

J.J. EXPORTERS LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Forty Third 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 Thursday, the 29th day of September, 2016 at 11.00 a.m. to transact the following business :

As Ordinary Business

1. To receive and adopt the Audited Balance Sheet of the Company as at 31st March, 2016, the Profit & Loss Account for the year ended as on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Rajiv Jhunjunwala, Vice Chairman (DIN : 00060534) and Mr. A. B. Chaturvedi (DIN: 05330674) who retire by rotation and being eligible, seek reappointment.
3. Ratification of appointment of Auditors.

To consider and 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 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Salarpuria Jajodia & Co., Chartered Accountants (Firm Registration No. 302111E), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, to be held in the year 2017, at such remuneration plus applicable service tax, out-of-pocket expenses, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

As Special Business

4. **To consider and if thought fit, to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTION**

RESOLVED pursuant to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Article No.104 of the Articles of Association of the Company that consent of the Company be and is hereby accorded to the reappointment of Mr. S. N. Jhunjunwala as a Whole Time Director, designated as Executive Chairman of the Company for a period of five years with effect from 01.02.2016 at the following remuneration:

- a) **Basic Salary:** Rs. 55,000/- (Rupees Fifty Five Thousand only) per month, and;
- b) **Perquisites/Benefits:**
 - i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - ii. Gratuity – As calculated as per Section 4(2) of Payment of Gratuity Act, without any ceiling;
 - iii. Motor Car with Driver for official and personal use.
 - iv. Telephone with ISD & STD facility at residence.

Resolved further that Mr. S. N. Jhunjunwala shall be paid above remuneration as minimum remuneration in case of loss or inadequacy of profit in any financial year.

5. **To consider and if thought fit, to pass with or without modification(s), the following resolutions as an ORDINARY RESOLUTION**

RESOLVED pursuant to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Article No.104 of the Articles of Association of the Company that consent of the Company be and is hereby accorded to the reappointment of Mr. Rajiv Jhunjunwala as a Whole Time Director, designated as Vice Chairman of the Company for a period of five years with effect from 01.02.2016 at the following remuneration:

a) **Basic Salary:** Rs. 50,000/- (Rupees Fifty Thousand only) per month, and;

b) **Perquisites/Benefits:**

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii) Gratuity – As calculated as per Section 4(2) of Payment of Gratuity Act, without any ceiling;
- iii) Motor Car with Driver for official and personal use.
- iv) Telephone with ISD & STD facility at residence.

Resolved further that Mr. Rajiv Jhunjhunwala shall be paid above remuneration as minimum remuneration in case of loss or inadequacy of profit in any financial year.

By Order of the Board

Registered Office :

"Mukhtar Tower", 59 Elliot Road,
Kolkata - 700 016.
CIN : L17112WB1972PLC028631
Email: jjemail@vsnl.com
Date : 11.08.2016

A. B.Chaturvedi
(Compliance Officer)
59, Elliot Road,
"Mukhtar Tower",
Kolkata - 700 016.

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 22nd September, 2016 to 29th September, 2016 (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 third Annual General Meeting and Annual Report for the year ended 31st March, 2016 to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable 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 No.4 and 5, which sets out details relating to Special Business at the meeting, is 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 thereunder, 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 though 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 also open 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.nsdl.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 with a copy marked to 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.nsdl.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 Monday, the 26th September, 2016 (9.00 a.m. IST) and ends on Wednesday, the 28th September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2016, 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 22nd September, 2016.
 - 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 and on the website of NSDL www.evoting.nsdl.com within 2 (two) days of the passing of the resolutions at the Forty Third Annual General Meeting of the Company on 29th September, 2016 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. 22ND September, 2016. May obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcستا@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 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. A. B. Chaturvedi, Director retires by rotation and being eligible seeks reappointment. Mr. S. N. Jhunjhunwala and Mr. Rajiv Jhunjhunwala were reappointed as Wholetime Director during the year. The information pertaining to these Directors to be provided in terms of the Listing Agreement is as follows:

