

SJ CORPORATION LIMITED

CIN: L24239MH1992PLC066718

Registered Office:- 201, Shyam Bunglow, 199/200, Pushpa Colony, Fatimadevi School Lane,
Manchubhai Road, Malad (E), Mumbai-400 097

Telefax: +91-22-28449521

Email id: sjcorporation9@yahoo.com, Website: www.sjcorp.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014

SJ Corporation Limited

Notice is hereby given to the Members of **SJ Corporation Limited (“Company”)**, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Companies Act”) read with the Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws and regulations, that the resolutions as set out in this Notice are proposed to be passed by the Members through Postal Ballot.

The explanatory statements setting out the material facts and related particulars with reference thereto for your consideration are enclosed with this Notice along with the Postal Ballot Form.

Mr. Deep Shukla, (CP 5364) Practicing Company Secretary has been appointed as a scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner. As per the provisions of the Companies Act, 2013, a special resolution will be declared as passed by way of Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote. Members desiring to exercise their vote by Postal Ballot Form are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating their assent (FOR) / dissent (AGAINST) for the resolution in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. Thursday, December 21, 2017 (5.00 p.m. IST). Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received

E-voting Option

In compliance with the provisions of Sections 108, 110 of the Companies Act, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide Members with the facility to exercise their right to vote on the matter included in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited. The e-voting period commences on Wednesday, November 22, 2017 (9.00 a.m. IST) and ends on Thursday, December 21, 2017 (5.00 p.m. IST). The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice. The Scrutinizer will submit its report to the Chairman/Managing Director of the Company or any other person authorized by the Chairman/Managing Director of the Company after completion of scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process, and the consolidated results thereof will be announced on Saturday, December 23, 2017, at the Registered Office of the Company at 201, Shyam Bunglow, 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad (E), Mumbai: 400 097. The resolutions will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Thursday, December 21, 2017 (“deemed date of passing of the resolution”), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot will also be displayed at the said address and posted on the Company’s website i.e. www.sjcorp.in, besides communicating to BSE Limited. The results of the postal ballot will also be announced through an advertisement in a newspaper.

SPECIAL BUSINESS:

Item No.1:

To consider sale of undertaking of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the building of its jewelry unit situated at Plot no. 102, First Floor, Surat SEZ, Diamond Park, Sachin GIDC, Surat - 394230, Gujarat ("Undertaking"), as the Board may deem fit in the interest of the Company, to M/s Shivaay Jewels for a consideration of INR 14.00 lacs (Indian Rupees Fourteen Lacs Only) on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

Item No.2:

To consider change of registered office of the Company from State of Maharashtra to State of Gujarat:

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

RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from "State of Maharashtra" to the "State of Gujarat" and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause: II:

II. The registered office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Maharashtra to such place in the State of Gujarat as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

**By Order of the Board
For: SJ CORPORATION LIMITED**

**Place: Mumbai
Dated: 10/11/2017**

**DEEPAK UPADHYAY
MANAGING DIRECTOR
DIN: 02270389**

Add: 201, Shyam Bungalow, 199/200, Pushpa Colony,
Fatimadevi School Lane, Manchubhai Road, Malad (E),
Mumbai: 400 097.

Notes:

1. The Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on November 17, 2017.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company as on November 17, 2017.
4. As per Companies (Management and Administration) Rules, 2014, as amended, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the ‘Investor’s Relations’ section on the Company’s website: www.sjcorp.in
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to evoting@sharexindia.com The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before December 21, 2017 at the Registered Office of the Company and will also be displayed on the Company website viz. www.sjcorp.in and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means:
 - i. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.

4. 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. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	EVEN Number followed by Folio Number registered with the company

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 enter the ‘initial password’ and the system will force you to change your password.
 - c) 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.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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 deep@deepshukla.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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

Explanatory statement pursuant to section 102 of the Companies Act, 2013:

Item No.1:

In light of ever changing economic scenario and growing competition from unorganized sector, the management does not foresee any major improvement in market conditions coming years. Further only major buyers are taking interest in diamond jewelry as it is quite costly for retailers to get lab certified diamond, and due to same, the diamond jewelry business is experiencing slowdown in demand.

The above situation has dampened the profitability and growth index of the Company and the same can be reflected in the financial parameters of the Company during last three financial years.

As the Unit is considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 10th November, 2017 approved the Company to sell / dispose off its jewelry unit together with building situated at Plot no. 102, First Floor, Surat SEZ, Diamond Park, Sachin GIDC, Surat - 394230, Gujarat together as a going concern for a consideration of INR 14.00 lacs (Indian Rupees Fourteen Lacs Only) to M/s. Shivaay Jewels having its address at 34, Sarjan Bunglows, Sudama chowk, Mota Varachha, Surat- 394101.

The Board of Directors of the Company has approved the proposal to transfer the Undertaking as above, on a going concern basis, to M/s Shivaay Jewels, the Purchaser, on the terms and conditions as referred to in this Explanatory Statement.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Item No.2:

Presently, the Company's Registered Office is located in the State of Maharashtra. The Board of Directors of your Company at their meeting held on 10th November, 2017 has decided to shift the Registered Office from the "State of Maharashtra" to the "State of Gujarat" to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market. Further, the Management hopes to garner more business and strengthen the financial position of the Company by venturing and exploring new markets and avenues.

Further, such proposed change in the registered office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders of the Company.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot.

The Board recommends the Resolution as set out above for approval of the members as special Resolution.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

By Order of the Board
For: SJ CORPORATION LIMITED

Place: Mumbai
Dated: 10/11/2017

DEEPAK UPADHYAY
MANAGING DIRECTOR
DIN: 02270389

Add: 201, Shyam Bunglow, 199/200, Pushpa Colony,
Fatimadevi School Lane, Manchubhai Road, Malad (E),
Mumbai: 400 097.

