



THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.

CIN: L17111PN1907PLC000258

Regd. Office: Fatehchand Damani Nagar, Station Road, SOLAPUR- 413001.

Admn. Office: 5, Motimahal, 195, J.T. Road, Backbay Reclamation, Churchgate, Mumbai – 400 020.
PHONE: 43152400 FAX: 91 –22- 43152424. E-MAIL: jammill1907@gmail.com

3rd December, 2018

BSE Ltd.

Corporate Relationship Department

Dalal Street, Fort,

MUMBAI.

Security Code: 502901

Dear Sir,

Pursuant to Regulation 47 of the SEBI (LODR) Regulations, 2015, please find enclosed herewith copies of newspaper advertisement published regarding 110th Annual General Meeting of the Company and its Book Closure.

The Register of Members and Shares Transfer Books in respect of Equity Shares of the Company will remain closed from 20/12/2018 to 26/12/2018 (both days inclusive).

You are requested to take the above information on your record.

Thanking you.

Yours faithfully,

For THE JAMSHRI RANJITSINGHJI SPINNING AND
WEAVING MILLS COMPANY LIMITED

(GAURI RANE)

AUTHORISED SIGNATORY

BOARD OF DIRECTORS

Shri Prem Ratan Damani
Chairman & Managing Director

Shri Rajesh Damani
Joint Managing Director

Shri E.A.K. Faizullbhoj

Shri Kiranbhai J Shah

Shri S.K. Somany

Shri Balkishan Mohta

Shri Bipinbhai M Patel

Smt. Rekha Thirani

Shri Jagdish Adhia

SOLICITORS

M/s. Mulla & Mulla and Craigie Blunt and Caroe

AUDITORS

M/s. ADV & Associates

Chartered Accountants

BANKERS

TJSB Sahakari Bank Limited

MILLS & REGISTERED OFFICE

Fatechand Damani Nagar,
Station Road,

Solapur - 413 001

LISTED AT

The Stock Exchange - Mumbai.

NOTICE

NOTICE is hereby given that the Hundred and Tenth Annual General Meeting of the Shareholders of **THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.**, will be held at the Company's Registered office at Fatehchand Damani Nagar, Station Road, Solapur – 413 001, on Wednesday, the 26th December 2018 at 12.30 P.M.(S.T.) to transact the following business;

1. To receive, consider and adopt the Audited Financial Statements of the Company as on March 31, 2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Rekha Thirani (DIN: 00054058) who retires by rotation but, being eligible, offers herself for reappointment.
3. To consider the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of section 139, 141 and 142 and other applicable provisions, if any, 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), appointment of M/s ADV & Associates, Chartered Accountants (Registration No. 128045W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee / Board of Directors and the Auditors.”

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution for changing the designation of Mr. Anand Dalal from Additional Non-Executive Director to Non-Executive Director.

“**RESOLVED THAT** pursuant to sections 152, 160 of the Companies Act, 2013 and any other applicable provisions (including any modification or re- enactment thereof), if any, of the Companies Act, 2013, Mr. Anand Dalal (DIN- 00353555) who was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors held on November 10, 2018 and whose term expires at the ensuring Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Non-Executive Director of the Company.”

RESOLVED FURTHER THAT Shri Premratan Damani, Managing Director, Shri Rajesh Damani, Joint Managing Director, Shri Jagdish Adhia, Whole-time Director and Shri Devesh Bhati, Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution for appointment of Shri Premratan Bhairuratan Damani (P.R.Damani) (DIN: 00030400) as Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act 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), approval of the Company be and is hereby accorded to the renewal of appointment of Shri P.R. Damani (DIN:00030400) as the Managing Director of the Company for a period of 3 years with effect from October 1, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this 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.”

6. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution for appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act 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), approval of the Company be and is hereby accorded to the renewal of appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director for a period of 1 (One) year with effect from October 1, 2018 on the terms and conditions set out in the Statement annexed to the Notice convening this 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

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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 Rajesh 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.”

