

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



106th ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

Shri Prem Ratan Damani
Chairman & Managing Director

Shri Navratan Damani
Joint Managing Director

Shri Rajesh Damani

Shri E.A.K. Faizullahoy

Shri Kiranbhai J Shah

Shri S.K. Somany

Shri Balkishan Mohta

Shri Bipinbhai M Patel

GENERAL MANAGER

Shri J.M. Adhia

SOLICITORS

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

AUDITORS

M/s. Mittal & Associates

Chartered Accountants

BANKERS

Bank of India

MILLS & 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 Sixth 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 18th September 2014 at 12.30 P.M.(S.T.) to transact the following business;

- 1) To receive, consider and adopt the audited financial statement of the company for the financial year ended 31st March,2014, the report of the Board of Directors and Auditors thereon.
- 2) To appoint Shri N. R. Damani Joint Managing Director who retires by rotation but being eligible offers himself for reappointment.
- 3) To appoint Auditors and to fix their remuneration 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 M/s. Mittal and Associates Chartered Accountants (Registration No. 106456W) be and are hereby appointed as Auditors of the Company for a period 3 (three) years and to hold office as such from the conclusion of this Annual General Meeting of the Company till the conclusion of the 109th Annual General Meeting of the company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

- 4) To Appoint Shri S.K.Somany (DIN: 00001131) 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 Ordinary 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 clause 49 of the Listing Agreement, Shri S.K. Somany(DIN:00001131), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 111th Annual General Meeting of the Company in the calendar year 2019.”

- 5) To Appoint Shri E.A.K.Faizullahoy (DIN:00531466) 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 Ordinary 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 clause 49 of the Listing Agreement, Shri E.A.K. Faizullahoy (DIN:00531466), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 111th Annual General Meeting of the Company in the calendar year 2019.”

- 6) To Appoint Smt. Rekha Thirani (DIN: 00054058) as Director

To appoint a Director in the place of Smt. Rekha Thirani (DIN: 00054058) who was appointed as an additional Director of the Company by the Board of Directors with effect from 11th August, 2014 under 161(1) of the Companies Act, 2013 and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Act.

- 7) 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 197and 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 Rajesh Damani (DIN: 00184576) as Joint Managing Director for a period of 3 (three) years with effect from October 1, 2014 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 Human Resources, Nomination and Remuneration Committee 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;

“FURTHER RESOLVED 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: 11th August ,2014

By Order of the Board of Directors

P. R. DAMANI
CHAIRMAN

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

NOTES:

- (a) 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.
- (b) The relative Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Item No, 2, 4 to 7 set out in the Notice is annexed hereto
- (c) 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.
- (d) The Register of Members and Shares Transfer Books in respect of Equity Shares of the Company will remain closed from 2-9-2014 to 9-9-2014 (both days inclusive).
- (e) 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.
- (f) Shareholders seeking any information with regard to Accounts are requested to write to the Company early so as to enable the management to keep the information ready.
- (g) The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth the email addresses indicated in your respective Depository participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The other requirements of the aforesaid MCA circular will be duly complied with. 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 (e) above quoting their folio number (s).
- (h) The Company has provided e voting facility for its members and detailed instructions are given on the backside of the Postal Ballot Form. Please follow them
- (i) The e voting will start on 10-9-2014 and will close on 12-9-2014 and will remain open between 9.00 a.m. to 6.00 p.m.

ANNEXURE TO NOTICE – EXPLANATORY STATEMENT.

In conformity with the provisions of the Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to item No.2, 4 to 7 mentioned in the accompanying Notice dated 11th August, 2014

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENTS.

ITEM NO. 2

Shri N. R. Damani aged 65, is an Industrialist with an experience of nearly 45 years in the textile Industry. His association with the company will be of great help. The Board considers that the Company would benefit from his experience and knowledge and recommends his reappointment as Joint Managing Director on the Board of Company under Item no. 2 of the agenda of the accompanying notice of 106th Annual General Meeting of the members of the Company. The other details of the Director is given in the Corporate Governance Report.

No other Director is interested in this resolution except Shri N. R. Damani.

ITEM NO. 4

Shri S.K.Somany

Shri S.K.Somany is an Industrialist with a wide experience of more than 57 years in textile industry. He is Chairman of Soma Textiles & Industries Ltd and has advised our Company on many occasions. His presence on the Board of Company is an asset. He is Chairman of the Audit Committee Constituted by the Board of Directors of the Company and Member of the Shareholder/Investors Grievances Committee. The Board considers that the Company would benefit from his experience and knowledge and recommends his re-appointment as Director on the Board of Company under Item No 4. of the Agenda of accompanying Notice of 106th Annual General Meeting of the members of the Company. The other details of the Director is given in the Corporate Governance Report.

No other Director is interested in this Resolution except Shri S. K. Somany.

ITEM NO. 5

Shri E.A.K.Faizullabhoj

Shri E.A.K. Faizullabhoj is an Eminent Solicitor and Partner of M/s Mulla & Mulla & Cragie Blunt & Caroe. He is on Board of Company since last 30 years and has given valuable legal advice whenever required. He is member of the Remuneration Committee Constituted by the Board of Directors of the Company. The Board considers that the Company would benefit from his experience and knowledge and recommends his re-appointment as Director on the Board of Company under item No. 5 of the Agenda of accompanying Notice of 106th Annual General Meeting of the Members of the Company. The other details of the Director is given in the Corporate Governance Report

No other Director is interested in this Resolution except Shri E.A. K. Faizullabhoj.

ITEM NO. 6

Smt Rekha Thirani was appointed as an additional Director by the Board with effect from 11th August, 2014, In terms of Section 161(1) of the companies Act, 2013 Smt Rekha Thirani holds office as Director only till the date of the forth coming Annual General,

but is eligible for Appointment. Notice has been received from a member as required by Section 160 of the Companies Act, 2013 signifying its intention to propose the candidature of Smt. Rekha Thirani

Smt. Rekha Thirani is an M.Com graduate from Mumbai University and has considerable knowledge of textile industry. She has had extensive experience with a leading writing materials company for brand building, marketing and packaging solutions.

Smt. Rekha Thirani is interested and concerned in the Resolution mentioned at item no.6 of the Notice. She belongs to the Promoter group and Shri P.R.Damani (Father), Shri Rajesh Damani (Brother) other Members of the Promoter group are also interested in this Resolution.

The Board recommends the Resolution for approval by the Members.

ITEM NO. 7

Shri Rajesh Damani.

Shri Rajesh Damani is Director of the Company since 24.07.2013. He is the son of Shri P.R.Damani, Managing Director of the Company. He has experience of 20 years in the textile business. The Board is of the opinion that his induction as Joint Managing Director will help the Company in its growth and as such recommends his appointment as Joint Managing Director on the following terms and conditions.

- 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. PERQUISITIES : The Joint Managing Director, Shri Rajesh Damani shall also be entitled to the perquisites listed below, subject to the condition that the perquisites listed under part 'A' shall be limited to the annual salary or Rs.8,10,000/- per annum whichever is less.

PART – A

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

PART - B

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

PART - C

- (i) CAR : Free use of Car with driver for the Company's business.
- (ii) TELEPHONE : Free Telephone facility at residence.
- OTHER PERQUISITES :
- (i) LEAVE : One full pay and allowance as per Rules of the Company but not exceeding one month's leave for every 11 months of service subject to condition that leave accumulated but not availed of will not be allowed to be encashed.
- (ii) ENTERTAINMENT : Reimbursement of all entertainment and all other expenses actually and properly incurred for the business of the Company which will not be treated as an item of remuneration for the purpose of the Companies Act, 1956.

MINIMUM REMUNERATION : Where in any financial year during the tenure of Mr. Rajesh Damani as the Joint Managing Director, if the Company has no profit or the profits are inadequate then there will be no reduction in the remuneration by way of salary and perquisites.
Shri P.R.Damani and Smt Rekha Thirani being relatives are interested in this Resolution apart from Shri Rajesh Damani himself

By Order of the Board

Place: Mumbai
Date: 11th August, 2014

P.R.Damani
Managing Director

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

ONE HUNDRED & SIXTH REPORT OF THE DIRECTORS

We present our Annual Report of the Company with the audited statement of accounts for the year ended 31st March,2014.

