

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Forty Fifth 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 Wednesday, the 26th day of September, 2018 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, 2018 and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Rajiv Jhunjunwala, Vice Chairman (DIN : 00060534) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors

The Ministry of Corporate Affairs vide its notification dated 07.05.2018, omitted the provision for ratification of appointment of Auditors by shareholders at every Annual General Meeting (AGM). Accordingly, the ratification of the appointment of Statutory Auditors by shareholders is not required to be adopted in every AGM.

To consider and if thought fit, to assent or dissent to the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act 2017 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and in partial modification of resolution passed by the Members of the Company at the 44th Annual General Meeting (AGM) of the Company held on 26th September, 2017, the appointment of M/s. Lihala & Co., Chartered Accountants (Firm Registration No. 315052E) as Statutory Auditors of the Company for a period of five years commencing from the conclusion of 44th AGM till the conclusion of 49th AGM of the Company be and hereby continues for the said term, without seeking any further ratification of the shareholders of the Company for their appointment as statutory auditors till the conclusion of their tenure and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period in addition to reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties”

Registered Office :
64, Bright Street,
Kolkata - 700 019.
CIN : L17112WB1972PLC028631
Email: jjemail@vsnl.com
Date : 10.08.2018

By Order of the Board
J J Exporters Ltd

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.

PROXY FORM, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED HEREWITH.

A PERSON CAN ACT AS A PROXY ON BEHALF OF

MEMBERS NOT EXCEEDING 50 (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. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive) for the purpose of the ensuing AGM.
4. The Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting sent herewith duly filled in for attending the meeting. The Members, desiring having any information on the business to be transacted at the Annual General Meeting are requested to address their queries to the 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.
5. Relevant documents referred in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) during business hours up to the date of Meeting. This Notice and Annual Report will also be available on the Company's website i.e. www.jjexporters.com for download. The Notice of the AGM is also available on the website of the National Securities Depositories Limited at www.evoting.nsdl.com.
6. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, members whose ledger folios have incomplete details with respect to PAN and/or Bank particulars are mandatorily required to furnish these details to the Company/RTA for registration in the folio. You are requested to kindly update your PAN and/or Complete Bank details so that the investments held by you are in compliance with the aforementioned circular. Requisite letter and form for the same are enclosed.
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 fifth Annual General Meeting and Annual Report for the year ended 31st March, 2018 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. Shareholders holding shares in physical form are requested to notify quoting their folio number, any change in their registered address with Pin Code, bank mandate, etc. to the Company's Registrar and Share Transfer Agent, M/s. MCS Share Transfer Agent Ltd. and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.

9. 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.
10. Members to whom the above documents have been sent in e-mail are entitled to receive the same in physical form, upon request. The request may be sent in writing to the Registrar & Share Transfer Agent of the Company or the Company at its Registered Office or through email at jjemail@vsnl.com
11. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as Annexure to the Notice.
12. Route-Map to the venue of the Meeting is provided at the end of this Notice.
13. **Voting through electronic means :**

In accordance to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 45th Annual General Meeting of the Company by electronic means. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the Agency to provide the remote e-voting facility. (Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM).

The facility for voting through poll paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote e-voting shall be able to exercise their right at the AGM through poll.

The Members who have cast their vote by Remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.

The Remote e-voting period commences on Sunday, 23rd September, 2018 (9:00 am) and ends on Tuesday, 25th September 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 19th September 2018 may cast their vote by Remote e-voting. The Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

14. Process of Remote e-Voting:

Members are requested to follow the instructions below to cast their vote through Remote e-voting:

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e. Your password details are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (iii) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h. Now, you will have to click on "Login" button.

i. After you click on the "Login" button, Home page of e-Voting will open.

j. Details on Step 2 is given below:

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to

see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders :

- (i) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to legaljrd1@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

A. Other Instructions:

- i) The e-voting period commences on Sunday, the 23rd September, 2018 (9.00 a.m. IST) and ends on Tuesday, the 25th September, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2018, 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 19th September, 2018.
- iii) Mr. Jnana Ranjan Dhal, Advocate (Membership No. WB/2321/10), 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 though remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours 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 on the resolutions will be declared not later than 48 hours of conclusion of the AGM i.e. 28th September, 2018 or any adjournment thereof. The result 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 and shall also be communicated to the Bombay Stock Exchange Ltd. (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, 2018. may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 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.

I. Mr. Rajiv Jhunjunwala, Director (DIN: 00060534) who retires by rotation and being eligible seeks re-appointment. The information pertaining to the Director to be provided in terms of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meeting 2 (SS-2) issued by the Institute of the Company Secretaries of India is as follows:

Name of Director	Mr. Rajiv Jhunjunwala
Date of Birth	02.12.1959
Date of Appointment	01.02.2006
Age	58
Experience in specific functional area	He has been associated with production and marketing of silk fabrics for about 37yrs
Qualification	B.Com
Shareholding in the Company	1,000
List of other Companies in which directorship held	1. Onset Exporters Pvt. Ltd. 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. Nomination and Remuneration Committee 2. Share Transfer Committee 3. Risk Management Committee
Disclosure of relationships between Directors inter-se	He is son of Mr. S.N.Jhunjunwala, Chairman
Number of meetings of the Board attended during the financial year 2017-18	4 of 4

Registered Office :
64, Bright Street,
Kolkata - 700 019.
CIN : L17112WB1972PLC028631
Email: jjemail@vsnl.com
Date : 10.08.2018

By Order of the Board
J J Exporters Ltd

Shruti Murarka
Company Secretary

ROAD MAP TO THE AGM VENUE



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