Name of Director	Mr. S. N. Jhunjhunwala	Mr. Rajiv Jhunjhunwala	Mr. A. B. Chaturvedi
Date of Birth	07.01.1936	02.12.1959	16.12.1951
Date of Appointment	29.12.1972	01.02.2006	02.07.2012
Experience in specific functional area	He has been associated with export of silk fabrics since `1966	He has been associated with production and marketing of silk fabrics for about 35 years	He is having 43 years experience in Textile Business
Qualification	B.A.(Hons.) in Economics	B. Com	M.B.A.
Shareholding in the Company	1,000	1,000	Nil
List of other Companies in which directorship held	1. Rajanigandha Apartments Ltd. 2. Nupur Carpets Pvt. Ltd. 3. Cedarwoods Infrastructures Pvt. Ltd.	1. Nupur Carpets Pvt. Ltd. 2. Onset Exporters Pvt. Ltd. 3. Cedarwoods Infrastructures Pvt. Ltd.	Nil
Chairman/Member of the Committees of the Board across all public companies in which he is a Director	Nil	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	1. Stakeholders' Relationship Committee 2. Share Transfer Committee 3. Risk Management Committee	1. Share Transfer Committee 2. Risk Management Committee	Risk Management Committee
Disclosure of relationships between Directors inter-se	He is father of Mr. Rajiv Jhunjhunwala, Vice Chairman	He is the son of Mr. S.N. Jhunjhunwala, Executive Chairman	Nil

ANNEXURE TO NOTICE

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

Item No. 4

The terms of Mr. S. N. Jhunjhunwala, Executive Chairman of the Company as a Whole Time Director was to expire on 31st January, 2016. The Nomination & Remuneration Committee in its meeting held on 22nd January, 2016 recommended the re-appointment of Mr. S. N. Jhunjhunwala as a Whole Time Director for a further period of five years w.e.f. 01.02.2016.

The Board of Director of the Company at their meeting held on 22nd January, 2016, on the recommendation of the Nomination & Remuneration Committee and also pursuant to the provisions of Section 196, Schedule V and other applicable provisions of the Companies Act, 2013, Article No.104 of the Articles of Association of the Company and subject to the approval of the shareholders in a general meeting, decided to re-appoint Mr. S.N. Jhunjhunwala as a Whole Time Director designated as Executive Chairman as per the terms set out in the resolution.

The main terms and conditions of the appointment and remuneration of Mr. S. N. Jhunjhunwala are available for inspection of the members at the Registered Office of the company during business hours on all working days up to the date of Annual General Meeting.

The appointment of Mr. S. N. Jhunjhunwala as Whole Time Director required the approval of the members of the Company in the general meeting pursuant to Section 196 of the Companies Act. The Directors, therefore, recommend the above resolution for the approval of the members.

Mr. S. N. Jhunjhunwala as the Appointee and Mr. Rajiv Jhunjhunwala being his relative may be deemed to be concerned or interested in this resolution.

Item No. 5

The terms of Mr. Rajiv Jhunjhunwala, Vice Chairman of the Company as a Whole Time Director of the Company was to expire on 31st January, 2016. Considering the wide experience of Rajiv Jhunjhunwala in the field of Sales and Marketing, the Nomination & Remuneration Committee in its meeting held on 22nd January, 2016. recommended the re-appointment of Mr. Rajiv Jhunjhunwala as a Whole Time Director for a further period of five years w.e.f 1st February, 2016.

The Board of Director of the Company at their meeting held on 22nd January, 2016 on the recommendation of the Nomination & Remuneration Committee and also pursuant to the provisions of Section 196, Schedule V and other applicable provisions of the Companies Act, 2013, Article No.104 of the Articles of Association of the Company and subject to the approval of the shareholders in a general meeting, decided to re-appoint Mr. Rajiv Jhunjhunwala as a Whole Time Director, designated as Vice Chairman as per the terms set out in the resolution.

The main terms and conditions of the appointment and remuneration of Mr. Rajiv Jhunjhunwala are available for inspection of the members at the Registered Office of the company during business hours on all working days up to the date of Annual General Meeting.

The appointment of Mr. Rajiv Jhunjhunwala as Whole Time Director required the approval of the members of the Company in the general meeting pursuant to Section 196 of the Companies Act. The Directors, therefore, recommend the above resolution for the approval of the members.

Mr. Rajiv Jhunjhunwala as the Appointee and Mr. S. N. Jhunjhunwala being his relative may be deemed to be concerned or interested in this resolution.

By Order of the Board

Registered Office :

"Mukhtar Tower", 59 Elliot Road,
Kolkata - 700 016.
CIN : L17112WB1972PLC028631
Email: jjemail@vsnl.com
Date : 11.08.2016

A. B.Chaturvedi
(Compliance Officer)
59, Elliot Road,
"Mukhtar Tower",
Kolkata - 700 016.

ROAD MAP TO THE AGM VENUE



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