



JAMSHRI

REALTY LIMITED

Realising Your Dreams Since 1907

BUSINESS PARK • HOSPITALITY • LIFESTYLE • EDUCATION • HEALTHCARE

112th Annual Report 2019-2020

Since 1907

JAMSHRI REALTY LIMITED

(FORMERLY KNOWN AS THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD)

BOARD OF DIRECTORS

Shri Prem Ratan Damani
Chairman & Managing Director

Shri Rajesh Damani
Joint Managing Director & CFO

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

Shri Anand A. Dalal

Shri Umesh B. Marathe

Dr. Pradeep Kumar Singhal

SOLICITORS

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

AUDITORS

M/s. ADV & Associates

Chartered Accountants

BANKERS

TJSB Sahakari Bank Limited

REGISTERED OFFICE

Fatehchand Damani Nagar,
Station Road,

Solapur - 413 001

LISTED AT

The Stock Exchange - Mumbai.

NOTICE

NOTICE is hereby given that the Hundred and Twelfth Annual General Meeting of the Company will be held on Tuesday, 29th September, 2020 at 3.00 p.m. through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Fatehchand Damani Nagar, Station Road, Solapur – 413 001.

1. To receive, consider and adopt the Audited Financial Statements of the Company as on March 31, 2020 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Anand Ashvin Dalal (DIN: 00353555) who retires by rotation but, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Jagdish Muljibhai Adhia (DIN: 00318345) who retires by rotation but, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. **To re-appoint Shri Kiranbhai Shah (DIN: 00057434) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Shri Kiranbhai Shah (DIN:00057434), be and is hereby re- appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 117th Annual General Meeting of the Company to be held in the Calendar year 2025 or 22nd September 2025, whichever is earlier.”

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 re-appoint Shri Balkishan Mohta (DIN:00146822) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and, Shri Balkishan Mohta (DIN:00146822), be and is hereby re- appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 117th Annual General Meeting of the Company to be held in the Calendar year 2025 or 22nd September 2025, whichever is earlier.”

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.”

6. **To re-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 Special 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 reenactment 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, 2020 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 reenactment thereof;

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RESOLVED FURTHER THAT Shri Premratan Damani, Managing Director, and/or Shri Jagdish Adhia, Whole-time Director and/or 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: 29th July, 2020

By Order of the Board of Directors
Jamshri Realty Limited

Rajesh Damani
Joint Managing Director
DIN: 00184576

Address: 24, Motimahal, 195, J Tata Road, Churchgate, Mumbai 400020

Registered Office:

Fatehchand Damani Nagar,
Station Road,
Solapur-413001

NOTES:

- (a) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as “AGM”), as set out under Item No(s). 4 to 6 above and the relevant details of the Directors as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as Annexure to the Notice.
- (b) The Board of Directors have considered and decided to include the Item nos. 4 to 6 given above as special business in the forthcoming AGM, as they are unavoidable in nature.
- (c) In view of the continuing lockdown restrictions on the movement of people at several places in the country and due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.
- (d) As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- (e) **Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report**

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.jamshrimills.com, website of Stock Exchange at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.

i. For Temporary Registration of e-mail id for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd., by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Sharegistry (India) Pvt. Ltd., by sending E mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

v. Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

- (f) Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on jammill1907@gmail.com.
- (g) The Company has also changed its Registrar and Share Transfer Agent from Computech Sharecap Limited to Purva Sharegistry (India) Private Limited. Details of our new RTA are as follows:

Purva Sharegistry (India) Private Limited.

Unit no. 9, Shivshakti Industrial Estate, J.R. Boricha Marg, Lower Parel(East)

Mumbai – 400011, email- support@purvashare.com; Tel No. 022- 23012518/23016761

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. Shareholder will be provided with a facility to attend the 112th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
2. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come- first-served basis.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at jammill1907@gmail.com and support@purvashare.com.
The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at jammill1907@gmail.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. If you have any queries or issues regarding attending AGM through the Link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 112th AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Instructions and information relating to e-Voting are as follows:

- (i) The remote e-voting period begins on 26th September, 2020 at 9.00 A.M. and ends on 28th September, 2020 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 28th September, 2020.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab. Now, select the "Company Name" from the drop down menu and click on "SUBMIT"
- (v) 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.
- OR
Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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.

