

# **J.J. EXPORTERS LIMITED**

## **NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the **Forty Fourth Annual General Meeting** of the Members of **J.J. EXPORTERS LIMITED** will be held at Management Development Centre, Tata Hall, Indian Institute of Management Calcutta, Diamond Harbour Road, Joka, Kolkata – 700104 on Tuesday, the 26th September, 2017 at 11.30 A.M. to transact the following business :

### **As Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended on 31st March, 2017 and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. S N Jhunjunwala, Executive Chairman (DIN : 00063450) who retire by rotation and being eligible, seek re-appointment.
3. Appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Lihala & Co., Chartered Accountants having office at 11, Crooked Lane, Kolkata 700 069 having Firm Registration No. 315052E be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Salarpuria Jajodia & Co., Chartered Accountants (Firm Registration No. 302111E) whose tenure expires at the ensuing Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company.

FURTHER RESOLVED THAT M/s. Lihala & Co., Chartered Accountants having office at 11, Crooked Lane, Kolkata 700 069 having Firm Registration No. 315052E if appointed as the Statutory Auditors of the Company, shall hold the office for a period of five years, from the conclusion of forty fourth Annual General Meeting till the conclusion of forty ninth Annual General Meeting of the Company (subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting).”

### **As Special Business**

4. **Determination of fees to be charged from a Member for Service of documents through any particular mode.**

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

“RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Shareholders be and is hereby accorded to charge such fees as are set out in the statement annexed hereto, for service of documents through a particular mode.

RESOLVED FURTHER THAT the fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid matter and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution”

**Registered Office :**

“Mukhtar Tower”, 59 Elliot Road,  
Kolkata - 700 016.  
CIN : L17112WB1972PLC028631  
Email: jjemail@vsnl.com  
Date : 11.08.2017

By Order of the Board

Shruti Murarka  
Company Secretary

**Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).
3. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
4. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy to the meeting.
5. Members desirous of having any information on the business to be transacted at the Annual General Meeting are requested to address their queries to the Executive Chairman at the Registered Office of the Company at least seven days before the date of the meeting, so that requisite information is made available at the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / its Registrar.
7. Pursuant to ‘Green Initiative’ Circular No. 17/2011 issued by the Ministry of Corporate Affairs, Govt. of India, the Company would effect electronic delivery of notice of Forty fourth Annual General Meeting and Annual Report for the year ended 31st March, 2017 to those shareholders, whose email-ids were registered with the respective Depository Participants and downloadable from the Depositories viz., NSDL / CDSL. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 3 and 4 which sets out details relating to Ordinary / Special Business at the meeting, are annexed hereto.
9. Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with Pin Code / mandate / bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.

10. As per the provisions of the Companies Act, 2013 the facility for making/varying/cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.
11. In compliance with the provisions of Section 108 of the Act and Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
13. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i) Open the e-mail and then open attached PDF file namely "JJE e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - iii) Click on Shareholder - Login.
  - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached.
  - vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii) Select "EVEN" (E-Voting Event Number) of J. J. Exporters Limited. Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mahabir\\_20072007@rediffmail.com](mailto:mahabir_20072007@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
  - i) Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.
  - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
  - i) The e-voting period commences on Saturday, the 23rd September, 2017 (9.00 a.m. IST) and ends on Monday, the 25th September, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
  - ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 20th September, 2017.

- iii) Mr. Mahabir Prasad Kabra, Practicing Company Secretary (Membership No. F3791), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
- v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jjexporters.com](http://www.jjexporters.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 (two) days of the passing of the resolutions at the Forty Fourth Annual General Meeting of the Company on 26th September, 2017 and communicated to the Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
- vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2017. May obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.Evoting.nsdl.com](http://www.Evoting.nsdl.com) or contact NSDL at the following toll free no.1800-222-990.

- vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.