7. To consider, and if thought fit, to pass, with or without modification, the following resolution a Special Resolution for alteration of the object clause of the Memorandum of Association of the Company

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the existing Clause 3A of the MOA of the Company be altered by inserting the following sub-clause (3a) after the sub-clause (3)

(3a) “To carry on the business in the field of real estate, to acquire, buy, sell, take on lease, give on lease or otherwise deal in or dispose off immoveable property of all kinds, to deal in and develop lands, to erect, construct, build or to obtain on rental basis or give on rental basis any buildings, residential dwellings and colonies, office, commercial and industrial buildings, factories, mills, IT parks, SEZs, resorts, hotels, motels, restaurants, foods centers, cineplexes, multiplexes, family entertainment centers, amusement parks, shopping malls supermarkets, retail shopping centers, showrooms, car parks and parking for vehicles used in transport and logistics business, warehouses, cold storages facilities and other facilities and services required in the field of transport and logistics.”

RESOLVED FURTHER THAT Shri Premratan Damani, Managing Director, Shri Rajesh Damani, Joint Managing Director, Shri Jagdish Adhia, Whole-time Director and Shri Devesh Bhati, Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Place: Mumbai
Date: 26th November ,2018

By Order of the Board of Directors
**The Jamshri Ranjitsinghji Spinning
And Weaving Mills Company Limited**

Rajesh Damani
Joint Managing Director
DIN: 00184576
Address: 24, Motimahal,195, J Tata Road,
Churchgate, Mumbai 400020

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.

The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the AGM is annex hereto. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM.

- (a) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
- (b) The Register of Members and Shares Transfer Books in respect of Equity Shares of the Company will remain closed from 20/12/2018 to 26/12/2018(both days inclusive).
- (c) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company , viz. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery , Fort, Mumbai – 400023. quoting their Folio Numbers.
- (d) Shareholders seeking any information with regard to Accounts are requested to write to the Company early so as to enable the management to keep the information ready.
- (e) Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned in(c) above quoting their folio number (s).
- (f) The Securities and Exchange Board of India (SEBI) has mandated submission of KYC by every participant in securities market. Members holding shares in physical/ electronic form are, therefore, requested to submit their KYC to the Company or Registrar and Transfer Agent of the Company, viz. Computech Sharecap Ltd.
- (g) The Company is providing the e-voting facility to its members holding shares in physical or dematerialized form, as on the 'cut-off' date being Thursday, 20th December , 2018 to exercise their right to vote by electronic means on any or all of the businesses specified in this notice (the 'Remote e-voting'). Detail of the process and manner of Remote e-voting is furnished in the Notice.
- (h) The Company is pleased to offer the facility for voting by way of physical ballot at the AGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote' evoting, may vote at the AGM through ballot for all businesses specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend AGM but shall not vote at the AGM. The voting rights of the members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the 'cut-off' date being Thursday, 20th December , 2018.
- (i) The Notice is being sent to all members by speed post / registered post /courier service (and also electronically by email to those members who have registered their email- ID with the Company /Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, 23rd November, 2018.
- (j) The result of the voting will be announced by Friday 28th December, 2018 and will also be informed to BSE Limited (BSE) and will be Posted on the Company's website. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company, scheduled to be held on Wednesday, 26th December, 2018.
- (k) Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including Pin Code immediately to the Depository Participant. In the event of Non-availability of members' latest address either in Company's record or in Depository Participant's Records, members are likely to miss notices and other valuable correspondences sent by the Company.
- (l) Members are requested to kindly mention their Folio Number / (In case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.
- (m) Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant.

