

J. J. EXPORTERS LTD.

CIN : L17112WB1972PLC028631

Regd. Office: 2nd Floor, 'Mukhtar Tower', 59, Elliot Road, Kolkata- 700 016.

Tel: 91-33-40713125 / 22654776 / 22654778, Fax : 91-33-2265 4780

Email: jjemail@vsnl.com, Website: www.jjexporters.com

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the Resolutions appended below are proposed to be passed as Special Resolutions, by way of Postal Ballot.

A Statement under Section 102(1) of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

Members' assent/dissent is requested for proposals contained in the Special resolutions appended below. The Board of Directors of the Company have appointed Mr. Mahabir Prasad Kabra C/o. M. P. Kabra & Co. Company Secretaries of Hindmotor-712233 Dist- Hooghly (West Bengal) (Membership No. FCS 3791 /CP.7618) as Scrutinizer for conducting the Postal Ballot (Physical & E-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Company in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), is pleased to provide the members the facility to exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting instead of dispatching postal ballot form/s. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for providing e-voting facility to enable the shareholders to cast their votes electronically. It may be noted that e-voting is optional. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer before the close of the working hours at 6.00 p.m. on 16.09.2015. Please note that any Postal Ballot Form(s) received after the said' date will be treated as not received.

Members entitled to vote who have not received postal ballot forms or the manner and process of voting by electronic mode (PIN MAILERS) may apply to the Company and obtain a duplicate postal ballot form or the manner and process of voting by electronic mode (Duplicate PIN MAILERS).

You are requested to carefully read e-voting instructions attached along with the postal ballot form, before casting your vote on e-voting site: <https://www.evotingindia.co.in>

The Scrutinizer will submit the report to the Chairman or Company Secretary, after completion of the scrutiny of the Postal Ballot & E-voting. The results of the voting by Postal Ballot including e-voting will be announced by any one of the Chairman or the Company Secretary of the Company on 17th September, 2015 at 11.00 a.m. at the Regd. Office of the Company at 59, Elliot Road, 'Mukhtar Tower', Kolkata – 700 016. The results of the Postal Ballot shall be displayed at the Registered Office of the Company and posted on the Company's website viz. www.jjexporters.com and the NSDL's website viz. www.Nsdlindia.com besides communicating to the Stock Exchange where the shares of the Company

are listed. The results shall also be published in the newspaper circulating in the district in which Registered Office of the Company is located.

The Special Resolutions shall be declared as passed if the number of votes casted in favour of the Special Resolutions is not less than three times the number of votes casted against the special Resolutions. The date of the declaration of the results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

SPECIAL BUSINESS:

Approval for creation of mortgage and/or for sale of the undertakings of the Company:

1. To consider, and if thought fit, to give ASSENT / DISSENT TO the following resolution as a Special Resolution:

“Resolved pursuant to Sec 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 that the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, charge and/or otherwise dispose off the immovable properties of the company wherever situated, both present and future in favour of financial institutions, banks and/or other parties for term loans and/or working capital limits or other borrowing already availed or which may be availed in future by the company from the said financial institutions, banks or other parties up to a sum not exceeding 100 crores outstanding at any point of time.”

“Resolved further that the mortgages and charges already created by the company in favour of any financial institution, bank and/or other parties be and are hereby ratified.”

“Resolved further that the consent of the Company be and is hereby further accorded to the Board of Directors of the Company for selling and/or leasing out and/or otherwise disposing off the whole or substantially the whole of the undertakings viz. **J.J. Spectrum Silk, J. J. Exporters Ltd-DTA Unit** situated at Mouza: Gangarampur, PO : Bishnupur, Diamond Harbour Road, 24 Pargans (South) and **ONSET** situated at 51/2 Hindustan Park, Kolkata - 700 029 to any party on terms and conditions as may be deemed fit and proper by the Board of Directors.”

2. Authorization for making Loans and Investments by the Company

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

“RESOLVED in supersession of all the resolutions passed hereinbefore, if any, that pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 or any amendments or modifications thereof (including any ordinance or statutory modification, reenactment thereof for the time being in force) and subject to consent and approvals of such authorities, required, if any, and in accordance with the guidelines and notifications issued by Reserve Bank of India or any other Government Authority(ies) etc. and such other approvals/permissions as may be necessary under any other statute for time being in force, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time by way of subscription, purchase, conversion or otherwise in Equity Shares, Preference Shares, or any other kind of shares, Debentures (Whether convertible or non-convertible) or any other financial instrument of anybody corporate or other person / entity, or for giving loans, guarantees or providing securities to anybody corporate or other person / entity whether in India or Outside, as may be thought fit and proper, upto a sum of Rs.50 crores.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions including delegation of authority and to give all such

directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investment and further to do all such acts, deeds, matters and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection herewith.”

3. **Increasing the Borrowing Powers of the Company**

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

“RESOLVED THAT in supersession of all earlier resolutions, if any, and pursuant to clause(c) of sub-section (1) of section 180 and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors for borrowing for and on behalf of the Company, from time to time, any sum or sums of moneys, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but so that total amount upto which moneys to be so borrowed shall not at any time exceed Rs.100 crores (Rupees One hundred crores).”

**By Order of the Board
For J.J. Exporters Ltd.**

Place: Kolkata
Date: 31st July, 2015

S.L.Agarwal
Company Secretary
(Membership No.ACS7650)
59, Elliot Road,
“Mukhtar Tower”,
Kolkata – 700 016.

