

SJ Corporation Ltd

Registered Office: 311, 03rd Floor, Laxmi Enclave, Gajera School Road, Katargam,
Surat-395004, Gujarat, India

E-Mail: sjcorporation9@yahoo.com, Mob: 9904042992
CIN: L51900MH1981PLC025223

September 05, 2018

To,
Asst. General Manager,
Dept. of Corporate Services.
Bombay Stock Exchange Limited,
14th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai: 400 001, Maharashtra, India.

Sub: Notice of the 37th Annual General Meeting of the company

Dear Sir/ Madam,


In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 37th Annual General Meeting of the Company to be held Friday, September 28, 2018 at 10:30 AM (IST), at 311, 03rd Floor, Laxmi Enclave, Gajera School Road, Katargam, Surat - 395 004, Gujarat, India.

The above is for your information & records please.

Thanking you,

Yours Truly,

For S J CORPORATION LIMITED


DEEPAK UPADHYAY
MANAGING DIRECTOR
DIN: 02270389
Encl: As above



Corporate office:
201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai
Road, Malad (East), Mumbai-400097
Tel/Fax: 022-28449521

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of **SJ Corporation Limited** will be held at its Registered Office at 311, 03rd Floor, Laxmi Enclave, Gajera School Road, Katargam, Surat - 395 004, Gujarat, India, on Friday, **September 28, 2018 at 10:30 AM (IST)**, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Deepak Upadhyay (DIN:02270389), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. SDBA & Co., Chartered Accountants (Firm Registration no.142004W) as statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 24th September 2016, the appointment of M/s. SDBA & Co., Chartered Accountants (Firm Registration no. 142004W) as the statutory auditors of the Company to hold office till the conclusion of the 40th consecutive AGM to be held in the financial year 2021 is hereby ratified on a remuneration of Rs.1,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the audit of the accounts of the Company for the financial year 2018-19."

Special Business:

4. Appointment of Mr. Tejas Vrujlal Adroja as an Independent Director.

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

"RESOLVED THAT Mr. Tejas Vrujlal Adroja (DIN:08189498), who was appointed by the Board of Directors as an Additional Director of the Company effective Aug 11, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and clause 66 of Articles of Association of the Company and who is eligible for appointment, in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Companies Act, 2013 from member of the Company, and has consented to act as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Tejas Vrujlal Adroja, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing Aug 11, 2018 to Aug 10, 2023.

5. Re-appointment of Mr. Rajiv Shah as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajiv Shah (DIN: 01765200), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who shall be eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, who shall not be liable to retire by rotation and holds the office for a second term of 5 (five) consecutive years from 01st April, 2019 to 31st March, 2024 on the Board of the Company."

6. Re-appointment of Mr. Rajiv Shah as a Non Executive Chairman of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, *if any*, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Shah (DIN: 01765200) as the Non Executive Chairman of the Company for the period of Five years with effect from 01st April, 2019 till 31st March, 2024, on the said terms and conditions as may be agreed to between the Company and said Mr. Rajiv Shah with the liberty to the Board of Directors to alter and vary such terms and conditions of such appointment, as may be agreed to by the Board of Directors and Mr. Rajiv Shah."

For and on behalf of the Board of Directors

Place: Mumbai
Date: 11/08/2018

Deepak Upadhyay
Managing Director
[DIN: 02270389]

Registered Office:

311, 03rd Floor, Laxmi Enclave,
Gajera School Road, Katargam, Surat - 395 004,
Gujarat, India.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the 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. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 21, 2018 to Friday, September 28, 2018** (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM. Also shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
6. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
9. The Annual Report 2017-18, the Notice of the 37th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are

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registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.

10. Members may also note that the Notice of the 37th AGM and the Annual Report 2017-18 will be available on the Company's website, www.sjcorp.in.
11. If the members have any queries on the Audited Accounts, Boards' Report & Auditor's Report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
16. Members are requested to bring their copies of the reports to Annual General Meeting.
17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
18. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date i.e. **September 21, 2018**.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax 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 details to the Company or its Registrar and Share Transfer Agents.
21. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
22. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit: SJ CORPORATION LIMITED

Unit 1, Luthra Industrial Premises,
Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai: 400 072.

