

The Jamshri Ranjitsinghji Spg. & Wvg. Mills Company Ltd.



Jamshri

109th ANNUAL REPORT 2016-2017

Since 1907

BOARD OF DIRECTORS

Shri Prem Ratan Damani
Chairman & Managing Director

Shri Rajesh Damani
Joint Managing Director

Shri E.A.K. Faizullbhoy

Shri Kiranbhai J Shah

Shri S.K. Somany

Shri Balkishan Mohta

Shri Bipinbhai M Patel

Smt. Rekha Thirani

PRESIDENT

Shri J.M. Adhia

VICE PRESIDENT

Shri Vijay Katare

SOLICITORS

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

AUDITORS

M/s. Mittal & 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.

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

NOTICE

NOTICE is hereby given that the Hundred and Ninth 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 Thursday, the 28th September 2017 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, 2017 together with the Reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Premratan Bhairuratan Damani (DIN:00030400) who retires by rotation but, being eligible, offers himself for reappointment.
- 3) To consider and appoint Auditors and fix their remuneration.

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s ADV & Associates, Chartered Accountants (Registration No. 128045W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Hundred and Fourteenth Annual General Meeting, subject to ratification at every Annual General Meeting to be held hereafter, on such remuneration as shall be fixed by the Board of Directors of the Company ”.

RESOLVED FURTHER THAT Board of the directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

4) SPECIAL BUSINESS

To adopt new Articles of the Association containing the regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof in time being in force) the draft regulations contained in the Articles of Association of the Company submitted to this meeting be and are hereby approved and adopted in substitution, and to entire exclusion of regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Board of the directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

5) To consolidate the equity shares of the Company and in this regard 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 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) and any other statutory provisions and regulations, as may be applicable, and in accordance with the Articles of Association of the Company, and subject to such approvals, sanctions, consents and permissions, as may be necessary or required from the National Company Law Tribunal (NCLT) or any other appropriate authorities, consent of the members of the Company be and is hereby accorded to consolidate 100 (One Hundred) Equity Shares of the company having face value of Rs 10/- (Rupees Ten Only) each in the capital of the company fully paid-up, into 1 (One) equity share of Rs. 1000/- (Rupees One Thousand Only) each fully paid-up.”

“RESOLVED FURTHER THAT pursuant to the consolidation of the Equity Shares of the Company, the 100 (One Hundred) paid up Equity Shares of the Company of the face value of Rs. 10/- (Rupees Ten) each, as existing on the Record Date shall stand consolidated into 1 (One) Equity Share of the face value of Rs. 1000/- (Rupees One Thousand) each fully paid up, with effect from the Record Date to be fixed by the Board of Directors for this purpose.”

“RESOLVED FURTHER THAT no letter for consolidation of shares shall be issued but the share certificates for the consolidated new equity shares of Rs. 1000/- (Rupees One Thousand) each to be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of Rs. 10/- each stand cancelled from the date of issue of new share certificate of Rs. 1000/- each and the respective beneficiary accounts be credited with the consolidated new equity shares of Rs. 1000/- each for such shareholders who hold the existing shares in dematerialized form.”

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trust/Trustee constituted/ appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trust/Trustee in this regard shall be final and binding to all concerned and the Trust/Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

“RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 75,000 (Seventy Five Thousand) Equity Shares of Rs.1000/- (Rupees One Thousand Only) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary in order to give effect to the above resolution.”

- 6) **To appoint Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 and 203 read with Schedule V and all other applicable provisions of 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, 2017 on the terms and conditions including as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors(hereinafter referred to as “the Board” which term shall be deemed to include the Committees of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Rajesh Damani subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re enactment thereof;

“RESOLVED FURTHER THAT the Board 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”.

- 7) **To appoint Shri Jagdish Muljibhai Adhia (DIN: 00318345) as Wholetime Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 and 203 read with Schedule V and all other applicable provisions of 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 appointment of Shri Jagdish Muljibhai Adhia (DIN: 00318345) as Wholetime Director for a period of 5 (Five) years with effect from October 1, 2017 and in respect of whom the Company has received a notice in writing from a Member in terms of section 160 of the Companies Act, 2013, proposing his candidature for the office of Director on the terms and conditions including as set out in the Statement annexed to the Notice

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

convening this Meeting, with liberty to the Board of Directors(hereinafter referred to as "the Board" which term shall be deemed to include the Committees of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Jagdish Muljibhai Adhia subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re enactment thereof;

"RESOLVED FURTHER THAT the Board 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".