NOTES:

1. A Statement setting out the material facts concerning each item of Special Business to be transacted pursuant to Section 102(1) of the Companies Act, 2013, is appended below.
2. The Notice of Postal Ballot is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 7th August, 2015 (Internal Cut-off date).
3. The Notice of Postal Ballot together with Postal Ballot Form are sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email address, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Business Reply envelopes are being sent by the permitted mode. Any members to whom the Notice sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an email to the Company Secretary of the Company at sla@jjexp.com. Alternatively, the member may download the Postal Ballot Form from the website of the Company viz. jjexporters.com or from the website of NSDL viz. www.nsdlindia.com, fill and complete the same and send it to the Scrutinizer at the address (as mentioned in SI. No. 4 below).
4. Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached Business Reply Envelope so as to reach the scrutinizer on or before 30.09.2015 at the following addresses;

The Scrutinizer –
M/s. MCS Ltd.
Unit – J. J. Exporters Ltd.
77/2A, Hazra Road,
Kolkata - 700 029.

The postal ballot received after that will be treated as if the reply from the member has not been received. Further, the e-voting module shall also be disabled by NSDL for voting thereafter.

5. The Company in Compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 is pleased to provide the members with the facility to exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. For this purpose, the Company has signed an agreement with the NSDL for facilitating e-voting. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote for physical Postal Ballot Form also. However in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholders on 07.08.2015, the cut-off date/entitlement date.

6. Upon completion of the scrutiny of the Postal Ballot Forms and e-voting, the Scrutinizer shall submit his report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot would be announced by the Chairman or the Company Secretary of the Company on 17th September, 2015 at the Regd. Office of the company.
7. Members who wish to be present at the time of declaration of the result may do so.
8. Members are requested to register their e-mail id with Registrar and Transfer Agents (R & TA), viz. M/s. MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Kolkata - 700 026, Phone : (033) 4072 4051-4053, Fax : (033) 4072 4050, E-mail : mcssta@rediffmail.com.
9. The date of declaration of the results of Postal Ballot shall be considered to be the date of passing of the resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
10. All the relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except on Saturday/Sunday and other holidays between 11.00 A.M. to 1.00 P.M. upto the date of declaration of Postal Ballot i.e. 16.09.2015.

INSTRUCTIONS FOR MEMBERS FOR VOTING THROUGH ELECTRONIC MODE

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.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 with a copy marked to evoting@nsdl.co.in.
- xiii) In case of 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 17th August, 2015 (10.00 a.m. IST) and ends on Wednesday, the 16th September, 2015 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 7th August, 2015, 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 7th August, 2015.
- 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 will first count the votes cast through physical Ballot 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 voting, 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 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) 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 through Postal Ballot.

J. J. EXPORTERS LTD.

Registered Office: 2nd Floor, 'Mukhtar Tower', 59, Elliot Road, Kolkata- 700 016.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company had approached its bankers for One Time Settlement of their outstanding dues in view of the poor financial position of the Company. Two of the banks have already approved Company's proposal, one of which has already been paid off. In order to settle the dues of the banks and/or other parties, the Company will have to sell whole or substantially the whole of the undertakings viz. **J.J. Spectrum Silk, J. J. Exporters Ltd-DTA Unit** situated at Mouza: Gangarampur, PO : Bishnupur, Diamond Harbour Road, 24 Pargans (South) and ONSET situated at 51/2 Hindustan Park, Kolkata – 700 029. The Company may also have to borrow money from market on temporary basis to pay the banks and create charge on properties of the Company. Approval from shareholders of the Company is required for such sale and/or creation of mortgage in term of section 180 of the Companies Act, 2013. Although the Company has already passed a resolution at the Annual General Meeting of the Shareholders held on 29th September, 2014, a fresh resolution is being proposed through Postal Ballot as a matter of good corporate governance.

None of the Directors / Key Management Personnel of the Company, their relative is, in any way, concerned or interested, financially or otherwise, in the resolution set out as above.

The Board, therefore, commends the Resolution set out for approval by the shareholders as special resolution.

ITEM NO. 2

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of

- i) Sixty per cent of the aggregate of the paid-up capital and free reserves or,
- ii) Hundred per cent of its free reserves, whichever is more,

If Special Resolution is passed by the shareholders of the Company.

The investments of the Company were within above limit but due to loss suffered by it, the investment have exceeded above limits. Although no major investment is proposed by the Company, above resolution is proposed in order to regularize the investments already made by the Company.

The Board accordingly recommends passing the **Special resolution through postal ballot**.

None of the Directors except Mr. Rajiv Jhunjhunwala who is a Director of Spin International Inc., where the Company has made investments, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

ITEM NO. 3

Section 180(1)(c) of the Companies Act, 2013 requires that the Directors of the Company should obtain the consent of the Shareholders to enable them to borrow moneys where the amount to be borrowed together with the amount already borrowed by the Company would exceed the aggregate of

the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose. Although the Company had already passed necessary resolution under the provisions of the Companies Act, 1956, a fresh resolution is proposed to be passed under the provisions of Companies Act, 2013.

The Board accordingly recommends to pass the **Special resolution through postal ballot.**

None of the, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**By Order of the Board
For J.J. Exporters Ltd.**

Place: Kolkata
Date: 31st July, 2015

S.L.Agrawal
Company Secretary
(Membership No.ACS7650)
59, Elliot Road,
"Mukhtar Tower",
Kolkata - 700 016.