1. FINANCIAL RESULTS

	THIS YEAR	PREVIOUS YEAR
Gross Profit/(Loss)	86,09,802	58,17,712
ADDITIONS/DEDUCTIONS		
Depreciation	55,11,006	51,08,382
Profit /Loss before Taxation	30,98,796	7,09,330
Less: Provision for Tax	1,00,000	0
Profit/(Loss) after taxation	29,98,796	7,09,330
Balance brought forward	(1,20,47,220)	(1,27,56,550)
Profit/(Loss) dealt with as under	(90,48,424)	(1,20,47,220)
Surplus/(Deficit) carried to Balance Sheet	(90,48,424)	(1,20,47,220)

2. DIVIDEND

In view of accumulated loss the Directors are unable to recommend any dividend.

3. RESPONSIBILITY STATEMENT

As stipulated in Section 217(2AA) of Companies Act.1956 your Directors subscribe to the "Directors' Responsibility Statement" and confirm as under :

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the period;
- that the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis.

4. WORKING

The working during the year was affected due to slow down of economy .

With the import liberalization the realisation of our products could not match the increase in input cost as low cost Chinese yarn was available in market in abundance. Overall recession in Textile Industry continued during Current year also.

5. CORPORATE GOVERNANCE

A separate report on Corporate Governance is enclosed as a part of this Annual Report of the Company. A certificate from Auditors of the Company regarding compliance of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to the report on Corporate Governance.

6. CURRENT OUTLOOK.

As per announcement of Government of Maharashtra the power tariff is expected to be lower during current year. This will make our product more competitive and will be able to match International competition. However working the plant to full capacity seems to be a challenge due to shortage of skilled workers.

7. DIRECTORS

As per Companies Act, 2013, Shri S.K.Somany and Shri E.A.K. Faizullabhoj retire and are eligible for reappointment as Independent Directors. Shri N. R. Damani Joint Managing Director retires by rotation and eligible for reappointment.

8. INSURANCE

Your Company's Buildings, Plant and Machinery, Tool, Electrical installations, Stock in Process, Finished Goods and Raw Materials have been adequately insured.

9. PUBLIC DEPOSITS

The Company has not taken any Fixed Deposit from the Public.

- 10.** M/s Mittal & Associates, Chartered Accountants, Statutory Auditors of your Company hold office until the conclusion of the forth coming Annual General Meeting and are eligible for reappointment. They have confirmed their eligibility for reappointment under the provisions of section 139 of the Companies Act, 2013

11. PARTICULARS OF EMPLOYEES

There is no Employee in receipt of remuneration exceeding Rs.5,00,000/- p.m. or part thereof or Rs.60,00,000/- p.a. Accordingly no particulars are furnished u/s. 217(2A) of the Companies Act.

12. ACKNOWLEDGEMENTS

Your Directors place on record their appreciation of contribution made by the employees at all levels for the operations of the Company during the year under review.

13. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EARNING AND OUTGO

Information pursuant to Section 217(i)(e) of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 is given in the annexure.

For and on behalf of the Board

Place : MUMBAI

Date : 28th May,2014

CHAIRMAN

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

ANNEXURE “A” TO DIRECTORS REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988

A. CONSERVATION OF ENERGY

a. ENERGY CONSERVATION MEASURE TAKEN.

- i) 7 Nos of energy efficient motors are installed on Ring Frame.
- ii) Energy efficient spindles are replaced on two Ring Frames.
- iii) Invertors are fitted on 4 nos Ring Frame.
- iv) Element is changed on one no of compressor.
- v) More energy efficient electronic chucks are installed.
- vi) Power factor is maintained at unit level.

b. ADDITIONAL INVESTMENT AND PROPOSAL IF ANY BEING IMPLEMENTED FOR REDUCTION IN CONSUMPTION OF ENERGY.

- i) To install energy efficient compressors.
- ii) To change energy efficient motors on more Ring Frames.
- iii) To arrest Air leakages and reduce compressor working.
- iv) To change Humidification monitoring level.
- v) To change spindles on more Ring Frames.

c. IMPACT OF MEASURES (a) AND (b) ABOVE FOR REDUCTION OF ENERGY CONSUMPTION ON THE COST OF PRODUCTION OF GOODS.

- i) Power consumption is reduced due to energy efficient motor.
- ii) Energy efficient spindles have improved productivity of machine & there by reducing Power consumption per unit production.
- iii) Invertors have improved productivity of machine & there by Power consumption per unit production.
- iv) The element change on compressor has saved sustential energy.
- v) Electronic chucks are saving the energy.
- vi) The improvement in power factor is reduciong the power cost.
- vii) Energy efficient compressors will reuce the energy.
- viii) Air leakages blockage will reduce compressor Air Consumption there by energy.

d. TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF THE PRODUCTION:FORM-“A” ENCLOSED

B TECHNOLOGY ABSORPTION.

EFFORTS MADE IN TECHNOLOGY ABSORPTION:FORM-“B” ENCLOSED.

C FOREIGN EXCHANGE EARNING AND OUTGO. (RS.IN LACS)

- i) Foreign currency earned NIL
 - ii) Foreign currency used NIL
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NOTES: FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH,2014

FORM "A"

A. POWER AND FUEL CONSUMPTION	CURRENT YEAR 01.04.2013-31.03.2014	PREVIOUS YEAR 01.04.2012-31.3.2013
1. Electricity		
a) Purchased		
Unit (Kwh) in Lacs	90.98	84.34
Total Amount (Rs. In Lacs)	668.92	656.76
Rates/Unit (Rs.)	7.35	7.63
b) Own generation through Diesel Generator		
Unit (Kwh) in Lacs	0.00	0.00
Total Amount (Rs.in Lacs)	0.00	0.00
Cost/Unit (Rs.)	0.00	0.00
2. Coal		
Quantity in M. Tons.	0.00	0.00
Total Cost (Rs.in Lacs)	0.00	0.00
Average Rate (Rs./M. Tons)	0.00	0.00
3. Other Fuels		
Quantity in M. Tons.	0.00	0.00
Total Cost (Rs.in Lacs)	0.00	0.00
Average Rate (Rs./M. Tons)	0.00	0.00
B. CONSUMPTION PER UNIT OF PRODUCTION		
1) Electricity (Units)		
Per Kg of Yarn.	3.58	3.20
Per Linear Metre of Fabric	0.00	0.00
2) Fuels (Rs.)		
Per Kg Of Yarn.	0.00	0.00
Per Linear Metre of Fabric	0.00	0.00

FORM-B

DISCLOSURE OF PARTICULARS WITH RESPECT OF TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R&D)

1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY.

- i) Better opening of reusable waste.
- ii) Autoconer 238 are installed with better clearers.
- iii) Stationery suction on Ring Frame.

2. BENEFIT DRIVEN AS A RESULT OF THE ABOVE R&D PRODUCT DEVELOPMENT/IMPROVEMENT.

- i) The breakage on Ring Frame stage are reduced.
- ii) The yarn quality has improved.
- iii) The problem of drum choking & blocking the suction is avoided.

3. IMPORT SUBSTITUTION

Nil

4. FURTHER PLAN OF ACTION.

- i) To Purchase new wrapping count and Strength testing machine.

EXPENDITURE ON R&D	(RS.IN LACS)
A) CAPITAL	NIL
B) RECURRING	6.53
C) TOTAL	6.53
D) TOTAL R&D EXPENDITURE AS A PERCENTAGE OF TOTAL TURNOVER	0.15

TECHNOLOGY ABSORPTION, ADOPTION AND INOVATION EFFORTS IN BRIEF MADE TOWARDS TECHNOLOGY ABSORPTION,ADOPTION,INOVATION AND BENEFITS AS RESULT THEREOF.

- l) EFFORTS FOR ESTABLISHING PRODUCTIVITY OF POLYSTER YARN IN PROGRESS.

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

INDEPENDENT AUDITOR'S REPORTS

To the Members of

The Jamshri Ranjitsinghji Spinning & Weaving Mills Company Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **The Jamshri Ranjitsinghji Spinning & Weaving Mills Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issue by The Institute of Chartered Accountants of India. Those standards required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performance procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparations and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required and read the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2014;
- (b) In the case of Statement of Profit and Loss of the 'Profits' of the Company for the year ended on that date; and
- (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
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- (e) On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act 1956/164(2) of Companies Act, 2013.

For and on Behalf of
MITTAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106456W)

M. Mehta
Partner
M. No. 42990

Place: Mumbai,
Dated: 28th May, 2014

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of The Jamshri Ranjitsinghji Spinning & Weaving Mills Company Limited on the financial statement for the Year ended March, 31 2014.