Place: Mumbai
Date: 23rd August,2017

By Order of the Board of Directors

P.R. DAMANI
MANAGING DIRECTOR
DIN: 00030400

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 21/09/2017 to 28/09/2017 (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/consolidation 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 Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members' holdings shares in physical form must submit their PAN details 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, 21st September , 2017 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' e-voting, 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, 21st September, 2017.
- (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, 25th August, 2017.
- (j) The result of the voting will be announced by Saturday 30th September, 2017 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 Thursday, 28th September, 2017.
- (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"
- (iii) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - 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 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.

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

- (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 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.
- (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 25th September 2017 at 10.00 a.m. and ends on 27th September 2017 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, September 21, 2017, may follow the same procedure as mentioned above for remote e-voting.

- e) The Company has appointed Mr. Virendra Bhatt, 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: 23rd August, 2017

By order of the Board of Directors

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

P.R. DAMANI
MANAGING DIRECTOR
DIN: 00030400

ANNEXURE TO NOTICE – EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 4.

Existing Articles of Association (AOA) are based on Companies Act, 1956 and several regulations in it contain references to specific sections of the Companies Act, 1956. Some regulations in the existing AOA are no longer in conformity with the new Companies Act 2013.

With the coming into force of the Companies Act 2013 to replace the old Companies Act 1956, it is thought fit to alter the Articles of Association of the Company to bring it in line with the new Act.

Accordingly, it is proposed to replace and substitute the existing set of Articles by a new set of Articles which shall confirm to the requirements of the Companies Act 2013.

For this reason, the resolution at Item No. 4 of the notice seeks approval of the members. Your Directors recommend the resolution at Item No. 4 for approval of members.

None of the directors of the Company are concerned or interested in the proposed resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5.

The Company has received letters from some of its shareholders suggesting it to consolidate its share capital. The management of the Company deliberated on the same and considering the mutual benefits of consolidation to the shareholders and the Company, it is proposed to consolidate the share capital by increasing its face value from Rs.10/- to Rs.1000/-.

The proposed consolidation will result in increase in trading price of each share which will attract the attention of institutional investors and fund managers. The increased price per share will also generate interest among investors. The reduced number of shares would also result in reduced cost of trading for the shareholders. These factors may encourage trading in shares of the Company which are currently very infrequently traded.

Many of the shareholders are untraceable and the notices sent to them are returned undelivered to the Company. Many shareholders may wish to sell their shares. But since the shares of the Company are very infrequently traded, the shareholders have no exit route. They are unable to sell their shares even if they may not be interested in the Company.

However, if the shares are consolidated by increasing their face value from Rs.10/- to Rs.1000/- it would provide an exit route to the fragmented minority shareholders. They will receive money for their shares which presently they are unable to sell.

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

For the Company, this reduced number of shareholders would translate into reduced costs. The management believes that this would be an important step in their efforts to streamline the operations of the Company. It further believes that the overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

c). Pre and Post Share Capital:

