



THROUGH COURIER / E-Mail

September 26, 2017

To, The Secretary, Bombay Stock Exchange Ltd. The Department of Corporate Services -CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	To, The Secretary, The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata 700 001
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Dear Sir,

Re: Minutes of the 44th Annual General Meeting held on 26th September, 2017

We enclose herewith a certified true copy of the Minutes of 44th Annual General Meeting of the Company held on 26th September, 2017

Please take this on record.

Thanking you,

Yours faithfully,
For J J EXPORTERS LIMITED

Shruti Murarka

SHRUTI MURARKA
COMPANY SECRETARY
Encl. As above

– CORPORATE OFFICE –

'Mukhtar Tower', 2nd Floor, 59 Elliot Road, Kolkata – 700016, W.B. India,

Tel: 91-33-40713125 / 2265 4776 / 2265 4778

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

CIN : L17112WB1972PLC028631

MINUTES OF THE 44TH ANNUAL GENERAL MEETING OF M/S. J.J. EXPORTERS LIMITED HELD AT MANAGEMENT DEVELOPMENT CENTRE, TATA HALL, INDIAN INSTITUTE OF MANAGEMENT CALCUTTA, DIAMOND HARBOUR ROAD, JOKA, KOLKATA - 700104, ON TUESDAY, THE 26TH DAY OF SEPTEMBER, 2017 AT 11.30 A.M.

PRESENT :

A. OFFICERS (By Invitation)

- | | | |
|--------------------------|---|-------------------|
| 1. Mr. S.N. Jhunjunwala | - | In Chair |
| 2. Mr. Rajiv Jhunjunwala | - | Director |
| 3. Mr. H S Senapati | - | Director |
| 4. Mr. Anand Prakash | - | Statutory Auditor |
| 5. Ms. Shruti Murarka | - | Company Secretary |

B. MEMBERS PERSONALLY PRESENT

Sl. No.	Share Holder Name	Remark	Folio No./ DP No.	No. of shares
1	Megha Jhunjunwala Trust	Represented by Sanjeev Jain	IN300360/20866475	142500
2	Akhilesh Jhunjunwala Beneficiary Trust	Represented by Dinesh Mishra	IN300360/20915678	762604
3	Nupur Carpets Pvt. Ltd.	Represented by S K Jain	IN300020/60073552	2411140
4	Pooja Jhunjunwala B Trust	Represented by D K Mishra	IN300360/20846314	259600
5	Rajiv Jhunjunwala HUF	Represented by Rajiv Jhunjunwala	IN300020/60073392	222500
6	Rajiv Jhunjunwala		In300020/60073415	1000
7	S N Jhunjunwala -HUF	Represented by S N Jhunjunwala	IN300020/60073384	221000
8	S N Jhunjunwala		IN300020/60073423	1000
9	S N Jhunjunwala - Trustee J J Exporters Beneficiary trust	Represented by Dinesh Mishra	IN300020/11724257	1303675
10	Alok Kumar Paul		1203450000752611	10
11	Samaresh Bhattacharya		IN300966/10792399	2
12	Anindya Sunder Roy		1203450000668221	1
13	Deb Kumar Bhattacharya		1203450000676091	1
14	Sudeshna Chatterjee		In300966/10143856	1
15	Samir Kr Pyne		IN300966/10059589	1
16	Susanta Kumar Bandhopadhyay		1204720010786681	1
17	Tapashi Roy		1203450000713694	2
18	Puspal Chandra		IN302978/10227328	5
19	Tapan Lal Yadav		1204630000126592	10
20	Jaydip Bakshi		IN300214/16978150	3



21	Mohammed Asif		IN300327/10594455	1
22	Gautam Banerjee		In300966/10062517	2
23	Supratil Banerjee		IN303028/58746206	2
24	Aniya Kumar Banerjee		IN300666/10157773	1
25	Joydeep Chatterjee		In300966/10116860	1
26	B K Mehta		IN301250/28263989	3
27	Arindam Ray		1203450000713715	1
28	Pranati Pal		1203450000014309	1
29	Debasis Bhattacharyya		1201910300170120	10
30	Kajal Bhattacharjee		1203450000118551	2
31	Chitra Biswas		IN306114/90214769	1
32	Srikanta Sen		IN300853/10101598	5
33	Bharti Saraf		IN301250/13136777	1
34	Sujit Sadhukhan		1202990004997705	3
			TOTAL	5325090

C. MEMBERS PRESENT BY PROXIES

Sl. No.	Name of the Shareholder	Name of the Proxy holder	Folio No./ DP No.	No. of shares
1	Neha Mimani	Represented by Proxy T K Viswanathan	IN30002011733231	13,69,844
2	Megha Jhunjunwala	Represented by Proxy Sanjeev K Jain	IN30002011692404	1,000
3	Laxmi Jhunjunwala	Represented by Proxy Sanjeev K Jain	IN30002060073407	1000
			Total	13,71,844

CHAIRMAN:

Sri S. N. Jhunjunwala, Chairman of the Board, took the Chair.