- (i) In respect of its fixed assets:
- (a) The Company is maintaining proper records to show full particulars, including Quantitative details and situation of all fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The Company has not disposed off any substantial part of its fixed assets so as to affect its going concern status.
- (ii) In respect of its inventories:
- (a) As explained to us, inventories were physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventories followed by management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) The Company has granted unsecured loan to a party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum outstanding amount was Rs 10,00,000 and year end balance was Rs. NIL
- (b) The rate of interest and other terms and conditions of unsecured loans given by the company are prima facie not prejudicial to the interest of the company.
- (c) The receipt of the principal amount and the interest is as stipulated and regular.
- (d) There is no overdue amount and hence no recovery steps were required.
- (e) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from Companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii) (f) and (g) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the informed internal control systems.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the Register maintained under section 301 of Act have been entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in register maintained under Section 301 of the Companies Act 1956, and exceeding the value of rupees five Lakh in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
-

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

- (vi) The Company has not accepted any deposits from the public to which the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under would apply.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government, the maintenance of cost records has been prescribed under section 209(1) (d) of the Act. We are of the opinion, that prima facie the prescribed accounts and records have been made and maintained. The contents of these accounts and records have not been examined by us.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty and other statutory dues with the appropriate authorities. There are no undisputed amounts outstanding in respect of provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty and other statutory dues outstanding as at 31st March 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed amounts outstanding in respect of Income Tax, Sales Tax/ Wealth Tax/ Service Tax / Custom Duty / Excise Duty as at 31st March 2014.
- (x) The accumulated losses at the end of financial year do not exceed the net worth of the company. The company has earned cash profit during the year and in the immediately preceding year.
- (xi) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution or bank.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealer or trader in securities. The Company has not invested surplus funds in marketable securities and mutual funds.
- (xv) In our opinion, and according to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
- (xvi) In our opinion and according to the information and explanations given to us, the company has not availed any new term loan during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xix) The Company has not issued any debentures; accordingly, the question of creating a security for such debentures does not arise.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by management.

For and on Behalf of
MITTAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106456W)

M. Mehta
Partner
M. No. 42990

Place: Mumbai,
Dated: 28th May, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Textile Industry plays an important role in the growth of the Indian economy. Apart from providing one of the basic necessities of life, the textiles industry also plays a pivotal role through its contribution to industrial output, employment generation and the export earnings of the country.

As per the statistics available from the Annual Report 2011-12 of the Ministry of textiles, Govt. of India, the Indian textile industry contributes about 14 percent to the industrial production and 3 percent to the gross domestic product (GDP) of the country. Around 8 percent of the total excise revenue collection is contributed by the textile industry. So much so, the textile industry accounts for as large as 21 percent of the total employment generated in the economy. Around 35 million people are directly employed in the textile manufacturing activities. Indirect employment including the manpower engaged in agricultural based raw-material production like cotton and related trade and handling could be stated to be around another 60 million. The sector is the second largest provider of employment after Agriculture. About 27 percent of the foreign exchange earnings are on account of export of textiles and clothing alone.

The report further says the current domestic market of textile in India is expected to increase up to US \$60 billion by 2013 from the current US\$ 34.6 billion. The share of exports is also expected to increase from 4 percent to 7 percent within 2013.

OUTLOOK, OPPORTUNITIES AND THREATS

The future of Indian textile industry is highly depending on availability of raw material at a competitive price.

In the past , the textile industry did not develop in an organized manner and the policy favoured fragmentation resulting in organized players suffering heavily because of the distorted fiscal structure. Fortunately, in the last few years, the Government has now provided level playing field to all the sectors of textile industry and therefore, large investments are coming in the textile industry.

RISKS AND CONCERNS

The Textile sector is hampered by shortage of trained and specialized human capital. Besides this the high volatile raw material prices, foreign exchange fluctuation, higher interest cost, labour cost and power cost are some of the major challenges the textile industry is facing.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded, protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

FINANCIAL AND OPERATIONAL PERFORMANCE

Please refer Directors' Report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT.

The Company continued to have cordial and harmonious relations with its employees. It considers manpower as its asset and that people had been the driving force for growth and expansion of the Company.

CAUTIONARY STATEMENT

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

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

Corporate Governance

1. PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy underlying Corporate Governance seeks to create a system of "Checks and balances" based on transparency, ensuring integrity, clarity and consistency in the dealings of the Company with all its stakeholders. Good Governance ensures that the best corporate practices are followed by a Company. Implementation of the good governance indicates not only compliance of the laws and regulations of the land but also indicates the values, practices and culture of the organization.

2. Board of Directors

i. The Board consists of 8 Directors. 1 is Managing Director, 1 is Joint Managing Director 6 are Non-Executive Directors. Out of 8 Directors, 5 Directors are independent Directors.

Shri J.P.Singhal Executive Director resigned w.e.f 1.8.2013 . Three Directors Shri Rajesh Damani, Shri Balkishan Mohta and Shri Bipinbhai M Patel were appointed during the year.

The details of the Board of Directors of the Company are given below:

Name	Date of Appointment	Category	No. of Board Meetings attended	Last AGM	No. of other Directorship in public limited companies	Outside Committee Membership@	Outside Committee Chairmanship@
Shri P.R. Damani	21/07/1966	Promoter/ Managing Director	5	Yes	2	—	—
Shri N.R. Damani	02/05/1978	Promoter/ Joint Managing Director	5	Yes	2	—	—
Shri E.A.K. Faizullabhoy	20/12/1982	Non Executive Independent Director	3	No	—	—	—
Shri S.K. Somany	29/07/1988	Non Executive Independent Director	5	Yes	5	4	4
Shri Kiranbhai J Shah	09/10/1984	Non Executive Independent Director	5	No	—	—	—
Shri J.P. Singhal Date of Cessation	31/07/2003 01/08/2013	Executive Director	—	Yes	—	—	—
Shri Rajesh Damani	24/07/2013	Promoter / Non Executive Director	3	Yes	—	—	—
Shri Balkishan Mohta	24/07/2013	Non Executive Independent Director	2	No	—	—	—
Shri Bipinbhai M Patel	24/07/2013	Non Executive Independent Director	—	Yes	—	—	—

@ Only two committees of the Board namely the Audit Committee and the Shareholders / Investor Grievance Committee are considered.

RESPONSIBILITIES

The Board of Directors' responsibilities inter alia include review of:

- * Strategy and business plans
- * Annual operating and capital expenditure budget
- * Investment and exposure limits
- * Business risk analysis and control
- * Senior executive appointment
- * Compliance with statutory / regulatory requirements and review of major legal issues
- * Adoption of quarterly results / annual results
- * Transaction pertaining to purchase, disposal of property, major provisions and write offs.

BOARD MEETINGS

The meetings of the Board of Directors' are scheduled well in advance and the folder containing the agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, capital expenditure, etc. is circulated to all the directors. It also highlights important matters discussed at the shareholders grievance committee. Five Board meetings were held during the period 1st April 2013 to 31st March 2014. They were held on 8th May ,2013 20th May,2013, 24th July, 2013, 12th November 2013, 12th February,2014

Details of Director re-appointed during the year:

Name of Director	Shri Kiranbhai J Shah
Age	77 Years
Date of Appointment	09/10/1984
Expertise in specific functional areas	Business /Stock Broker
Qualification	Graduate
No. of Equity Shares Held	Nil
List of Outside Company Directorships held in Public Limited Companies.	None
Chairman/ Member of the Committees of Directors of other Companies in which he/she is a Director. @	None

@ Only two committees of the Board namely the Audit Committee and the Shareholders/ Investor Grievance Committee are considered.

3. REMUNERATION OF DIRECTORS

Name of the Director	Salary	Perquisite	Sitting Fees	Total	No. of Shares
Shri P.R. Damani	672000/-	193787//-	—	865787/-	1684697
Shri N.R. Damani	604800/-	162000/-	—	766800/-	Nil
Shri E.A.K. Faizullahboy	—	—	2250/-	2250/-	1565
Shri S.K. Somany	—	—	3750/-	3750/-	100
Shri Kiranbhai J Shah	—	—	3750/-	3750/-	Nil
Shri J.P. Singhal	56000/-	—	—	—	88
Shri Rajesh Damani	—	—	2250/-	2250/-	Nil
Shri Balkishan Mohta	—	—	1500/-	1500/-	Nil
Shri Bipinbhai M Patel	—	—	—	—	Nil

4. AUDIT COMMITTEE

i. The Audit Committee of the Board of Directors was formed by the Board on 30th July,2002 and Committee comprises of 3 members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's shares are listed. These include overseeing of Company's financial reporting process, recommending the appointment and removal of external auditors, reviewing the quarterly, half yearly and annual financial statement, financial management policies, adequacy of internal control system, internal audit function including discussing significant findings, reviewing reasons for default into payment and related parties transactions.

There were four meetings held during the period under review on 20th May,2013, 24th July,2013, 12th November ,2013 and 12th February,2014. The attendance of members for the meetings were as follows:

ii & iii.