	Pre - Consolidation	Post – Consolidation
Authorized Share Capital	Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into divided into 75,00,000 (Seventy Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred Only) each	Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into divided into 75,000 (Seventy Five Thousand) Equity Shares of Rs.1000/- (Rupees One Thousand Only) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred Only) each
Issued and Subscribed Share Capital	Rs.6,99,95,640/- (Rupees Six Crore Ninety Nine Lakh Ninety Five Thousand Six Hundred and Forty Only) divided into 69,99,564 (Sixty Nine Lakh Ninety Nine Thousand Five Hundred and Sixty Four) Equity Shares of Rs.10/- each	Rs.6,99,96,000/- (Rupees Six Crore Ninety Nine Lakh Ninety Six Thousand Only) divided into 69,996 (Sixty Nine Thousand Nine Hundred and Ninety Six) Equity Shares of Rs.1000/- each
Paid Up Share Capital	Rs.6,98,65,020/- (Rupees Six Crore Ninety Eight Lakh Sixty Five Thousand and Twenty Only) divided into 69,86,502 (Sixty Nine Lakh Eighty Six Thousand Five Hundred and Two) Equity Shares of Rs.10/- each	Rs.6,98,65,000/- (Rupees Six Crore Ninety Eight Lakh Sixty Five Thousand Only) divided into 69,865 (Sixty Nine Thousand Eight Hundred and Sixty Five) Equity Shares of Rs.1000/- each
NOTE:	The difference between the Issued & Subscribed Share Capital and the Paid Up Share Capital is due to forfeiture of 13,062 Equity shares of Rs.10/- each.	The difference between the Issued & Subscribed Share Capital and the Paid Up Share Capital is due to forfeiture of 131 Equity shares of Rs.1000/- each.

The power to consolidate the shares is required to be exercised by the Company in a General Meeting. The Memorandum of Association (MOA) of the Company will also require alteration so as to reflect the consolidated share capital. Accordingly, the resolution at Item No. 5 of the notice seeks approval of the members for consolidating the share capital of the Company and consequent amendments to its MOA.

After obtaining members' and other necessary approvals, the Board shall fix the record date for ascertaining the list of shareholders for the purpose of consolidation of shares.

All fractional entitlements will be consolidated into whole shares (rounded off to the nearest complete Share) and sold off in the market through a Trust/Trustee created/appointed for this purpose. The Sale proceeds of the same will be distributed to the members in the ratio of their fractional entitlements after deducting the expenses incurred in this regard, if any.

The approval of members as mentioned herein above shall be subject to the approval of the National Company Law Tribunal (NCLT) pursuant to the proviso to Section 61(b) of the Companies Act, 2013, if any.

The Board of Directors hereby recommends the resolutions at Item No. 5 for approval of members and the same shall be subject to the necessary approvals as mentioned herein above.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding, if any, in the Company.

ITEM No .6.

Shri Rajesh Damani aged 50 years, is a Commerce Graduate and after completing training in Textile field at Solapur, he is actively involved in Textiles Business. He has an experience of 20 years in textile industry. He joined the Company as director on 24.07.2013.

Shri Rajesh Damani was appointed as Joint Managing Director for a period of 3 years which term will expire on 30th September 2017. The Board is of the opinion that his re-appointment as Joint Managing Director would benefit the Company due to his knowledge and experience in textile industry and as such the Board recommends his re-appointment as Joint Managing Director for a period of 1 year w.e.f. 1st October 2017 at the remuneration mentioned herein after as per the recommendations of the Nomination and Remuneration Committee. The approval of shareholders by means of an Ordinary Resolution is sought for the same.

In this connection, the following information is provided for perusal of the shareholders:

- (1) Nature of industry: Textile Industry
- (2) Date or expected date of commencement of commercial production: Company is already in existence since 15.08.1907 and production is already in place.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators

	2016-17 (Rs.)	2015-16 (Rs.)
Revenue from Operations	82,51,10,793	61,60,68,491
EBITDA	2,68,55,719	2,13,12,470
Finance Cost	20,333,497	11,591,342
Depreciation	96,34,006	84,74,852
Exceptional items (net)	0	4,99,523
Profit /Loss before Tax	-32,11,784	17,45,799
Less: Provision for Tax	-1,00,000	3,50,000
Profit/(Loss) after Tax	-31,11,784	13,95,799
Balance brought forward	48,64,645	34,68,846
Profit/(Loss) dealt with as under	17,52,861	48,64,645
Less: Transferred from Assets	0	0
Surplus/(Deficit) carried to BS	17,52,861	48,64,645

- (5) Foreign investments or collaborations, if any: N.A.
- (6) Past remuneration : Same as proposed as mentioned below.
- (7) Recognition or awards : NA
- (8) No of Board Meetings Attended: In FY 2016-17 he attended all four Board Meetings of the Company.
- (9) Remuneration proposed:
 - I. SALARY : Rs. 45000/-(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. PERQUISITES : 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.