

M. P. KABRA & CO.

COMPANY SECRETARIES

79, DESHBANDHU NAGAR ROAD
HINDMOTOR, DIST. – HOOGHLY,
WEST BENGAL – 712 233
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Date: 29/09/2014

REPORT OF SCRUTINIZER [Combined – E-voting & Ballot Paper]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
J J Exporters Limited.,
(CIN: L17112WB1972PLC028631)
KCI Plaza,23C,
Ashutosh Choudhury Avenue,
Kolkata – 700 019,
West Bengal,
INDIA.

Sir,

I, Mahabir Prasad Kabra, proprietor of M/s M. P. Kabra & Co., Company Secretaries of Hindmotor-712233, District – Hooghly, was appointed as Scrutinizer for voting process related to the Forty First Annual General Meeting of the Equity Shareholders of “J J Exporters Limited” held on Monday, the 29th September, 2014 at 2.30 P.M. at Management Development Centre, Tata Hall, Indian Institute of Management Calcutta, Diamond Harbour Road, Joka, Kolkata – 700 104 for the purpose of scrutinizing the voting process in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

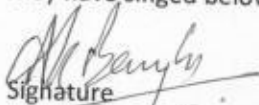
Voting was done through E-voting and also through Ballot paper.

A : For E-Voting :

1. The E-Voting period remained open from 10.00 A.M. (IST) on Monday, the 15th September, 2014 up to 6.00 P.M.(IST) on Wednesday, the 17th September, 2014.
2. The Shareholders holding shares as on the “cut off” date, i.e. 14th August, 2014 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the Forty First Annual General Meeting of “J J Exporters Limited” (Item Number 1 to 10 of the Notice of the Forty First Annual General Meeting of J J Exporters Limited).



3. The votes were unblocked on Thursday, the 18th September, 2014 around 3.00 P.M. in the presence of two witnesses, namely Mr Arun Kumar Banerjee residing at G.T.Road, Baidyati, PIN-712222 Dist- Hooghly and Ms.Daksha Agarwal residing at 2D, Malapara, Jadu Mullick Road, Kolkata-700006 who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Signature


Signature

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) i.e. (<https://www.evoting.nsdl.com/>)
5. The report in respect of E-voting has already been submitted by us to you vide our report dtd.20.09.2014.

B : Ballot Paper :

Ballot papers were distributed to the shareholders who were present at the Annual General Meeting held at Management Development Centre, Tata Hall, Indian Institute of Management Calcutta, Diamond Harbour Road, Joka, Kolkata – 700104 on 29th September, 2014 to enable those members to cast their votes who could not vote electronically. The ballot papers were collected in a Ballot Box and was opened immediately after the meeting. Report in respect of the result of the voting Through Ballot Paper has been submitted to you separately vide report dtd.29.09.2014

The following is the combined result of voting through E-voting and Ballot paper :

- 1) **Resolution 1: ANNUALACCOUNTS.**
Adoption of the Annual Accounts for the year ended 31st March, 2014 and audited Statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

- (i) Voted in favour of Resolution:

Number of Members voted through E-voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

- (ii) Voted against the resolution:

Number of Members voted through E-voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

- (iii) Invalid Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



2) **Resolution 2 : APPOINTMENT OF AUDITORS**

Approval to the appointment of statutory Auditor and fixation of their remuneration:

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3) **RESOLUTION: 3 APPOINTMENT OF INDEPENDENT DIRECTOR**

Approval to the appointment of Mr. P. K. Sarkar as Independent Director.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
23	43,36,786	99.94%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
3	1961	0.06%

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



- 4) **RESOLUTION 4: APPOINTMENT OF INDEPENDENT DIRECTOR**
Approval to the appointment of Mr. H. S. Senapati as Independent Director.

- (i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

- (ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

- (iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- 5) **RESOLUTION 5 : APPOINTMENT OF INDEPENDENT DIRECTOR**
Approval to the appointment of Mr. Rahul Singhi as Independent Director.

- (i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

- (ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

- (iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



6) **RESOLUTION 6 : ORDINARY RESOLUTION**

To note the erosion in the peak net worth of the Company exceeding 50% during the immediately preceding four financial years.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

7) **RESOLUTION 7 : SPECIAL RESOLUTION**

Approval to the alteration in Clause 104 of Articles of Association of the Company.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



8) **RESOLUTION 8 : SPECIAL RESOLUTION**

Approval to the insertion of a new Clause in the Articles of Association of the Company after Clause 104.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
24	43,38,737	100%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
2	10	Negligible

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

9) **RESOLUTION 9 : ORDINARY RESOLUTION**

Approval of the remuneration payable to the Cost Auditors.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
23	43,36,786	99.94%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
3	1961	0.06%

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



10) **RESOLUTION 10 : SPECIAL RESOLUTION**

Consent of the members for disposing off the properties of the Company.

(i) Voted in favour of Resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
23	4336786	99.94%

(ii) Voted against the resolution:

Number of Members voted through E-Voting or Ballot paper	Number of votes cast by them	% of Total Number of valid votes cast.
3	1961	0.06%

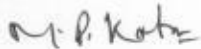
(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The Register, all other papers and relevant records relating to physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting, and same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



(MAHABIR PRASAD KABRA)
Proprietor
M. P. Kabra & Co.
FCS 3791 CP. 7618
Place : Hindmotor
Dated :29th September,2014