Name of the Member	Designation	No. of meeting attended
Shri S.K. Somany	Chairman	Four
Shri Kiranbhai J Shah	Member	Four
Shri N.R. Damani	Member	Four

Shri S. K. Somany has financial management expertise because of his considerable experience in the textile industry.

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

5. REMUNERATION COMMITTEE

i. Brief description of terms of reference

Remuneration Committee was constituted on 25th October,2002 and it reviews and approves the annual salaries, performance commission, service agreements and other employment conditions for Managing/Executive directors.

ii. Composition, name of members and Chairperson

Committee comprises of Shri E.A.K. Faizullahoy, Chairman and Shri S.K. Somany, Member. During 1st April,2013 to 31st March,2014 no meeting of Remuneration Committee was held .

iii. Attendance during the year

Name of the Member	Designation	No. of meeting attended
Shri E.A.K. Faizullahoy	Chairman	N.A.
Shri S.K. Somany	Member	N.A.

iv. Remuneration policy

The Managing / Executive Directors are paid remuneration as per the Agreements entered between them and the Company. These Agreements are placed for approval before the Board and the shareholders and such other authorities as may be necessary. The remuneration structure of the Managing / Executive Directors comprises of salary, commission, perquisites and allowances, contributions to provident fund and gratuity. However no commission is paid due to inadequacy of profits. The non-executive directors do not draw any remuneration from the Company except sitting fees. The details of remuneration to directors is furnished in paragraph 3 above. Presently the Company does not have a scheme for grant of Stock option either to Managing Director/Executive Director or to the employees.

6. SHAREHOLDER/INVESTOR GRIEVANCE COMMITTEE

- i. Name of non-executive director heading the committee : Shri Kiranbhai J. Shah
- ii. Name & designation of Compliance officer : Shri A.K. Mohta
Finance Manager
- iii. Number of shareholders' complaints received so far : Nil
- iv. Number of complaint/s resolved to the satisfaction of the shareholders : —
- v. Number of pending complaints : Nil

The Investor Grievances Committee was constituted on 25th October,2002 to specifically look into the redressal of shareholder and investor complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports, etc. There were four meetings held during the period under review on 20th May,2013, 24th July,2013, 12th November,2013 and 12th February,2014. The attendance of members for the meetings is as follows:

Name of the Member	Designation	No. of meeting attended
Shri Kiranbhai J. Shah	Chairman	Four
Shri N.R. Damani	Member	Four

7. GENERAL BODY MEETING

i. Location and time of General Meetings held in last 3 years

Year	AGM/EGM	Location	Date	Time
2012-2013	AGM	Fatehchand Damani Nagar, Station Road, SOLAPUR - 413 001.	24th September,2013	12.30p.m
2011-2012	AGM	Fatehchand Damani Nagar, Station Road, SOLAPUR - 413 001.	26th July,2012	12.30 p.m.
2010-2011	AGM	Fatehchand Damani Nagar, Station Road, SOLAPUR - 413 001.	06th August,2011	12.30 p.m.

- ii The following Special Resolutions were passed in the previous 3 AGMs
- | | |
|---|-------------|
| Subject matter of Resolution | Date of AGM |
| Re-appointment of Joint Managing Director | 06.08.2011 |
| | 26.07.2012 |
- iii No Special Resolution was passed by Postal Ballot during the year 2013-14

8. DISCLOSURES

- i. There were no materially significant related party transaction with the promoters, Directors, etc. that may have potential conflict with the interests of the Company at large. The details of the transaction with related parties are given in Clause No. 2.6 of the Notes forming part of the Accounts.
- ii. There were no non-compliance by the Company & no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- iii. The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement .

9. CEO / CFO Certification.

The Joint Managing Director (CFO) furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal control as required under Clause 49 of the Listing Agreement.

10. Means of Communication

- i. The Company publishes Quarterly & Half Yearly results in the prescribed form within the prescribed time.
- ii. The results were forthwith sent to the Stock Exchanges where shares are listed and also published in the Free Press Journal, Navshakti in Mumbai and Vishwa Samachar at Solapur.
- iii. The Company has a website where results or official news are displayed.
- iv. No presentations were made to Institutional Investors or analyst during the year.
- v. Management discussion and analysis form part of the Annual Report.

11. GENERAL SHAREHOLDER INFORMATION

- i. ANNUAL GENERAL MEETING
- | | | |
|---------------|---|--|
| Date and Time | : | To be decided by Board |
| Venue | : | Fatehchand Damani Nagar, Station Road, Solapur-413001. |
- ii. Financial Year : 2013-2014
- iii. Book Closure Date : To be decided by Board
- iv. Dividend Payment Date : Not Applicable
- v. Listing of Equity Shares on : The Stock Exchange, Mumbai
- vi. Stock Code : 502901 The Stock Exchange, Mumbai
- Demat ISIN Nos. in NSDL & CDSL for Equity Shares INE462D01018 Mumbai

vii & viii. Market Price Data & Bse Sensex

Month	Stock Price Data of the Company		BSE INDEX	
	Highest	Lowest	Highest	Lowest
April,2013	25.95	18.00	19622.68	18144.22
May, 2013	18.10	14.10	20443.62	19451.26
June, 2013	13.51	11.25	19860.19	18467.16
July, 2013	11.25	10.23	20351.06	19126.82
August, 2013	10.76	09.75	19569.20	17448.71
September, 2013	09.27	07.70	20739.69	18166.17
October, 2013	09.85	07.75	21205.44	19264.72
November, 2013	19.21	10.34	21321.53	20137.67
December, 2013	23.85	19.55	21483.74	20568.70
January,2014	27.00	21.45	21409.66	20343.78
February,2014	24.15	15.80	21140.51	19963.12
March, 2014	20.55	15.50	22467.21	20920.98

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

ix. Registrar & Transfer Agents : Computech Sharecap Ltd.,
147, Mahatma Gandhi Road, 3rd Floor,
Opp. Jehangir Art Gallery, Fort, Mumbai - 400 023.
Telephone : 22635000-01-02-03

x. Share Transfer System :

Application for transfer of shares held in physical form are received at the office of Registrar & Share transfer agent of the Company. Presently, the share transfer instruments which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Company has as per SEBI guidelines, also offered the facility of transfer of shares under dematerialization cum transfer. Under the system, after the share transfer is effected, an option letter is sent to the transferee indicating the details of the transferred shares and requesting him in case he wishes to dematerialize the shares, to approach Depository Participant (DP) with the option letter. The DP, based on the option letter, generates a Dematerialization request and sends the same to the Company along with the option letter issued by the Company. On receipt of the same, the Company dematerializes the shares. In case the transferee does not wish to dematerialize the shares, he need not exercise the option and the Company dispatches the shares certificate/s to the shareholder.

xi. Distribution of Shareholding as on 31st March, 2014

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholdings
Upto 2500	8468	99.40%	1064172	15.20%
2501-5000	30	0.35%	104597	1.49%
5001-10000	7	0.08%	43479	0.62%
10001-20000	6	0.07%	79066	1.13%
20001-30000	4	0.05%	96900	1.38%
30001-40000	1	0.01%	35808	0.51%
40001-50000	0	0.00%	0	0.00%
50001-100000	0	0.00%	0	0.00%
100001 & above	3	0.04%	5575542	79.67%
Total	8519	100.00%	6999564	100.00%

xii. Dematerialization of equity shares & Liquidity:

Nearly 90.90% of total equity shares capital is held in dematerialized form with NSDL and CDSL.

xiii. Category of Shareholdings as on 31st March, 2014.

Category	No. of Shares	% of total Shares
Promoters & their relatives	5242109	74.89
Mutual Funds & UTI	200	00.00
Banks/FIs/Insurance Co. (Central/State Govt. Institutions / Non-Government Institutions)	24869	00.36
Foreign Institutional Investors	100	0.00
Private Corporate Bodies	31364	00.45
NRIs/OCBs	180534	02.58
Indian Public	1520388	21.72
Total	6999564	100.00

xiv. Financial Calendars (Provisional)

Quarter	Release Date (Tentative and subject to change)
1st Quarter ending 30th June	31-07-2014
2nd Quarter ending 30th September	31-10-2014
3rd Quarter ending 31st December	30-01-2015
4th Quarter ending 31st March	27-05-2015

For 2013-2014, Company does not have any proposal for postal ballot.

