

**MANISHA BAJAJ & ASSOCIATES
PRACTISING COMPANY SECRETARIES**

**SCRUTINIZER'S REPORT
(FOR E-VOTING)**

To,
The Chairman of 110th Annual General Meeting of the members of **The Jamshri Ranjitsinghji Spinning and Weaving Mills Company Limited** held on 26th December, 2018 at 12.30 p.m.

Dear Sir,

We, Manisha Bajaj & Associates, Practising Company Secretaries (ACS: 24724 & CP No. 8932) have been appointed as scrutinizer by the Board of Directors of "**The Jamshri Ranjitsinghji Spinning and Weaving Mills Company Limited**" for the purpose of scrutinizing the e voting process under the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any amendment thereof in respect of the below mentioned resolutions considered at the Annual General Meeting of the Company held on 26th December, 2018.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e-voting on the resolutions contained in the Notice of the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on reports generated from the e-voting platform.

The Company had provided e-voting facility to all the shareholders registered with the Company and entitled to vote as on 20th December 2018.

The e-voting period began at 10.00 a.m. on Sunday, 23rd December, 2018 and ended at 5.00 p.m. on Tuesday, 25th December, 2018, being the last date and time fixed by the Company for e-voting.

The votes were unblocked in presence of two witnesses Mr. Rupesh Mahadik and Mr. Advait Dikshit who were not in employment of the Company.

I now submit my report on result of voting through electronic means in respect of said resolutions.

218-A, GULMOHAR ANSAL VIHAR, NR. SHIMPOLI TELE. EXCHANGE, CHIKUWADI,
BORIVALI (WEST), MUMBAI-92
CONTACT +91 9819812361

EMAIL ID: mani1312@gmail.com; manishabajaj.cs@gmail.com



MANISHA BAJAJ & ASSOCIATES
PRACTISING COMPANY SECRETARIES

E-VOTING

Item No.	Description	No. of Members voted through e- voting system	Number of votes cast (shares)	Invalid Votes	No. of Shares in favour	No. of shares against
1	Adoption of Annual Accounts and the Director's and Auditor's Reports thereon for the financial year ended 31 st March, 2018	3	5239109	---	5239109	----
2	Re-appointment of Smt Rekha A Thirani (DIN: 00054058) who retired by rotation but being eligible, had offered herself for re-appointment	3	5239109	---	5239109	----
3	Ratification of appointment of M/s. ADV & Associates, Chartered Accountants (FRN 128045W), as Statutory Auditors for FY 2018-19	3	5239109	---	5239109	----
4	Appointment of Shri Anand Dalal (DIN: 00353555) as a Non-Executive Director of the Company	3	5239109	---	5239109	----
5	Appointment of Shri Premratan B Damani (DIN: 00030400) as Managing Director of the Company	3	5239109	---	5239109	----
6	Appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director of the Company	3	5239109	---	5239109	----
7	Alteration/Modifications of the object clause of the Memorandum of Association of the Company pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013	3	5239109	---	5239109	----

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All the records relating to e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the said Annual General Meeting and thereafter the same will be handed over to the compliance officer for safe keeping.

For Manisha Bajaj & Associates

Manisha

Manisha Dikshit
Practising Company Secretary
CP 8932
ACS 24724
Date: 27/12/2018
Place: Mumbai



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MANISHA BAJAJ & ASSOCIATES
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Form No. MGT 13

REPORT OF SCRUTINIZER

[Pursuant to section 109 of Companies Act, 2013 and Rule 21(2) of the Companies
(Management & Administration) Rules, 2014]

To,
The Chairman of 110th Annual General Meeting of the members of **The Jamshri Ranjitsinghji
Spinning and Weaving Mills Company Limited** held on 26th December, 2018 at 12.30 p.m.

Dear Sir,

We, Manisha Bajaj & Associates, Practising Company Secretaries (ACS: 24724 & CP No. 8932) have been appointed as scrutinizer by the Board of Directors of **The Jamshri Ranjitsinghji Spinning and Weaving Mills Company Limited** for the purpose of scrutinizing the poll taken on the below mentioned resolutions at the Annual General Meeting of the Company held on 26th December, 2018.