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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of JAMSHRI REALTY LIMITED. on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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.

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- (xix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Guidelines for shareholders:

- a. Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at jammill1907@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- b. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- c. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 112th AGM by email and holds shares as on the cut-off date i.e. Tuesday, 22nd September, 2020, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- e. Ms. Manisha Dikshit, Proprietor of M/s. Manisha Bajaj & Associates, Practicing Company Secretaries (Membership No. 24724, COP: 8932), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- h. The result of the voting will be announced by within 48 hours of the conclusion of the AGM 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 112th Annual General Meeting of the Company.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to jammill1907@gmail.com/support@purvashare.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to jammill1907@gmail.com/support@purvashare.com

Documents open for inspection:

- a. All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on jammill1907@gmail.com for inspection of said documents; and
- b. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be available for inspection through electronic mode. Members are requested to write to the Company on jammill1907@gmail.com for inspection of said documents.

Others:

- (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) SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/

2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.

- (c) The Register of Members and Shares Transfer Books in respect of Equity Shares of the Company will remain closed from 23rd September 2020 to 29th September 2020 (both days inclusive).
- (d) 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. Purva Shareregistry (India) Pvt. Ltd., Unit no. 9, Shivshakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400011, email- support@purvashare.com: Tel No. 022-23012518/23016761, quoting their Folio Numbers.
- (e) 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. Purva Shareregistry (India) Pvt Ltd.
- (f) 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.
- (g) 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.
- (h) 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.

Place: Mumbai
Date: 29th July 2020

For and on behalf of the Board of Directors
Jamshri Realty Limited

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

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

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ANNEXURE TO NOTICE – EXPLANATORY STATEMENT.

ITEM No. 4 & 5

The Members of the Company on 107th Annual General Meeting of the Company approved the appointment of Shri. Kiranbhai J. Shah, Shri. Balkishan M Mohta and Shri Bipinbhai Patel as Independent Directors of the Company for a period of 5 years. Shri Shah, Shri. Mohta and Shri. Patel will complete their respective terms at the ensuing Annual General Meeting. Shri Bipinbhai Patel has expressed his unwillingness to be re-appointed as an Independent Director of the Company. The Board places on record its sincere appreciation for the contribution made by him during his tenure as Independent Director. The Board of Directors of the Company ('the Board') at the meeting held on 29/7/2020, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Shri Kiranbhai Shah and Shri Balkishan Mohta as Independent Directors of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointments. The Committee and the Board are of the view that, given the knowledge, experience and performance of Shri Kiranbhai Shah and Shri Balkishan Mohta and contribution to Board processes by them, their continued association would benefit the Company.

Declarations have been received from Shri Kiranbhai Shah and Shri Balkishan Mohta that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Shri Kiranbhai Shah and Shri Balkishan Mohta fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Shri Kiranbhai Shah and Shri Balkishan Mohta in terms of Section 149 of the Act.

Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years.

Shri Kiranbhai Shah has attained the age of seventy five years. The Special Resolutions under Item Nos. 4 once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Shri Shah as Independent Director beyond the age of seventy five years.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Shah and Shri Balkishan Mohta have been received by the Company, and consents have been filed by Mr. Shah and Mr. Mohta pursuant to Section 152 of the Act.

Brief profile & Relevant details of Shri Kiranbhai Shah and Shri Balkishan Mohta as required by Regulation 26(4) and 36(3) of the Listing Regulations and as required under Secretarial Standards– 2 on General Meetings issued by the Institute of Company Secretaries of India is provided here under:

Name of the Director	Shri Kiranbhai Shah	Shri Balkishan Mohta
Director Identification Number (DIN)	00057434	00146822
Date of Birth	13/05/1937	31/08/1951
Experience	Trade & Business	Sharebroker in the trade and finance
Expertise in specific functional area	Share Broking	Share Broking
Date of Appointment as Additional Director	09/10/1984	24/07/2013
Shareholding in the company as on 31st March 2020	Nil	Nil
Other Companies in which he is a Director excluding Directorship in Private and Companies U/s. 8 of Companies Act, 2013	Nil	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he/she is a Director	Nil	Nil
Relationship with other Directors / Key managerial Personnel	No relation with directors / Key managerial personnel	No relation with directors / Key managerial personnel