- xv. There are no Outstanding GDRs/ADRs/Warrants or Convertible instruments.
- xvi. Plant Location : Fatehchand Damani Nagar, Station Road, Solapur – 413 001.
- xvii. Address for Communication : The Jamshri Ranjitsinghji Spg. & Wvg. Mills Co.Ltd.
Fatehchand Damani Nagar
Station Road,
SOLAPUR - 413 001.

NON MANDATORY REQUIREMENTS

The Board

3 Independent Directors are holding office for more than 9 years.2 Independent Directors appointed during the year.

Remuneration Committee:

Details are given under the heading "Remuneration Committee".

Shareholders' rights

The financial results, after they are taken on record by the Board of Directors, are forthwith sent to Bombay Stock Exchange Ltd. The results, in the prescribed Proforma, are published in the following newspapers, viz., "Free Press Journal and Navshakti" in Mumbai and "Vishwa Samachar" at Solapur.

Therefore, the results were not separately circulated to all Shareholders.

Whistle Blower Policy

The Company has a whistle blower mechanism wherein the employees are free to report violation of laws, rules regulation or unethical conduct to their immediate Supervisor or such other person as may be notified by the Management to the workgroups. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices.

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to the Code of Conduct

As required by the amended clause 49 of the Listing Agreement the Board of Directors of the Company have adopted a code of conduct for all Board Members and Senior Management of the Company. The members of the Board of Directors and Senior Management of the Company have affirmed compliance of the said code during the period under review.

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

P. R. Damani
Managing Director

Mumbai
Date: 28/05/2014

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members,
The Jamshri Ranjitsinghji Spinning & Weaving Mills Company Limited

We have examined the compliance of conditions of Corporate Governance by The Jamshri Ranjitsinghji Spinning & Weaving Mills Company Limited, for the year ended March 31, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement

For and on behalf of
MITTAL & ASSOCIATES
Firm Reg. No.:- 106456W
Chartered Accountants

M. MEHTA
Partner
M. No.:- 042990

Place: Mumbai
Date: 28th May 2014

THE JAMSHRI RANJITSINGHJI SPG. & WVG. MILLS CO. LTD.**BALANCE SHEET AS AT 31ST MARCH , 2014**

PARTICULARS	Note No.	As at 31 st March, 2014	As at 31 st March, 2013
I. EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
a) Share capital	2	69,936,500	69,936,500
b) Reserves and surplus	3	(9,037,439)	(12,036,235)
NON-CURRENT LIABILITIES			
a) Long term Borrowing	4	-	293,967
b) Other long-term liabilities	5	-	116,000
c) Long-term provisions	6	2,403,190	3,765,923
CURRENT LIABILITIES			
a) Short term Borrowing	7	16,322,124	13,558,299
b) Trade payables	8	11,433,720	9,403,968
c) Other current liabilities	9	8,249,148	7,574,228
d) Short-term provisions	10	14,483,848	8,405,605
TOTAL		113,791,091	101,018,255
II. ASSETS			
NON-CURRENT ASSETS			
a) Fixed assets			
Tangible assets	11	37,770,998	28,988,338
b) Non Current Investments	12	500,000	400,000
c) Long-term loans and advances	13	9,351,053	15,209,099
d) Other non-current assets	14	-	-
CURRENT ASSETS			
a) Inventories	15	20,896,788	18,654,586
b) Trade receivables	16	26,412,352	23,984,982
c) Cash and cash equivalents	17	4,685,600	4,768,950
d) Short-term loans and advances	18	11,097,659	7,194,478
e) Other Current Assets	19	3,076,641	1,817,822
TOTAL		113,791,091	101,018,255

Significant Accounting Policies & Notes on Accounts 1

The accompanying notes are an integral part of the financial statement

As per our Report attached
MITTAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106456W)

M. Mehta
Partner
M.No. 42990

PLACE : MUMBAI
DATE :- 28th May,2014

For and on Behalf of

P. R. DAMANI
CHAIRMAN & MANAGING DIRECTOR

N. R. DAMANI
JOINT MANAGING DIRECTOR

S.K. SOMANY
AUDIT COMMITTEE CHAIRMAN

SHWETA R. KALANTRI
COMPANY SECRETARY
M.NO. A26092

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2014

PARTICULARS	Note No.	Year ended 31st March 2014	Year ended 31st March 2013
INCOME			
I. Revenue from Operations	20	409,750,895	439,289,401
Less : Excise Duty		-	-
II. Other Income	21	8,442,137	8,127,280
III. Total Revenue (I + II)		418,193,032	447,416,681
IV. EXPENSES			
(a) Cost of Materials Consumed	22	286,438,343	295,772,792
(b) Changes in inventories of finished goods, Work in progress.	23	(2,958,441)	(2,199,540)
(c) Employee Benefit expense	24	31,202,748	23,355,089
(d) Finance Costs	25	2,938,836	3,533,961
(e) Depreciation		5,511,006	5,108,382
(f) Other expenses	26	113,236,339	107,960,559
Total Expenses		436,368,831	433,531,243
V. Profit/Loss before Exceptional/Extra Ordinary and Tax		(18,175,799)	13,885,438
VI. Exceptional items		21,274,595	(13,176,108)
VII. Profit/Loss before Extra Ordinary and Tax		3,098,796	709,330
VIII. Extra Ordinary Items		-	-
IX. Profit/(Loss) Before tax		3,098,796	709,330
X. Tax Expense			
Current Tax		100,000	-
XI. Profit/(loss) After tax		2,998,796	709,330
XII. Profit/ (loss) for the period from continuing operations		2,998,796	709,330
Earnings per equity share			
Basic & Diluted Earning per share		0.43	0.10
Significant Accounting Policies & Notes on Accounts	1		
The accompanying notes are an integral part of the financial statement			

As per our Report attached
MITTAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106456W)

M. Mehta
Partner
M.No. 42990

PLACE : MUMBAI
DATE :- 28th May,2014

For and on Behalf of

P. R. DAMANI
CHAIRMAN & MANAGING DIRECTOR

N. R. DAMANI
JOINT MANAGING DIRECTOR

S.K. SOMANY
AUDIT COMMITTEE CHAIRMAN

SHWETA R. KALANTRI
COMPANY SECRETARY
M.NO. A26092

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

Note 1

Significant accounting policies and notes on accounts

1 Significant accounting policies

1.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Accountings Standards. These financial statements comprises mandatory accounting standards as prescribed by the ICAI, Companies (Accounting Standards) Rules, 2006, the provisions of The Companies Act, 1956/ Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of estimates

The preparation of the financial statements in conformity with Accounting Standards requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts expended to date as a proportion of the total efforts to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

1.3 Revenue Recognition

Sales (domestic) are recognized on dispatch of products and are stated net of returns, and are inclusive of Excise Duty and Sales Tax / VAT.

1.4 Provisions and contingent liabilities

Provision is recognized when the company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

1.5 Fixed assets:

Fixed assets are stated at cost of acquisition or construction, including attributable interest and financial costs till such assets are ready for its intended use, less accumulated depreciation, impairment losses and specific grants received, if any.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognized impairment loss is further provided or reversed depending on the changes in circumstances.

1.7 Depreciation:

- A) The company provides depreciation on plant & machinery, electrical installations and laboratory equipment on straight line method and on other assets on written down value method as per Schedule XIV of The Companies Act, 1956/ Companies Act, 2013.
 - B) The company provides depreciation as per provisions of Section 205(2)(b) of The Companies Act, 1956/ Companies Act, 2013, on straight line method on the assets acquired upto 31st March 1987, at the rate adopted till that date in accordance with circular No.1/86 dated 21st may 1986 issued by the department of company affairs and on assets acquired thereafter at the rates as per Schedule XIV of The Companies Act, 1956/ Companies Act, 2013.
-

1.8 Employee Benefits:

Defined contribution plan :

Company's contribution paid/payable during the year towards Provident Fund, Employees Pension Fund, ESIC and Labour Welfare fund being charged to profit and loss account.

Defined benefit plan:

Company's liability towards gratuity and leave encashment are based on actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of profit and loss account as income or expense.

1.9 Research and Development:

Revenue expenses relating to research and development activity is charged to profit & loss account. Capital expenditure incurred for research and development is capitalized.

1.10 Investments:

Long-term investments are carried at cost. However provision for diminution in value is made to recognize a decline other than temporary in the value of investments. Current investments are stated at cost or fair value whichever is lower.

1.11 Cash and cash equivalents

Cash and cash equivalents comprise cash and cash deposit with banks.

1.11 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

1.12 Valuation of Inventories :

Inventories are valued at lower of costs or net realizable value. Cost is ascertained in respect of:-

- i) Raw materials on first-in-first-out basis.
- ii) Stores and spares on first-in-first-out basis
- iii) Material in progress on the basis of cost of raw materials issued, direct labour and appropriate factory overheads and with reasonable estimates, where necessary, upto the stage of completion.
- iv) Finished goods on the basis of cost of raw material, direct labour and appropriate factory overheads and with reasonable estimates, where necessary.

