



January 5, 2016

To, The Secretary, Bombay Stock Exchange Ltd. Listing Compliance 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 31<sup>st</sup> December, 2015 pursuant to Clause 49 of the Listing Agreement.

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With reference to the above, we are pleased to enclose the aforesaid report for the quarter ended on 31<sup>st</sup> December, 2015.

Please take this on record.

Thanking you,

Yours faithfully,  
For J J EXPORTERS LIMITED

*S L Agrawal*  
S L AGRAWAL  
COMPANY SECRETARY

Encl. As above.  
*SLA*

– CORPORATE OFFICE –

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

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

Email: [jjemail@vsnl.com](mailto:jjemail@vsnl.com), Website: [www.jjexporters.com](http://www.jjexporters.com)

CIN : L17112WB1972PLC028631

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31<sup>ST</sup> DECEMBER, 2015**

Name of the Company : J. J. EXPORTERS LTD.  
 Quarter ending on : 31<sup>st</sup> December, 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 - 7 No. of Independent Directors - 4 No. of Non-independent Directors - 3
(B)	Independent Directors	49(IIB)	Yes	Total No. of Independent Directors in the Board - 4
(C)	Non-executive Directors' compensation & disclosure	49(IIC)	Yes	<ul style="list-style-type: none"> <li>➤ Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated companies</li> <li>➤ No Commission has been paid during the quarter ended 31.12.2015</li> <li>➤ No Stock Options has been granted to any of the Directors during the quarter ended 31.12.2015</li> </ul>
(D)	Other provisions as to Board and Committees	49(IID)	Yes	-
(E)	Code of Conduct	49(IIE)	Yes	-
(F)	Whistle Blower Policy	49(IIF)	Yes	Whistle Blower Policy is in place.
III.	Audit Committee	49(III)	Yes	Total strength of the Committee is 4. All are independent Director including Chairman.
(A)	Qualified & Independent Audit Committee	49(IIIA)	Yes	All the members of the Audit Committee are financially literate and one of them has 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

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				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)	Yes	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 Directors Report which is annually published in the Annual Report.
(E)	Shareholders	49 (VIII E)	Yes	All necessary information's are uploaded in the Company's website as required.
(I)	Proceeds from public	49 (VIII I)	N.A.	No such proceed is generated

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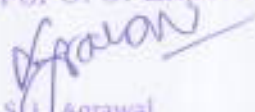
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	issues, rights issue, preferential issues etc.			during this quarter ended 31.12.2015.
IX.	CEO/CFO Certificate	49 (IX)	Yes	-
X.	Report on Corporate Governance	49 (X)	Yes	-
XI.	Compliance	49 (XI)	Yes	-

For J. J. Exporters Ltd.

  
 S. L. Agrawal  
 Company Secretary  
 (Membership No. ACS7650)

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