

Virendra Bhatt

Company Secretary

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To The Chairman

THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED

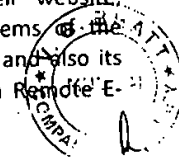
107th Annual General Meeting of the members of **THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED** (CIN: L17111PN1907PLC000258) held at the Company's Registered office at Fatehchand Damani Nagar, Station Road, Solapur - 413 001, on Wednesday, 23rd September, 2015 at 12:30 pm.

Sub: Passing of Resolution(s) through physical voting and Remote E-voting pursuant to section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

The Board of Directors of The Jamshri Ranjitsinghji Spinning And Weaving Mills Company Limited (hereinafter referred to as the "Company") at its meeting held on 21st July, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical Ballot paper forms received from the member at the venue of the AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of physical voting and e-voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 issued in this regard.

Report on Scrutiny:

- The company has appointed Central Depository Services Limited (CSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. M/s Computech Sharecap Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 107th Annual General Meeting (AGM) of the company, which was held on Wednesday, 23rd September, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.



- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was 14th August, 2015 (Physical & Email) and as on that date, there were 8310 members of the Company. The Service Provider had sent the notices of the AGM along with Annual Report and E-Voting details by email to 905 members whose email Id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 7405 members, whose Email Ids are not available, the notices were sent by Speed Post.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 16th September, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for five days from Monday, 18th September, 2015 (10:00 am) and ends on Tuesday, 22nd September, 2015 (5:00 pm).
- The Company completed the dispatch of the notices to the members through e-mail on 3rd September, 2015 and in physical form on 27th August, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'The Free Press Journal' newspaper on 7th September, 2015 having country-wide circulation and in Maharashtra in 'Vishw Samachar' and 'Navshakti' newspaper in Marathi language on 7th September, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 107th Annual General Meeting of the Company held on 23rd September, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On 23rd September, 2015, after counting of the votes conducted at the venue of the AGM through Ballot paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Sana Karvinkar and Mr. Vishwas Salvi who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (one) ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in



presence of two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

- Thereafter, I as a Scrutinizer duly complied details of Remote E-Voting carried out by the Members and the facility of physical voting was provided at the venue of the AGM by way of Ballot paper, 37 person voted, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of polling papers are as under:

Details	Remote E-voting	Voting through ballot/poll paper	Total voting
Number of member who cast their votes	2	37	39
Total number of shares held by them	5206301	55641	5261942
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	-		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.

1) Item no. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company as on March 31, 2015 together with the Report of the Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	55641	-	-	-	55641
TOTAL	5261942	100%	-	-	5261942

- The Votes cast in favour are more than the votes cast against the resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5242109	100	5242109	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5261942	-	5261942	-	-	-

2) Item no. 2 of the Notice (As an Ordinary Resolution)

To Appoint a Director in place of Smt. Rekha Thirani (DIN: 00054058) who retires by rotation but, being eligible, offers herself for reappointment

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	19833	-	-	-	19833
TOTAL	5226134	100%	-	-	5226134

The Votes cast in favour are more than the votes cast against the resolution.

- Note: Smt. Rekha Thirani has been abstained from voting for this resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5206301	99.32	5206301	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5226134	-	5226134	-	-	-

3) Item no. 3 of the Notice (As an Ordinary Resolution)

To re-appoint Mittal And Associates, Chartered Accountants as Auditors and fix their remuneration

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	55641	-	-	-	55641
TOTAL	5261942	100%	-	-	5261942

The Votes cast in favour are more than the votes cast against the resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5242109	100	5242109	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5261942	-	5261942	-	-	-

• **SPECIAL BUSINESS**

4) Item no. 4 of the Notice (As an Ordinary Resolution)

To Appoint Shri Kiranbhai J. Shah (DIN: 00057434) as an Independent Director

Manner of Voting	Votes In favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	55641	-	-	-	55641
TOTAL	5261942	100%	-	-	5261942

The Votes cast in favour are more than the votes cast against the resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5242109	100	5242109	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5261942	-	5261942	-	-	-

5) Item no. 5 of the Notice (As an Ordinary Resolution)

To Appoint Shri Bipinbhai M. Patel (DIN:00063335) as an Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	55641	-	-	-	55641
TOTAL	5261942	100%	-	-	5261942

The Votes cast in favour are more than the votes cast against the resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5242109	100	5242109	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5261942	-	5261942	-	-	-

6) Item no. 6 of the Notice (As an Ordinary Resolution)

To Appoint Shri.Balkishan M. Mohta (DIN: 00146822) as an Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	5206301	-	-	-	5206301
Physical Voting	55641	-	-	-	55641
TOTAL	5261942	100%	-	-	5261942

The Votes cast in favour are more than the votes cast against the resolution.



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	5242109	100	5242109	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	5261942	-	5261942	-	-	-

7) Item no. 7 of the Notice (As a Special Resolution)

To approve 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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes Nos.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3521604	-	-	-	3521604
Physical Voting	55641	-	-	-	55641
TOTAL	3577245	100%	-	-	3577245

The Votes cast in favour are more than the votes cast against the resolution.



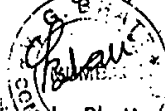
Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	5242109	3521604	67.18	3521604	0	100	0
Public Institutional Holders	25169	0	0	0	0	0	0
Public- Others	1732286	19833	1.14	19833	0	100	0
TOTAL	6999564	3541437	-	3541437	-	-	-

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,


Vinendra Bhatt
ACS-1152ECR

COP-124

Date: 25th September, 2015

Place: Mumbai

Witnesses:

Witnesses:



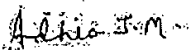
1. Ms. Sana Karvinkar



2. Mr. Viswas Salvi

Countersigned by:

For JAMSHRI RANJITSINGHI SPINNING AND WEAVING MILLS COMPANY LIMITED



Chairman / President