Instructions for Members for exercising their vote through e-voting are as under:

In case of members receiving e-mail:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab. Now, select the "Company Name" from the drop down menu and click on "SUBMIT"

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- (iii) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the password provided on the attendance slip.
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. <ul style="list-style-type: none"> ● If 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 (iii). Please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company 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 Members 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 of The Jamshri Ranjitsinghji Spg. & Wvg. Mills Co. Ltd. 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 out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If 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) **Note for Non - Individual Shareholders and Custodians**
 - Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instruction:

- a) Voting by e-voting can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) Voting period for e-voting commences on and from 23rd December 2018 at 10.00 a.m. and ends on 25th December 2018 at 5.00.p.m.
- c) Members may please note that they have to vote through anyone of the modes viz: E-voting or voting at AGM venue. Members who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting Venue.
- d) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Thursday, December 20, 2018, may follow the same procedure as mentioned above for remote e-voting.
- e) The Company has appointed Ms. Manisha Bajaj & Associates , Practicing Company Secretary as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (f) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote-voting facility.
- (g) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s)
- (h) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The Results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jamshrimills.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Place: Mumbai
Date: 26th November, 2018

For of the Board of Directors
**The Jamshri Ranjitsinghji Spinning
And Weaving Mills Company Limited**

Rajesh Damani
Joint Managing Director
DIN: 00184576
Add: 24, Motimahal, 195, J Tata Road,
Churchgate, Mumbai 400020

Registered Office:
Fatechand Damani Nagar,
Station Road,
Solapur-413001

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ANNEXURE TO NOTICE – EXPLANATORY STATEMENT.

ITEM No.4

APPOINTMENT OF MR. ANAND DALAL AS NON EXECUTIVE DIRECTOR:

In the Board meeting held on 10th November, 2018, Mr. Anand Dalal was appointed as an Additional Non Executive Director of the Company and he holds office till the conclusion of the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Dalal as a Non Executive Director of the Company. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anand Dalal for the office of Director of the Company.

Mr. Anand Dalal is not disqualified for being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief profile of Mr. Anand Dalal is given below for reference of the member:

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anand Dalal is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM No. 5

RE-APPOINTMENT OF P.R.DAMANI AS THE MANAGING DIRECTOR

Shri P.R.Damani was appointed as the Managing Director for a period of 3 years whose term expired on 30th September, 2018. Shri P.R.Damani is an Industrialist with vast and varied experience and he has been closely associated with textile industry for the last 64 years. He has devoted his time and energy for the growth of the Company for the past several decades. As a result of his stewardship, the Company has been able to achieve changes in product mix to cater to the changing consumers tastes. The Nomination and Remuneration Committee recommended his reappointment for a period of 3 years.

Accordingly, the Board at its meeting held on 6th August 2018, decided to recommend his reappointment as the Managing Director for a further period of 3 years w.e.f. 1st October, 2018 at the remuneration mentioned here in after.

Sr No	PARTICULARS	
I.	SALARY	Rs.1,50,000/-(Rupees One Lakh Fifty Thousand only)per month
II.	COMMISSION	One per cent of the net profits of the Company, subject to a ceiling of 50% of the salary or Rs.9,00,000/- per annum, whichever is less.
III.	BENEFITS, PERQUISITES AND ALLOWANCES	Rent free residential accommodation or 30% house rent allowance. Full hospitalization and major medical expenses, car facility and telecommunication facility other perquisites and allowances subject to a maximum of 10% of the Basic Salary: this shall include medical reimbursement/leave travel concession/personal accident insurance/club membership fees Contribution to Provident Fund and gratuity fund as per rules of the Company Leave and encashment of unavailed leave as per the rules of the Company.
IV.	HEALTH INSURANCE	The Company may take health Insurance policy of such amount and such premium as the board may deem fit provided that the overall remuneration shall not exceed the limits prescribed under Schedule V of the Companies Act 2013 and rules made thereunder.
V.	MINIMUM REMUNERATION	Where in any financial year during the tenure of Mr. P.R. Damani as the Managing Director, If the Company has no profit or the profits are inadequate then there will be no reduction in the remuneration by way of Salary Benefits, Perquisites, and Allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013 or any modification(s) thereto.
VI.	OTHER TERMS AND CONDITIONS	The Agreement may be terminated by either party by giving to the other party three months. notice of such termination or the Company paying three months remuneration in lieu thereof

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) : The proposed remuneration is at par with the prevailing remuneration in the industry of similar size for similarly placed persons.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

None of the directors or Key managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Special Resolution at Item No. 5 of the accompanying Notice except Shri P.R. Damani himself and Shri Rajesh Damani as son and Smt. Rekha Thirani as daughter.