14. Mr. S N Jhunjhunwala, Whole Time Director (DIN: 00063450) who retires by rotation and being eligible seeks re-appointment. The information pertaining to the Director to be provided in terms of the Listing Agreement is as follows:

|  |  |
|--|--|
| <b>Name of Director</b>  | <b>Mr. S. N. Jhunjhunwala</b>  |
| Date of Birth  | 07.01.1936   |
| Date of Appointment  | 29.12.1972   |
| Experience in specific functional area   | He has been associated with export of silk fabrics since `1966   |
| Qualification  | B.A.(Hons.) in Economics   |
| Shareholding in the Company  | 1,000  |
| List of other Companies in which directorship held   | 1. Rajanigandha Apartments Ltd.<br>2. Nupur Carpets Pvt. Ltd.  |
| Chairman/Member of the Committees of the Board across all public companies in which he is a Director | Nil  |
| Chairman/Member of the Committees of the Board of Directors of the Company                           | 1. Stakeholders' Relationship Committee<br>2. Share Transfer Committee<br>3. Risk Management Committee |
| Disclosure of relationships between  | He is father of Mr. Rajiv Jhunjhunwala, Vice Chairman  |

# ANNEXURE TO NOTICE

## Explanatory statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 3

M/s. Salarpuria Jajodia & Co., Chartered Accountants, Kolkata were appointed as the Statutory Auditors of the Company by the Members at their Annual General Meeting held in the year 2015 and thereafter each year till the year 2017.

As per the provisions of the Companies Act, 2013 ("the Act"), no listed Company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. from 1st April, 2014. M/s. Salarpuria Jajodia & Co., Chartered Accountants, Kolkata have completed the period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting.

Accordingly the term of present auditors M/s Salarpuria Jajodia & Co., Chartered Accountants, Kolkata expires at the conclusion of the ensuing Annual General Meeting. The Audit Committee and the Board have placed on record their appreciation for the professional services rendered by them and their long association with the Company as its Auditors.

For the purpose of appointment of new auditors, the Audit Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, technical assessment of the audit skills and the audit fees. Based on detailed analysis and recommendation of the Audit Committee the Board of Directors proposes to appoint M/s Lihala & Co., Chartered Accountants having office at 11, Crooked Lane, Kolkata 700 069 having Firm Registration No. 315052E as Statutory Auditors of the Company and the Board recommends the resolution to the Members for their approval.

If approved by the Members, the appointment of M/s Lihala & Co., Chartered Accountants having office at 11, Crooked Lane, Kolkata 700 069 having Firm Registration No. 315052E as Statutory Auditors will be for a period of five years commencing from the conclusion of forty fourth Annual General Meeting till the conclusion of Forty-ninth Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting).

### Item No. 4

In accordance with the provisions of Section 20 of the Companies Act, 2013 read with the relevant provisions of the Companies (Incorporation) Rules, 2014, a member may request for delivery of any documents, notices and other correspondences through a particular mode, subject to the approval of the Shareholders;

| Sl. No. | Name of Documents                      | Fees to be paid (Amount in Rs.) |
|---------|--|---------------------------------|
| 1       | Memorandum and Articles of Association | Rs. 400/-                       |
| 2       | Annual Report                          | Rs. 200/-                       |
| 3       | Notices of AGM / EGM                   | Rs. 200/-                       |
| 4       | Other correspondences                  | Rs. 100/-                       |

As such, consent of the members is sought for passing an Ordinary Resolution as set out as Special Business under Item No. 4 of the Notice for fees to be paid by the members of the Company for delivery of notices, documents and other correspondences through a particular mode.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The proposed Special Business does not relate to or affects any other Company (financially or otherwise).

### Registered Office :

"Mukhtar Tower", 59 Elliot Road,  
Kolkata - 700 016.  
CIN : L17112WB1972PLC028631  
Email: jjemail@vsnl.com  
Date : 11.08.2017

By Order of the Board

Shruti Murarka  
Company Secretary

## ROAD MAP TO THE AGM VENUE



Indian Institute of Management Calcutta, Tata Hall  
Diamond Harbour Road, Joka, Kolkata – 700104