1.13 Taxation:

Income tax expense comprises of current tax, deferred tax charge or credit and current tax is made with reference to taxable income computed for the accounting year, for which the financial statements are prepared by applying the tax rates as applicable. Deferred tax charge reflects the impact of current year timing differences between taxable income and accounting income. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rates. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits. Deferred tax assets / liabilities are reviewed as at each Balance Sheet date based on developments during the year and available case laws, to reassess realization / liabilities.

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

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013		
Note 2				
SHARE CAPITAL				
Authorized				
Equity shares, Rs.10/- each 75,00,000 Equity Shares	75,000,000	75,000,000		
Preference Shares, Rs. 100/- each 2,50,000 Preference Shares	25,000,000	25,000,000		
Issued				
Equity shares, Rs.10/- each 69,99,564 Equity shares	69,995,640	69,995,640		
Subscribed & Paid Up:-				
Equity shares, Rs.10/- each 69,99,564 Equity shares	69,995,640	69,995,640		
Less: Allotment Money in arrear	10,340	10,340		
Less: Call Money in arrear	48,800	48,800		
Total	<u>69,936,500</u>	<u>69,936,500</u>		
RECONCILIATION OF NO. OF SHARES				
Shares at the opening of the year	6,999,564	6,999,564		
Add: new issued	-	-		
Shares at the closing of the year	<u>6,999,564</u>	<u>6,999,564</u>		
Details of shareholders holding more than 5% shares in the Company				
	No of Shares	% holding in the class	No of Shares	% holding in the class
Shri P.R. Damani	1,684,697	24.07	1,043,090	14.9
Shri N.R. Damani	0.00	0.00	641,607	9.17
Smt Bimladevi Damani	3,521,604	50.31	1,531,834	21.88
Smt Sarladevi Damani	0.00	0.00	1,989,770	28.43
Swati S. Agarwal	369,241	5.28	0.00	0.00
Note 3				
RESERVES AND SURPLUS				
Share premium				
Opening Balance	10,985		-	
During the Year	-		10,985	
Closing Balance	<u>10,985</u>		<u>10,985</u>	
Profit & Loss A/c				
Opening Balance	(12,047,220)		(12,756,550)	
During the Year(loss)/Profit	2,998,796		709,330	
Closing Balance	<u>(9,048,424)</u>		<u>(12,047,220)</u>	
Total	<u>(9,037,439)</u>		<u>(12,036,235)</u>	
Note 4				
LONG-TERM BORROWINGS				
Secured Loan				
From Non Banking Financial Company				
Kotak Mahindra Prime Ltd	293,966		1,361,026	
(Secured by Hypothecation of Vehicles)				
EMI Rs.25999/- payable upto December,2014				
EMI Rs. 71205/- payable upto April, 2014				
LESS: Maturity within one year	293,966		1,067,059	
Total	<u>-</u>		<u>293,967</u>	

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013
Note 5		
OTHER LONG TERM LIABILITY		
Other Deposits	-	116,000
Total	<u>-</u>	<u>116,000</u>
Note 6		
PROVISION		
LONG TERM PROVISION		
Provision for Gratuity	1944910	3,030,953
Provision for Leave encashment	458280	734,970
Total	<u>2,403,190</u>	<u>3,765,923</u>
Note 7		
SHORT-TERM BORROWINGS		
Secured Loan		
Working capital Loan		
Loan from Vyapari Sahkari Bank (Secured by Hypothecation of Inventories and Book Debts interest @ 14%)	16322124	13,558,299
Total	<u>16,322,124</u>	<u>13,558,299</u>
Note 8		
TRADE PAYABLE		
Raw Materials and Packing Materials	11,433,720	9,403,968
Total	<u>11,433,720</u>	<u>9,403,968</u>
Note 9		
OTHER CURRENT LIABILITY		
Current maturities for long term borrowings	293,966	1,067,059
Payable for General Exp.	1,090,147	1,045,208
Statutory Payables	439,982	280,575
Advance received from waste/ sundry sale	107,145	409,059
Outstanding commission	1,565	19,109
Outstanding for doubling expenses	157,957	0
Other Advances	6,000,000	4,500,000
Payable to workers	26,386	121,218
Other Deposits	132,000	132,000
Total	<u>8,249,148</u>	<u>7,574,228</u>
NOTE 10		
SHORT TERM PROVISIONS		
Provision for expenses	7,820,989	3,996,753
Provision for Satutory expenses	771,689	629,222
Provision for Gratuity	4,949,020	3,201,590
Provision for Leave encashment	942,150	578,040
Total	<u>14,483,848</u>	<u>8,405,605</u>

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

Note 11

FIXED ASSETS

Tangible Assets

FIXED ASSETS AS ON 31ST MARCH- 2014

Assets	GROSS BLOCK				DEPRECIATION				NETBLOCK		
	As on 01-04-2013 (Rs)	Addition & Transfer (Rs)	Sales & Transfer (Rs)	As on 31-03-2014 (Rs)	Up to 01-04-2013 (Rs)	Deduction & Transfer (Rs)	Depreciation adjusted (Rs)	Provided During the Period (Rs)	Up to 31-03-2014 (Rs)	As on 31-03-2014 (Rs)	As on 31-03-2013 (Rs)
Free Hold Land	56,321		27,692	28,629	0		0	0	0	28,629	56,321
Building & Ownership block	52,054,272			52,054,272	43,693,860			788,512	44,482,372	7,571,900	8,360,412
Plant & Machinery	185,864,822	13,542,591	1,112,792	198,294,621	176,835,339		996,999	1,642,369	177,480,709	20,813,912	9,029,483
Electrical Installation	9,078,011			9,078,011	7,715,234			428,828	8,144,062	933,949	1,362,777
Laboratory Equipment	3,395,064			3,395,064	2,876,381			160,852	3,037,233	357,831	518,683
Furniture & Office Equipments	11,510,885	336,500	0	11,847,385	4,620,904			1,276,148	5,897,052	5,950,333	6,889,981
Vehicles	5,635,754	558,060		6,193,814	2,865,073			1,214,298	4,079,371	2,114,443	2,770,681
	267,595,129	14,437,151	1,140,484	280,891,796	238,606,791	0	996,999	5,511,006	243,120,799	37,770,997	28,988,338
PREVIOUS YEAR	267,689,754	2,244,282	2,338,907	267,595,129	235,837,316	2,338,907	73,290	5,108,382	238,606,791	28,988,338	31,852,438

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013
Note 12		
NON CURRENT INVESTMENTS		
LONG TERM (AT COST):		
NON TRADE INVESTMENT(FULLY PAID):		
VYAPARI SAHAKARI BANK MARYADIT 20000 (P.Y. 16000) EQUITY SHARES OF RS. 25/- EACH FULLY PAID	500,000	400,000
Total	<u>500,000</u>	<u>400,000</u>
Note 13		
LONG TERM LOANS AND ADVANCES		
(Unsecured considered good unless otherwise stated)		
Balance with Govt.	9,050	4,805,814
Intercorporate Deposit	-	1,000,000
Other Deposits	9,281,103	9,331,103
Staff Loan	60,900	72,182
Total	<u>9,351,053</u>	<u>15,209,099</u>
Note 14		
OTHER NON CURRENT ASSETS		
Long term Trade receivable (beyond 12 months)	-	1,441,682
Less: Provision for Doubtful Debts	-	<u>1,441,682</u>
Total	<u>-</u>	<u>-</u>
Note 15		
INVENTORIES		
Raw material	4,371,440	5,087,679
Material in process	12,516,141	8,558,050
Finished goods	2,950,291	4,998,086
Waste	260	10,771
Stores & Spares	1058656	-
Total	<u>20,896,788</u>	<u>18,654,586</u>
Note 16		
TRADE RECEIVABLE		
(Unsecured unless otherwise stated)		
More than operating cycle	-	-
Others(within operating cycle)	26,412,352	23,984,982
Total	<u>26,412,352</u>	<u>23,984,982</u>