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

Director in Simplex Renewable Resources Pvt Ltd , Nandini Appartments Private Ltd, Lotus Properties Pvt. Ltd, M. Visvesvaraya Industrial Research & development Centre.

Shareholding of Shri P.R. Damani in the Company is 1684697.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

Textile industry, in general, has been adversely impacted by the demonetization in November, 2016 and introduction of 5% GST on Fabric from 1st July, 2017. Power-loom units in Bhiwandi, Ichhalkaranji, Bhilwara, Surat and other centres remained crippled for a considerably long time resulting into very low off-take and depressed prices of yarn, which used to be the main product of your Company. The performance of the Company was also affected by rising price of raw materials and higher electricity and finance cost. The rising costs couldn't be passed on to the customers due to depressed market conditions.

(2) Steps taken or proposed to be taken for improvement

Considering the current state of the textile industry, especially in the segment of yarn, the management is making plans for earning revenue through alternative means like leasing and renting of the premises of the Company. To achieve this, the management is considering changes to the infrastructure of the Company.

(3) Expected increase in productivity and profits in measurable terms

The Company proposes to enter into new business of Real Estate, Construction & Development subject to approval of the members for alteration of object clause. The Company projects that this new business will help in revenue generation for the Company.

The Board hereby proposes the appointment of Shri P.R. Damani as Managing Director of the Company on such remuneration as mentioned hereinabove. Since Shri P.R. Damani is more than 70 years old, his appointment is required to be approved by members in General Meeting by means of a Special Resolution pursuant to proviso to Section 196(3)(a) of the Companies Act, 2013. Considering his varied and vast experience and association with the Company for over six decades, it would be beneficial to the Company to continue his appointment as the Managing Director of the Company.

None of the Directors of the Company is in any way concerned or interested in the above mentioned Resolution except Shri P.R. Damani, Shri Rajesh Damani and Smt Rekha Thirani.

ITEM No. 6

RE-APPOINTMENT OF RAJESH DAMANI AS JOINT MANAGING DIRECTOR

Shri Rajesh Damani was appointed as the Joint Managing Director for a period of 1 year which term expired on 30th September 2018. Shri Rajesh Damani has experience of 20 years in the textile business. The Board is of the opinion that his continuation as Joint Managing Director will help the Company in its growth and as such recommends his re-appointment as Joint Managing Director for a period of 1 year.

Accordingly, the Board and Nomination & Remuneration Committee at its meeting held on 6th August, 2018, decided to recommend his re-appointment as the Joint Managing Director for a further period of 1 year w.e.f. 1st October 2018 at the

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remuneration mentioned herein after.

Sr. No	PARTICULARS	
I.	SALARY	Rs.45,000/- (Rupees Forty Five Thousand Only) per month.
II.	COMMISSION	One per cent of the net profits of the Company, subject to a ceiling of 50% of the salary or Rs.2,70,000/- per annum, whichever is less.
III.	PERQUISITIES	The Joint Managing Director, Shri Rajesh Damani shall also be entitled to the perquisites listed below, subject to the condition that the perquisites listed under part 'A' shall be limited to the annual salary or Rs.8,10,000/- per annum whichever is less.