- 1). After the time fixed for closing of poll by the Chairman, the box kept for polling was locked with due identification marks placed.
- 2). The locked box was subsequently opened and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and authorizations and proxies lodged with the Company.
- 3). 34 members were present in person and cast their vote by poll. There were no members who cast vote through e-voting as well as at the meeting by poll. None of the poll papers were invalid.
- 4). Result of Poll is as under:

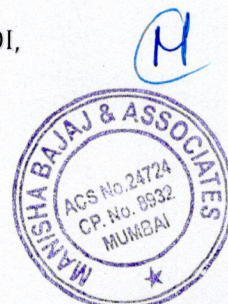
Item No.1 - Ordinary Resolution:

Adoption of Annual Accounts and the Director's and Auditor's Reports thereon for the financial year ended 31st March, 2018

- (i) Voted in favor of the resolution:

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**MANISHA BAJAJ & ASSOCIATES
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Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100

(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.2 - Ordinary Resolution:

Re-appointment of Smt Rekha A Thirani (DIN: 00054058) who retired by rotation but being eligible, had offered herself for re-appointment

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

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(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.3 - Ordinary Resolution:

Ratification of appointment of M/s. ADV & Associates, Chartered Accountants (FRN 128045W), as Statutory Auditors for FY 2018-19

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.4 - Ordinary Resolution:

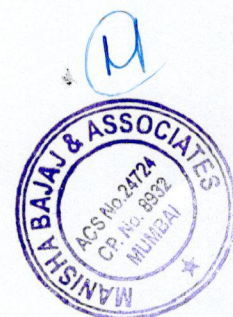
Appointment of Shri Anand Dalal (DIN: 00353555) as a Non-Executive Director of the Company

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

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(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.5 - Special Resolution:

Appointment of Shri Premratan B Damani (DIN: 00030400) as Managing Director of the Company

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

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Item No.6 - Special Resolution:

Appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director of the Company

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

Item No.7 - Special Resolution:

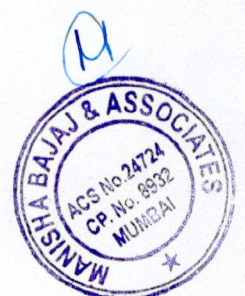
Alteration/Modifications of the object clause of the Memorandum of Association of the Company pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013

(i) Voted in favor of the resolution:

Number of members voted in person or by proxy	Number of votes cast	As a % of total no. of valid votes
34	5836	100%

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(ii) Voted against the resolution :

Number of members voted in person or by proxy	Number of votes cast	As a % of total no of valid votes
NIL	NIL	NIL

(iii) Invalid Votes:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
NIL	NIL

5). List of shareholders who voted "for" the resolution has been sent to the Company. There were no votes "against" the resolution and no votes were declared invalid for the said resolution.

6). Poll papers and other relevant records were sealed and handed over to the Compliance officer of the Company for safe keeping.

For Manisha Bajaj & Associates

Manisha

Manisha Dikshit
Practising Company Secretary
CP 8932
ACS 24724

Date: 27.12.2018

Place: Mumbai

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**CONSOLIDATED RESULTS OF E-VOTING AND POLL IN RESPECT OF THE ANNUAL GENERAL MEETING OF
THE JAMSHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED
HELD ON 26TH DECEMBER, 2018**

To,
The Chairman,
The Jamshri Ranjitsinghji Spinning and Weaving Mills Company Limited

The Company has appointed us as scrutinizer to scrutinize the e-voting, and also for the poll held at the Annual General Meeting (AGM) of the Company held on 26th December 2018.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e-voting and poll on the resolution contained in the Notice of the Annual General Meeting of the members of the Company. Our responsibility as scrutinizer for the e-voting process and poll is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolution in the notice, based on reports generated from the e- voting platform and also at the time of poll at the AGM.

We have issued separate scrutinizer reports on e-voting and on poll dated 27th December 2018. As requested by the management, we submit herewith our combined report on e-voting and poll as under:

S. No.	Item of notice	Votes in favor of resolution	Votes against the resolution	Invalid votes
1	Adoption of Annual Accounts and the Director's and Auditor's Reports thereon for the financial year ended 31 st March, 2018	5244945	NIL	NIL
2	Re-appointment of Smt Rekha A Thirani (DIN: 00054058) who retired by rotation but being eligible, had offered herself for re-appointment	5244945	NIL	NIL
3	Ratification of appointment of M/s. ADV & Associates, Chartered Accountants (FRN 128045W), as Statutory Auditors for FY 2018-19	5244945	NIL	NIL
4	Appointment of Shri Anand Dalal (DIN: 00353555) as a Non-Executive Director of the Company	5244945	NIL	NIL
5	Appointment of Shri Premratan B Damani (DIN: 00030400) as Managing Director of the Company	5244945	NIL	NIL
6	Appointment of Shri Rajesh Damani (DIN: 00184576) as Joint Managing Director of the Company	5244945	NIL	NIL
7	Alteration/Modifications of the object clause of the	5244945	NIL	NIL

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Memorandum of Association of the Company pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013				
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For Manisha Bajaj & Associates

Manisha

Manisha Dikshit
Practising Company Secretary
CP 8932
ACS 24724

Date: 27/12/2018
Place: Mumbai

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