.

Shri M.H. Jamalpure proposed the following Resolution as an ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or reenactment thereof, for the time being in force, Mittal and Associates, Chartered Accountants(Registration No. 106456W) , be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company"

The above Resolution was seconded by Shri R.R. Kurnaval.

Shri S.M. Neelwani proposed the following Resolution as an ordinary Resolution.

" RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Kiranbhai J. Shah (DIN:00057434), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."

This Resolution was seconded by Shri R.N. Chandak.

Shri R.R. Khandelwal proposed the following Resolution as an ordinary Resolution.

" RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Bipinbhai M. Patel (DIN:00063335), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."

The above Resolution was seconded by Shri M.H. Jamalpure.

Shri Rajiv Desai proposed the following Resolution as an ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Balkishan M. Mohta (DIN:00146822), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 112th Annual General Meeting of the Company in the calendar year 2020."

The above Resolution was seconded by Shri R.N. Chandak.

Shri Surendra Damani proposed the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 196 and 197 and other applicable provisions, if, any of the Companies Act ("Act"), as amended or reenacted from time to time, read with schedule V to the Act, the Company hereby approves the reappointment and terms of remuneration of Shri P.R. Damani (DIN:00030400) as the Chief Executive Officer and managing Director of the Company for a period of 3 years with effect from October 1, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri P.R. Damani.)"

Resolved further that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution"


The above Resolution was seconded by Shri A.B. Kulkarni.

Shri Virendra Bhatt, Practicing Company Secretary submitted his report dated 25/09/2015 consisting of E-Voting and Voting through ballot/poll papers and as per his report all the Resolutions were passed with requisite majority.

Shri Rajiv Desai proposed the following Resolution as an ordinary Resolution.

"RESOLVED THAT a Vote of Thanks be passed to the Chairman for his able conduct of the meeting."

The above Resolution was seconded by Shri R.R. Khandelwal.


S.K. Somany
Chairman