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

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013
Note 17		
CASH AND CASH EQUIVALENTS		
Fixed Deposit with Vyapari Sahakari bank Maryadit	-	2,810,000
Balances with banks in current account		
In current account	4,475,144	1,476,265
With Scheduled banks	203,544	412,038
Cash on hand	6,912	70,647
Total	<u>4,685,600</u>	<u>4,768,950</u>
Note 18		
SHORT TERM LOANS AND ADVANCES		
(Unsecured considered good unless otherwise stated)		
Trade advance for purchase of machinery/Stores	590,341	743,093
Less: provision for doubtful advances	<u>-</u> 590,341	<u>152,752</u> 590,341
Balance with Govt.	2,401,711	1,151,071
Balances with other Bodies	-	1,000,000
Less: provision for doubtful advances	<u>-</u>	<u>1,000,000</u>
Tax Deducted at Source	2,064,766	873,066
Other Advances	10,000	-
Staff Loan Current maturities	30,841	80,000
Others	6,000,000	4,500,000
Total	<u>11,097,659</u>	<u>7,194,478</u>
Note 19		
OTHER CURRENT ASSETS		
Interst Accrued but not due	460,358	587,864
Interest accrued and due	-	236,187
Prepaid expenses	161,821	159,480
Incentive for Raw Material Purchase	677,084	262,492
Advance to suppliers	1,774,930	412,626
Advance for waste sale	-	34,028
Advance for General creditors	2,448	16,836
Advance to workers & unpaid wages (Provision)	-	108,309
Total	<u>3,076,641</u>	<u>1,817,822</u>

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013
NOTES TO THE FINANCIAL STATEMENTS		
Note 20		
Revenue from Operations		
Sale of Products	406,141,097	435,943,666
Other Operating Revenues		
Waste Sale	3,609,798	3,345,735
Less: Excise Duties	-	-
Net Revenue	<u>409,750,895</u>	<u>439,289,401</u>
Note 21		
OTHER INCOME		
Scrap Sale	1,904,703	3,065,802
Dividend	48,000	47,426
Interest Received	678,430	690,802
Licence fees	3,200,000	3,600,000
Provision no longer required written back	2,594,434	697,399
Others	16,570	25,851
Total	<u>8,442,137</u>	<u>8,127,280</u>
Note 22		
COST OF MATERIALS CONSUMED		
Stock at Commencement	5,087,679	6,532,007
Add :- Purchases	285,722,104	294,328,464
	<u>290,809,783</u>	<u>300,860,471</u>
Less :- Stock at Close	4,371,440	5,087,679
Total	<u>286,438,343</u>	<u>295,772,792</u>
Note 23		
CHANGES IN INVENTORIES OF FINISHED GOODS,		
WORK IN PROGRESS		
Opening Stock		
Yarn	4,998,086	2,800,747
Waste	10,771	2,270
Material in Process	8,558,050	8,564,350
	<u>13,566,907</u>	<u>11,367,367</u>
Less: Closing Stock		
Yarn	2,950,291	4,998,086
Waste	260	10,771
Material in Process	12,516,141	8,558,050
Stores & Mech Stores	1,058,656	0
	<u>16,525,348</u>	<u>13,566,907</u>
Net Change In Inventory	<u>(2,958,441)</u>	<u>(2,199,540)</u>

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

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014	As at March 31, 2013
Note 24		
EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	21,791,954	16,740,418
Employer's Contribution to Provident Fund and other fund	2,086,726	1,651,369
Gratuity & Leave Encashment Expenses	1,980,416	1,262,269
Staff/Workers Welfare Expenses	3,811,652	2,069,033
Managerial Remuneration	1,532,000	1,632,000
Total	<u>31,202,748</u>	<u>23,355,089</u>
Note 25		
FINANCE COSTS		
Interest Expenses		
Working capital Loan	1,711,638	1,163,442
Others	1,189,615	2,351,563
Bank Charges & Commission	37,583	18,956
Total	<u>2,938,836</u>	<u>3,533,961</u>
Note 26		
OTHER EXPENSES		
Stores Spares & Doubling charges	25,191,673	17,607,507
Power & Fuel	55,904,901	65,575,556
Insurance	335,577	307,894
Repairs to Plant	6,861,714	2,955,560
Repairs to Building	457,326	230,219
Rates & Taxes	1,763,064	1,651,296
(a)	<u>90,514,255</u>	<u>88,328,032</u>
SALES EXPENSES :		
Sales expenses	3,727,584	4,278,889
Brokerage	152,473	217,388
Sales tax (Vat)	82,886	149,265
Bad Debts	1,594,434	804,176
(b)	<u>5,557,377</u>	<u>5,449,718</u>
ADMINISTRATIVE EXPENSES :		
Printing , Stationery, Postage, Telephone & Advertisement	1,061,715	928,540
Professional & legal charges	1,753,308	1,254,580
Audit fees	140,450	112,360
Tax Audit fees	6,624	6,624
Cost Audit fees	22,472	25,111
Internal Audit fee (Concurrent Audit fees)	84,270	67,416
Directors fees	11,250	9,000
Conveyance	251,113	256,932

NOTES TO FINANCIAL STATEMENTS

	As at March 31, 2014		As at March 31, 2013	
Note 26				
OTHER EXPENSES (Contd.)				
DIRECTORS TRAVELLING				
Foreign	0		900,397	
Domestic	<u>159,057</u>	159,057	<u>184,155</u>	1,084,552
OTHERS TRAVELLING				
Foreign	0		0	
Domestic	518,384	518,384	<u>341,360</u>	341,360
Motor Car expenses		1,414,062		1,016,296
Rent & Utility charges paid		7,257,416		6,879,000
Sundry Debit Balance Written off	1,261,180		11,876	
Less: Sundry Credit Balance Written off	<u>801,917</u>	459,263	<u>676,973</u>	(665,097)
Loss on sale of furniture & fixtures		0		40
Guest House expenses		0		11,310
Office expenses		261,284		272,575
Business Promotion		1,168,192		549,009
Maintenance & Security Charges		1,210,828		1,129,291
Subscription & Periodical		106,506		52,538
Miscellaneous expenses		1,278,513		851,372
(c)		<u>17,164,707</u>		<u>14,182,809</u>
Total		<u>113,236,339</u>		<u>107,960,559</u>

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

2.1 **Contingent Liabilities:** Nil

2.2 The company has made profit of Rs. 29,98,796/- during the year ended 31st March 2014, the accumulated losses amount to Rs. 90,37,442/- resulting in a positive net worth of Rs. 60899058/- (previous year positive worth of Rs. 57900265/-).

2.3 The company had only one business segment i.e. Textiles and the figures pertain to that only.

2.4 In pursuance to Accounting Standard -28 issued by the Institute Chartered Accountants of India, the company has assessed no impairment of assets as on 31st March 2014, hence no provision has been made in the books of accounts.

2.5 LIST OF RELATED PARTIES:

A) ASSOCIATES / JOINT VENTURES:

SR. NO.	PARTICULARS
1.	MR. P R DAMANI (MANAGING DIRECTOR)
2.	MR. J P SINGHAL (EXECUTIVE DIRECTOR)
3.	MR. N R DAMANI (JOINT MANAGING DIRECTOR)
4.	MR. RAJESH DAMANI (DIRECTOR)
5.	CHATUR PROPERTIES PVT LTD

WE CONFIRM THAT THE FOLLOWING ARE THE KEY MANAGEMENT PERSONNEL OF THE COMPANY:

B) KEY MANAGEMENT PERSONNEL:

SR. NO.	PARTICULARS
1.	SHRI J.M.ADHIA
2.	SHRI A.K. MOHTA

2.6 Related party disclosures enterprises in which the promoter directors are interested.

Sr. No.	Name of the related party	Transaction	Amount (Rs.)	Balance due to related parties (Rs.)
1	Mr P R Damani (Managing Director)	Remuneration	8,65,787/- (8,61,200/-)	8,61,200/- (8,55,360/-)
2	Mr J P Singhal (Executive Director)	Remuneration	56,000/- (1,94,500/-)	1,94,500/- (1,78,000/-)
3	Mr N R Damani (Joint Managing Director)	Remuneration	7,66,800/- (7,69,200/-)	7,69,200/- (6,26,950/-)
4	Mr. Rajesh Damani	Meeting fee	2250/-	2250/-

2.7 Key Management Personnel disclosure

Sr. No.	Name of the Key Management	Transaction	Amount (Rs. In lacs)	Balance due to related parties (Rs. In lacs)
1	Mr. J.M. Adhia (General Manager)	Salary	11,15,100/- (9,79,020/-)	9,79,020/- (8,98,380/-)
2	Mr A . K. Mohta (Finance Manager)	Salary	6,55,788/- (6,51,013/-)	6,51,013/- (6,30,223/-)

Figures in brackets represent previous year's figures.

2.8. Provision for taxation :

- Current tax: In view of the carried forward losses the company has no taxable income.
- Deferred Tax (AS 22): In view of the carried forward losses the company has deferred tax assets. However, as a matter of prudence the same has not been recognized in the financial statements since the management is not certain that sufficient taxable income will be available in the future against which such deferred tax assets could be adjusted.

