



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

CIN: L17111PN1907PLC000258

Registered Office : Fatehchand Damani Nagar, Station Road, Solapur - 413001. Maharashtra (India)

Phone : +91-217-2380914 Fax : +91-217-2380932

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

EGM NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of **THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED**, will be held on Tuesday, 24th April, 2018 at 12.30 p.m.(S.T.) at Fatehchand Damani Nagar, Station Road, Solapur - 413001 to transact the following special business:

Item No. 1: To approve sale or disposal of assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to any other law for the time being in force and permissions and sanctions, as may be necessary in this behalf, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall mean to include any Committee thereof), to sell, transfer and/or otherwise dispose of some of the idle plant and machinery of the Company situated at Solapur, Maharashtra to any suitable party/parties in one or more tranches at such consideration and on such terms and conditions as the Board may deem fit in the interest of the Company;

RESOLVED FURTHER THAT the Board of Directors including any Committee so appointed by it or one or more Directors of the Company so authorized by it, be and is hereby authorized with power to finalize the terms and conditions to sell, transfer and/or otherwise dispose of the said plant and machinery and to execute all the required documents including agreements, memorandum, and any other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient for completion of the transaction as aforesaid in the best interest of the Company.”

**By the Order of the Board of Directors
FOR THE JAMSHRI RANJITSINGHJI SPINNING
AND WEAVING MILLS COMPANY LIMITED**

JT. MANAGING DIRECTOR

Name: RAJESH DAMANI

DIN: 00184576

**Address: 24, Moti Mahal,
195, J Tata Road, Churchgate,
Mumbai 400020**

Date: 26/03/2018

Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy shall be deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting. A person can act as a proxy on behalf of members 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 of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

6. Keeping in view the green initiatives taken by the Ministry of Corporate Affairs and to save the cost involved in printing and dispatch, we propose to send all communications in electronic mode. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to the Registrar & Share Transfer Agent: viz. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400023
7. 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 Tuesday, 17th April, 2018 to exercise their right to vote by electronic means on the business specified in this notice (the 'Remote e-voting'). Detail of the process and manner of Remote e-voting is furnished in the Notice.
8. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote' e-voting, may vote at the EOGM through ballot for the business specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend EOGM but shall not vote at the EOGM. 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 Tuesday, 17th April, 2018.
9. 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, 23/03/2018.

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”
- (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) 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. 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of The Jamshri Ranjitsinghji Spg. & Wvg. Mills Co. Ltd. on which you choose to vote.
- (xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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 Corporate.
 - 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.
- (xviii) 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 21st April 2018 at 10.00 a.m. and ends on 23rd April 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 EOGM 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. Tuesday, 17th April, 2018 may follow the same procedure as mentioned above for remote e-voting.
- e) The Company has appointed 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. The Resolution shall be deemed to be passed at the Extra Ordinary General Meeting of the Company, scheduled to be held on Tuesday, 24th April, 2018.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Due to factors like demonetization, GST, resultant fall in demand for products, steep rise in cost of inputs and changing technologies, the conditions in the textile industry have been persistently adverse. Further, the Company's plant and machinery are fast becoming obsolete due to changing technologies and this has prompted the Company to outsource production to other entities with latest technologies and excess production capacities.



Due to these factors, Company's production has reduced causing some of its plant and machinery to become idle. It is proposed to sell some of the idle plant and machinery at Company's factory at Solapur. The net proceeds from sale of the idle plant and machinery would be utilized to repay Company's existing loans and reduce its interest burden. Alternatively, it may also be utilized to enhance the working capital of the Company or for general business purposes.

For this purpose, approval of members is sought by means of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013. The said resolution is recommended by the Board for approval of the members.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Place: Mumbai
Date: 26/03/2018

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

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

RAJESH DAMANI
JT. MANAGING DIRECTOR
DIN: 00184576