QUORUM:

The Chairman welcomed the Members to the 44th Annual General Meeting and after ascertaining that the requisite quorum for holding the meeting was present, called the meeting to order.

The Chairman informed the members that 34 members & 3 Proxy holders holding 6696934 equity shares were present in the meeting. He further informed the members that the proxies and the statement of proxies were on the table before him. He also informed the members that the Register of Directors' shareholdings was on the table before him and the same was available for inspection.

He then addressed the members about the performance of the Company during the year under review and its future prospects. He also informed the members that the Company had sent User ID and Password to its shareholders to enable them to cast their votes electronically. Some members have casted their votes, the result of which has been submitted by the scrutinizer to him. He further informed that Ballot Papers



have been distributed to the members who are present in the hall in order to enable them to cast their vote if they have not done so electronically.

Mr. M. P. Kabra, proprietor of M.P. Kabra & Co. was appointed as Scrutiniser for supervising the voting process. Mr. Kabra unlocked the votes casted through e-voting after completion of the E-voting period and submitted his report to the Chairman. The Ballot box in respect of votes casted at the venue of the meeting was opened by Mr. Kabra immediately after the meeting and submitted his report. The combined number of the votes casted electronically and the Ballot paper in respect of each resolution is given hereunder after each resolution.

With the consent of the Members present, the Directors' Report, Annexures to the Directors' Report and the Annual Accounts having already been circulated to the Members were taken as read. The Chairman then requested Ms. Shruti Murarka, Company Secretary of the Company to read the notice calling the 44th Annual General Meeting. Ms. Shruti Murarka read the notice. The Chairman then requested Mr. Anand Prakash, the representative of the Auditors to read the Auditors Report. Mr. Anand Prakash then read the Auditors Report to the shareholders. The Chairman then proceeded with the formal agenda of the meeting and the following resolutions were passed.

ORDINARY BUSINESS

1. ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017:

The meeting then considered the 1st item of the Agenda of the meeting viz. Adoption of Accounts for the year ended 31st March, 2017, the Auditors' Report thereon and the Directors' Report including the annexure annexed thereto. The Chairman invited queries from the members present. No queries were raised by the members present. It was then

Proposed by Mr. A. S. Roy and seconded by Mr. A. K. Paul that the following resolution be considered as an Ordinary Resolution.

"RESOLVED that the Audited Balance Sheet of the Company, the Consolidate Audited Balance Sheet of the Company and its subsidiaries as at 31st March, 2017, the Audited Profit & Loss Account of the Company and the Consolidated Audited Profit & Loss Account of the Company and its subsidiaries for the year ended on that date together with reports of the Directors and Auditors, thereon, the stand alone and consolidated cash flow statements and the schedules and notes annexed thereto be and are hereby received, considered and adopted.'

Votes casted in favour of the resolution 67,64,829 Votes casted against the Resolution 1

The resolution was carried by requisite majority.

2. RE-APPOINTMENT OF MR. S. N. JHUNJHUNWALA, EXECUTIVE CHAIRMAN

Since Mr. S N Jhunjhunwala, Director of the Company was interested in the second item of the agenda, he requested Sri H S Senapati, Director of the Company to conduct the meeting in respect of the same.



Mr. Senapati then read the 2nd item of the Agenda regarding re-appointment of Mr. S. N. Jhunjunwala. It was then

Proposed by Mr. A. S. Roy and seconded by Mr. Samir Kumar Pyne that the following resolution be considered as an Ordinary Resolution.

RESOLVED THAT Sri S. N. Jhunjunwala, Executive Chairman (DIN: 00063450), who retires by rotation and being eligible be and is hereby re-appointed as a Director pursuant to Section 152 of the Companies Act, 2013.

Votes casted in favour of the resolution 67,64,829 Votes casted against the Resolution 1.

3. APPOINTMENT OF AUDITORS

The Chairman Sri S N Jhunjunwala then read the 3rd item on the Agenda of the meeting regarding appointment of auditors. It was then

Proposed by Mr. A. K. Banerjee and seconded by Mr. A. S. Roy that the following resolution be considered 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).”

Votes casted in favour of the resolution 67,64,829 Votes casted against the Resolution 1.

The resolution was carried by requisite majority



SPECIAL BUSINESS

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

The fourth item of the agenda for the determination of Fees to be charged for service of documents through any particular mode. I request somebody to propose and second the resolution.

Proposed by Mr. A. K. Paul and seconded by Mr. A. S. Roy that the following resolution be considered as a Special 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"

Votes casted in favour of the resolution 67,62,962 Votes casted against the Resolution 1868.

The resolution was carried by requisite majority.

5. STATUTORY REGISTERS :

Statutory registers were kept open for inspection of members till conclusion of the meeting.

6. VOTE OF THANKS:

There being no further business for transaction, the meeting terminated with a vote of thanks to the Chair.

The meeting concluded at 12.30 P.M.

Place: Kolkata

Date: 26th September, 2017

Sd/-
CHAIRMAN

Certified to be true copy

For J. J. Exporters Ltd.

Shruti Murarka

Shruti Murarka
Company Secretary
(Membership No. ACS 42423)