2.9 Employee Defined Benefits:-

(As per Actuarial Valuation as on March 31, 2014)

	Gratuity		Leave Encashment	
	Mar-2014 Rs.	Mar-2013 Rs.	Mar-2014 Rs.	Mar-2013 Rs.
(i) Expenses recognized during the year ended March 31, 2014 (included in Schedule of Profit & Loss Account)				
1. Current Service Cost	446983	474413	398475	332550
2. Interest Cost	468490	450721	96758	101916
3. Expected return on plan assets	-	-	-	-
4. Actuarial Loss / (Gain)	571499	125391	(185721)	(294952)
5. Total Expense	1486972	1050525	309512	139514
(ii) Net Asset / (Liability) recognized in the Balance Sheet as at March 31, 2014				
1. Present Value Defined Benefit obligation	6232543	5678731	1400430	1313010
2. Fair value of plan assets	-	-	-	-
3. Funded status (Surplus / (Deficit))	(6893930)	(6232543)	(1400430)	(1313010)
4. Net asset / (Liability)	(6893930)	(6232543)	(1400430)	(1313010)
(iii) Change in obligation during the year ended March 31, 2014				
1. Present value of Defined Benefit Obligation at the beginning of the year	6232543	5678731	1313010	1282320
2. Current Service Cost	446983	474413	398475	332550
3. Interest Cost	468490	450721	96758	101916
4. Settlement Cost	-	-	-	-
5. Past Service Cost	-	-	-	-
6. Employee Contributions	-	-	-	-
7. Actuarial (Gains) / Losses	571499	125391	(185721)	(294952)
8. Benefit Payments	(825585)	(496713)	(222092)	(108824)
9. Present value of Defined Benefit Obligation at the end of the year	6893930	6232543	1400430	1313010
(iv) Change in Assets during the year ended March 31, 2014	-	-	-	-
Actuarial Assumptions:				
1. Discount Rate	9.15 %	8.05 %	9.15 %	8.05 %
2. Expected rate of return on plan assets	-	-	-	-
3. Expected rate of salary increase	4.00%	4.00%	4.00%	4.00%
4. Mortality Pre-retirement	LIC(1994-96) ULT	LIC(1994-96) ULT	LIC(1994-96) ULT	LIC(1994-96) ULT
5. Withdrawal rates-up to Age 44	2.00%	0.80%	0.80%	0.80%
Withdrawal rates 45 and above	1.00%	-	-	-

2.10 EARNING PER SHARE:

	2013-2014	2012-2013
NUMERATOR- PROFIT / (LOSS)	2998796	709330
DENOMINATOR – WEIGHTED AVERAGE NUMBER OF SHARES	6999564	6999564
BASIC EARNINGS PER SHARE	0.43	0.10
DILUTED EARNINGS PER SHARE	0.43	0.10

2.11 Statutory information in the case of manufacturing companies are as certified by the management.

Production Consumables	Value	Percentage
STORES & SPARES PARTS CONSUMED		
Indigenous	25191673	100%
RAW MATERIALS CONSUMED		
Raw materials	286438343	100%

2.12 No confirmation has been received from the enterprises regarding Micro, Small and Medium enterprises as defined in the Micro, Small, medium enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

2.13 The previous year figures have been regrouped wherever necessary.

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	Year Ended 31st March 2014		Year Ended 31st March 2013	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. CASH FLOW FROM OPERATION ACTIVITIES:				
Net Profit/ (Loss) Before Tax		3,098,796		709,330
Adjustments for:				
Depreciation	5,511,006		5,108,382	
Loss/(Profit)On sale Of Fixed Assets (Net)	(21,274,595)		(599,960)	
Dividend Received	(48,000)		(47,426)	
Interest Charged	2,938,836		3,515,005	
Interest Received	(678,430)		(690,802)	
Provision for Gratuity / Leave encashment	748,807		584,502	
Cancellation of shares-Vy bank	(12,500)			
		(12,814,876)		7,869,701
Operating Profit/(Loss) Before Working Capital Changes.		(9,716,080)		8,579,031
Adjustments for:				
Trade & Other Receivables	(691,023)		7,658,503	
Inventories	(2,242,202)		(755,212)	
Trade Payables	7,379,867		(4,897,363)	
		4,446,642		2,005,928
Cash Generated / (utilised) From Operations.		(5,269,438)		10,584,959
Direct Taxes (Paid)/ Received	(1,191,700)		(304,484)	
		(1,191,700)		(304,484)
Net Cash Generated / (utilised) From Operating Activity		(6,461,138)		10,280,475
B. Cash Flow From Investing Activity				
Purchase Of Fixed Assets	(14,437,151)		(2,244,282)	
Sale Of Fixed Assets	21,418,080		599,960	
Sale /(Purchase) Of Investments	(100,000)		-	
Interest Received	678,430		690,802	
Dividend Received	48,000		47,426	
Cancellation of shares-Vy bank	12,500			
Net Cash Used In Investing Activities.		7,619,859		(906,094)
C. Cash Flow From Financing Activity				
Proceeds from Share Issue	0		12675	
Proceeds/(Repayments) From/ Of Borrowings (Net)	1,696,765		(3,148,606)	
Interest Paid	(2,938,836)		(3,515,005)	
Net Cash Used In Financing Activities.		(1,242,071)		(6,650,936)
Net Increase/(Decrease) In Cash & Cash Equivalents(A+B+C)		(83,350)		2,723,445
Cash & cash Equivalents Opening Balance		4,768,950		2,045,505
		4,768,950		2,045,505
Cash & Cash Equivalents Closing Balance		4,685,600		4,768,950
		4,685,600		4,768,950

Note:-

- 1) The above Cash Flow Statement has been prepared under the " indirect method" as set out in the Accounting Standard 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- 2) Previous year's figures have been regrouped wherever necessary.
- 3) Cash Out Flows are shown in brackets

As per our Report attached
MITTAL & ASSOCIATES
 Chartered Accountants
 (Firm Registration No. 106456W)

M. Mehta
 Partner
 M.No. 42990

PLACE : MUMBAI
 DATE :- 28th May,2014

For and on Behalf of

P. R. DAMANI
 CHAIRMAN & MANAGING DIRECTOR

N. R. DAMANI
 JOINT MANAGING DIRECTOR

S.K. SOMANY
 AUDIT COMMITTEE CHAIRMAN

SHWETA R. KALANTRI
 COMPANY SECRETARY
 M.NO. A26092

The Jamshti Ranjitsinghji Spinning & Weaving Mills Co. Ltd.

(CIN: L17111PN1907PLC000258)

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

PROXY FORM

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

Name of the member (s)

E-mail ID:

Registered address:

Folio No./Client Id:

DP ID:

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

- 1) _____ of _____ having e-mail id _____
or failing him _____
- 2) _____ of _____ having e-mail id _____
or failing him _____
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on apoll) for me/us and on my/our behalf at the Annual general Meeting of the company, to be held on 18th September, 2014 at 12.30 P.m. at Fatehchand Damani Nagar, Station Road, solapur- 413001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolutions

- 1 Adoption of audited financial statements for the year ended 31st March, 2014
- 2 Reappointment of Shri N. R. Damani as a Director
- 3 Appointment of Auditors and fixing their remuneration
- 4 Appointment of Shri S.K. Somany as an Independent Director for a period of 5 years
- 5 Appointment of Shri E.A.K. Faizullahoy as an Independent Director for a period of 5 years
- 6 Appointment of Smt Rekha Thirani as a Director
- 7 Appointment of Shri Rajesh Damani as Joint Managing Director for a period of 3 years

Signed this.....day of.....2014

Signature of Shareholder

Signature of Proxy Hol

Revenue Stamp of Rs. 1/-

Notes:

- 1 A proxy need not be a member of the Company.
- 2 This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3 A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- 4 Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

The Jamshti Ranjitsinghji Spinning & Weaving Mills Co. Ltd.

(CIN: L17111PN1907PLC000258)

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

ATTENDANCE SLIP

Regd. Folio No./Client ID

DP ID:

Name and address of First/Sole shareholder

No. Of Shares held

I hereby record my presence at the 106th annual general Meeting of the Company held on 18th September, 2014 at 12.30 P.M. at the Fatehchand Damani Nagar, Station Road Solapur- 413001, Maharashtra

Signature of the Member/ Proxy

Notes:

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

Speed Post / Registered Post

To,

If undelivered Please return to :

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

Fatehchand Damani Nagar,

Station Road,

Solapur - 413 001