



July 13, 2015

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| To, The Secretary, Bombay Stock Exchange Ltd. 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,

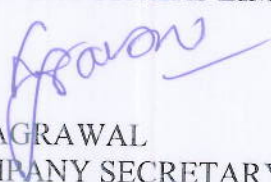
Re: Corporate Governance Report for the quarter ended on 30th June, 2015 pursuant to Clause 49 of the Listing Agreement.

With reference to the above, we are pleased to enclose the aforesaid report for the quarter ended on 30th June, 2015.

Please take this on record.

Thanking you,

Yours faithfully,
For J J EXPORTERS LIMITED


S L AGRAWAL
COMPANY SECRETARY
Encl. As above.

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 30TH JUNE, 2015

Name of the Company : J. J. EXPORTERS LTD.
 Quarter ending on : 30TH JUNE, 2015

| Particulars | | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|-------------|--|-----------------------------|----------------------------|--|
| II. | Board of Directors | 49(II) | | |
| (A) | Composition of Board | 49(IIA) | Yes | Total strength of the Board is - 5 No. of Independent Directors - 5 No. of Non-independent Directors - 3 |
| (B) | Independent Directors | 49(IIB) | Yes | Total No. of Independent Directors in the Board - 5 including two Additional Directors appointed by the Board on 27.03.2015 who will be appointed as Independent Directors at next Annual General Meeting. |
| (C) | Non-executive Directors' compensation & disclosure | 49(IIC) | Yes | <ul style="list-style-type: none"> ➤ Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated companies ➤ No Commission has been paid during the quarter ended 30.06.2015 ➤ No Stock Options has been granted to any of the Directors during the quarter ended 30.06.2015 |
| (D) | Other provisions as to Board and Committees | 49(IIID) | Yes | - |
| (E) | Code of Conduct | 49(IIIE) | Yes | - |
| (F) | Whistle Blower Policy | 49(IIIF) | Yes | Whistle Blower Policy is in place. |
| III. | Audit Committee | 49(III) | Yes | Total strength of the Committee is 3 of which 2 are independent including Chairman. |
| (A) | Qualified & Independent Audit Committee | 49(IIIA) | Yes | All the members of the Audit Committee are financially literate and one the them has |

- CORPORATE OFFICE -

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

Tel: 91-33-40713125 / 2265 4776 / 2265 4778, Fax : 2265 4780

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

CIN : L17112WB1972PLC028631

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|-------|--|-------------|-----|---|
| | | | | financial management expertise. |
| (B) | Meeting of Audit Committee | 49(IIIB) | Yes | Committee met every quarter to approve the financial results. |
| (C) | Powers of Audit Committee | 49(IIIC) | Yes | The Committee has adequate powers to investigate, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise. |
| (D) | Role of Audit Committee | 49(IIID) | Yes | In line with the stipulation mentioned above |
| (E) | Review of information by Audit Committee | 49(IIIE) | Yes | Audit Committee review all the information as per the guidelines. |
| IV. | Nomination and Remuneration Committee | 49(IV) | Yes | |
| V. | Subsidiary Companies | 49(V) | Yes | |
| VI. | Risk Management | 49(VI) | Yes | - |
| VII. | Related Party Transactions | 49(VII) | Yes | - |
| VIII. | Disclosures | 49(VIII) | Yes | - |
| (A) | Related party transactions | 49(VIIIA) | Yes | Summarized statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee. |
| (B) | Disclosure of Accounting treatment | 49(VIII B) | | Applicable accounting standards are being compiled with on a continual basis and due disclosure is made in Annual Report. |
| (C) | Remuneration of Directors | 49 (VIII C) | Yes | Executive Directors are getting remuneration as approved by the shareholders, where as Non Executive Director, are getting sitting fee. |
| (D) | Management | 49 (VIII D) | Yes | Management Discussion & Analysis Report is a part of |

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| | | | | Directors Report which is annually published in the Annual Report. |
| (E) | Shareholders | 49 (VIII E) | | All necessary information's are uploaded in the Company's website as required. |
| (I) | Proceeds from public issues, rights issue, preferential issues etc. | 49 (VIII I) | N.A. | No such proceed is generated during this quarter ended 30.06.2015. |
| IX. | CEO/CFO Certificate | 49 (IX) | Yes | |
| X. | Report on Corporate Governance | 49 (X) | Yes | |
| XI. | Compliance | 49 (XI) | Yes | |