PART – A

(I)	HOUSING	House Rent allowance @30% of the salary. The expenditure incurred on gas, electricity, water and furnishings will be valued as per the Income Tax Rules 1962 which will be subject to a ceiling of 10% of the salary.
(II)	MEDICAL REIMBURSEMENT	reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary per year or three months' salary over a period of three years
(III)	LEAVE TRAVEL CONCESSION	For self, wife and dependent children once a year to and from any place subject to the condition that only actual fares and no hotel expenses etc. will be allowed.
(IV)	PERSONAL ACCIDENT INSURANCE	Of an amount, the annual premium of which shall not exceed Rs. 4000/- per annum.
(V)	CLUB FEES	Fees of Clubs, subject to maximum of two clubs provided no life membership fee or admission fees is paid

PART - B

(I)	COMPANY'S CONTRIBUTION TOWARDS PROVIDENT FUND/ SUPERANNUATION FUND AND PENSION	As per Rules of the Company, but not exceeding 25% of the salary as laid down under the Income-Tax Rules, 1962.
(II)	GRATUITY	Not exceeding one-half month's salary for each completed year of service.

PART - C

(I)	CAR	Free use of Car with driver for the Company's business
(I)	TELEPHONE	Free Telephone facility at residence

OTHER PERQUISITES

(I)	LEAVE	One full pay and allowance as per Rules of the Company but not exceeding one month's leave for every 11 months of service subject to condition that leave accumulated but not availed of will not be allowed to be encashed.
(II)	ENTERTAINMENT	Reimbursement of all entertainment and all other expenses actually and properly incurred for the business of the Company which will not be treated as an item of remuneration for the purpose of the Companies Act, 2013
	Minimum Remuneration	Where in any financial year during the tenure of Mr. Rajesh Damani as the Joint Managing Director, if the Company has no profit or the profits are inadequate then there will be no reduction in the remuneration by way of salary and perquisites.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) : The proposed remuneration is at par with the prevailing remuneration in the industry of similar size for similarly placed persons.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

He is son of Shri Premratan Damani who is Managing Director and Promoter and brother of Smt. Rekha Thirani who is a Director and Promoter of the Company.

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

Director in Nandini Appartments Private Ltd, Lotus Properties Pvt. Ltd, Rampro Consultants Pvt Ltd, Suchetan Commercial and Marketing Pvt. Ltd.

Shareholding of Shri Rajesh Damani in the Company is NIL.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

Textile industry, in general, has been adversely impacted by the demonetization in November, 2016 and introduction of 5% GST on Fabric from 1st July, 2017. Power-loom units in Bhiwandi, Ichhalkaranji, Bhilwara, Surat and other centres remained crippled for a considerably long time resulting into very low off-take and depressed prices of yarn, which used to be the main product of your Company. The performance of the Company was also affected by rising price of raw materials and higher electricity and finance cost. The rising costs couldn't be passed on to the customers due to depressed market conditions.

(2) Steps taken or proposed to be taken for improvement

Considering the current state of the textile industry, especially in the segment of yarn, the management is making plans for earning revenue through alternative means like leasing and renting of the premises of the Company. To achieve this, the management is considering changes to the infrastructure of the Company.

(3) Expected increase in productivity and profits in measurable terms

The Company proposes to enter into new business of Real Estate, Construction & Development subject to approval of the members for alteration of object clause. The Company projects that this new business will help in revenue generation for the Company.

The Board hereby proposes the appointment of Shri Rajesh Damani as Joint Managing Director of the Company on such remuneration as mentioned hereinabove.

None of the Directors of the Company is in any way concerned or interested in the above mentioned Resolution except Shri Premratan Damani, Smt Rekha Thirani and Shri Rajesh Damani.

ITEM No. 7

ALTERATION OF OBJECT CLAUSE:

Textile industry, in general, has been adversely impacted by the demonetization in November, 2016 and introduction of 5% GST on Fabric from 1st July, 2017. Power-loom units in Bhiwandi, Ichhalkaranji, Bhilwara, Surat and other centres remained crippled for a considerably long time resulting into very low off-take and depressed prices of yarn, which used to be the main product of your Company. The performance of the Company was also affected by rising price of raw materials and higher electricity and finance cost. The rising costs couldn't be passed on to the customers due to depressed market conditions.