Ph. 022 28515606 Fax: 022 28512885

VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at its Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. 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 ballot paper.
- iii. 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.
- iv. The remote e-voting period commences on Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th 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 21st 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.
- v. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "sjcorp e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "SJ Corporation Limited".
 - (viii) Now you are ready for remote 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 you have voted on the resolution, you will not be allowed to modify your vote.
 - (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 deep@deepshukla.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		

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- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 21st September, 2018.
- x. 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. Friday, 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA i.e. evoting@sharexindia.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.
- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii. 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 ballot paper.
- xiii. Mr. Deep Shukla, Practicing Company Secretary (Membership No. 5652) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv. 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.
- xvi. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sjcorp.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

The following Statement sets out all material facts relating to Item Nos. 4 to 6 mentioned in the accompanying Notice.

Item No. 4

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Tejas Vrujlal Adroja as an Additional Director (Independent) of the Company, not liable to retire by rotation, with effect from Aug 11, 2018. Pursuant to the provisions of Section 161 of the Act and clause 66 of the Articles of Association of the Company, Mr. Tejas Vrujlal Adroja will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. As required under section 160 of the Companies Act, 2013 a notice has been received from a Member proposing name of Mr. Tejas Vrujlal Adroja for the office of a Directorship.

Further, Nomination and Remuneration Committee has recommended his appointment as an Independent Director on Board of the Company w.e.f. August 11, 2018.

The Company has received from Mr. Tejas Vrujlal Adroja:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and
- (iii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Tejas Vrujlal Adroja as an Independent Director of the Company for a period of five years commencing August 11, 2018 to August 10, 2023. Mr. Tejas Vrujlal Adroja, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Tejas Vrujlal Adrojais a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Tejas Vrujlal Adroja as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Tejas Vrujlal Adroja are provided as annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Tejas Vrujlal Adroja, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.4 of the Notice. The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

The Members of the Company, at the 33rd Annual General Meeting held on 25th September, 2014, had approved the appointment of Mr. Rajiv Shah as an Independent Director of the Company, whose term is due to expire on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of special resolution by the Company for another term of five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Rajiv Shah, it is proposed to re-appoint him for the second term as an Independent Director on the Board of the Company for a period of five years upto 31st March, 2024.

Further, Nomination and Remuneration Committee has recommended to re-appointment him as an Independent Director on Board of the Company.

The Company has received from Mr. Rajiv Shah (i) Intimation in Form DIR-8 in terms of the Companies

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(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (ii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Rajiv Shah fulfills the conditions specified in the Act; he is independent of the management. Copy of the draft letter for appointment of Mr. Rajiv Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajiv Shah as an Independent Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rajiv Shah, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.5 of the Notice. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6

The Members of the Company, at the 33rd Annual General Meeting held on 25th September, 2014, had approved the appointment of Mr. Rajiv Shah as a Non Executive Chairman of the Company for the period of five years from 01st April 1, 2014 and ending on March 31, 2019.

Further, Nomination and Remuneration Committee has recommended to re-appointment him as a Non Executive Chairman of the Company, w.e.f. 01st April, 2019 for the period of five years on the terms and conditions as may be agreed by said Mr. Rajiv Shah and the Board of Directors of the Company.

Mr. Rajiv N. Shah is Chartered Accountant and currently practicing as chartered accountant, he is connected with diamond jewellery industries since two decade. Taking into consideration his expertise and experience in the industry which shall benefit the business of the Company in coming years.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rajiv Shah, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.6 of the Notice. The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 11/08/2018

Registered Office:

311, 03rd Floor, Laxmi Enclave,
Gajera School Road, Katargam, Surat - 395 004,
Gujarat, India.

Deepak Upadhyay
Managing Director
[DIN: 02270389]

Annexure to Notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Age	Nature of expertise	Qualification	Disclosure of relationships between directors inter-se	Membership in the committees of other public Companies	Shareholding of Directors
Mr. Deepak Upadhyay	58	Diamond quality and Market	H.S.C.	N.A.	Nil	Nil
Mr. Tejas Vrujlal Adroja	26	Management & Accounting	M.Com	N.A.	Nil	Nil
Mr. Rajiv Shah	54	Chartered accountant	C.A.	N.A.	Nil	Nil

ROUTE MAP