Considering the current state of the textile industry, especially in the segment of yarn, the management is making plans for earning revenue through alternative means like leasing and renting of the premises of the Company. To enter into new fields of business, the Object Clause of the Memorandum of Association of the Company is required to be altered.

The Board of Directors of the Company, in its meeting held on November 26, 2018, approved alteration of Clause 3A (Object Clause) of the MOA of the Company. The said alteration was subject to the approval of the shareholders by means of a Special Resolution. Accordingly, approval of members is sought for the resolution at Item No. 7 of the Notice.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, at the Registered Office and administrative Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the date of Annual General Meeting. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 7 for approval of the members as a Special Resolution.

Place: Mumbai
Date: 26th November, 2018

For of the Board of Directors
**The Jamshri Ranjitsinghji Spinning
And Weaving Mills Company Limited**

Rajesh Damani
Joint Managing Director
DIN: 00184576
Add: 24, Motimahal, 195, J Tata Road,
Churchgate, Mumbai 400020

THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED

CIN: L17111PN1907PLC000258

Regd. Office: Fatehchand Damani Nagar, Station Road, Solapur, Maharashtra – 413 001

Tel. No: 0217-2380914; Fax: 0217-2380932

Email: jammill1907@gmail.com, Website: www.jamshrimills.com

PROXY FORM

Form No. MGT-11

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

Name of the Member(s): _____

Registered Address: _____

Email ID: _____ Folio No./DP ID and Client ID: _____

I/We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

(1) Name : _____

Address : _____

E-mail Id : _____ Signature : _____ or failing him

(2) Name: _____

Address: _____

E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the HUNDRED AND TENTH Annual General Meeting of the Company, to be held on Wednesday, 26th December, 2018 at 12.30 p.m. at Fatehchand Damani Nagar, Station Road, Solapur – 413 001, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

No.	ORDINARY BUSINESS	No.	SPECIAL BUSINESS
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2018	4	Appointment of Shri Anand Dalal (DIN: 00353555) as an Additional Director w.e.f. 10/11/2018
2	Appointment of a Director in place Smt. Rekha Thirani (DIN:00054058) who retires by rotation but being eligible, offers herself for reappointment.	5	Appointment of Shri Premaratan Damani (DIN: 00030400) as Managing Director for a period of 3 (Three) year w.e.f. 01/10/2018
3	Ratification of Appointment of M/s. ADV & Associates, Chartered Accountants (Registration No. 128045W) as Statutory Auditors of the Company.	6	Appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director for a period of 1 (One) year w.e.f. 01/10/2018
		7	Alteration in Main Object clause of the Memorandum of Association of the Company

Signed this ____ day of _____, 2018.

Signature of Proxy Shareholder

Signature of Shareholder

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Proxies can vote on such other items which may be tabled at the meeting in addition to the ones mentioned herein above.

The Jamshri Ranjitsinghji Spinning & Weaving Mills Co. Ltd.

(CIN: L17111PN1907PLC000258) Regd. Office: Fatehchand Damani Nagar, Station Road, Solapur-413001

ATTENDANCE SLIP

Regd. Folio No./Client ID

DP ID:

Name and address of First/Sole shareholder

No. of Shares held

I hereby record my presence at the 110th Annual General Meeting of the Company held on Wednesday, 26th December, 2018 at 12.30 P.M. at the Fatehchand Damani Nagar, Station Road Solapur- 413001, Maharashtra

Signature of the Member/ Proxy

Notes:

- a) Only member/Proxy can attend the meeting.
- b) Member/proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of meeting hall.
- c) Member/proxy should bring his/her copy of the Annual Report for reference at the meeting.