

M. P. KABRA & CO.

COMPANY SECRETARIES

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REPORT OF SCRUTINIZER

[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)
"Mukhtar Tower"59, Elliot Road
Kolkata - 700 016, West Bengal INDIA.

Sir,

I, Mahabir Prasad Kabra, proprietor of M. P. Kabra & Co., Company Secretaries was appointed as Scrutinizer for voting process related to the Forty Third Annual General Meeting of the Equity Shareholders of "J J Exporters Limited" held on Thursday, the 29th September, 2016 at 11.00 A.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 through Ballot paper.

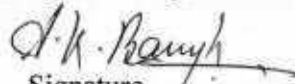
A : For E-Voting :

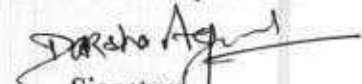
1. The E-Voting period remained open from 9.00 A.M. (IST) on Monday, the 26th September, 2016 up to 5.00 P.M.(IST) on Wednesday, the 28th September, 2016.
2. The Shareholders holding shares as on the "cut off" date, i.e. 22nd September, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the Forty Third Annual General Meeting of "J J Exporters Limited" (Item Number 1 to 5 of the Notice of the Forty Third Annual General Meeting of J J Exporters Limited dated 11th August, 2016).



3. The votes were unblocked on Thursday, the 29th September, 2016 around 1.00 P.M. in the presence of two witnesses, namely Mr Arun Kumar Banerjee residing at G.T.Road, Baidyhati, 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/>)

B : Ballot Paper :

Shareholders present who did not vote electronically casted their votes at the Forty Third annual general meeting held on 29th September, 2016 at Management Development Centre, Tata Hall, Indian Institute of Management Calcutta, Diamond Harbour Road, Joka, Kolkata – 700104. The ballot papers were collected in a Ballot Box and was opened immediately after conclusion of the meeting.

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

1) Resolution:1 ORDINARY BUSINESS,ORDINARY RESOLUTION ANNUAL ACCOUNTS.

Adoption of the Annual Accounts for the year ended 31st March, 2016 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.
21	6773018	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.
1	1	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 ORDINARY BUSINESS,ORDINARY RESOLUTION
APPOINTMENT OF DIRECTOR**

Approval to the appointment of Director in place of Mr. Rajiv Jhunjhunwala, Vice Chairman (DIN 00060534) and Mr. A.B. Chaturvedi (DIN 05330674) who retire by rotation and being eligible, seek re-appointment.

(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.
21	6773018	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.
1	1	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 : ORDINARY BUSINESS, ORDINARY RESOLUTION
RATIFICATION OF APPOINTMENT OF AUDITORS**

Approval for ratification of 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.
21	6773018	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.
1	1	Negligible



(iii) **Invalid Votes :**

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

4) **RESOLUTION 4: SPECIAL BUSINESS, SPECIAL RESOLUTION: RE- APPOINTMENT OF MR. S.N. JHUNJHUNWALA AS A WHOLE TIME DIRECTOR, DSIGNATED AS EXECUTIVE CHAIRMAN OF THE COMPANY.**

Approval to the re-appointment, remuneration and other benefits of Mr. S.N.Jhunjhunwala as a whole time director designated as Executive Chairman of the Company for a period of 5 years with effect from 01.02.2016.

(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.
21	6773018	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.
1	1	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: SPECIAL BUSINESS: ORDINARY RESOLUTION RE- APPOINTMENT OF MR. RAJIV JHUNJHUNWALA AS A WHOLE TIME DIRECTOR, DSIGNATED AS VICE CHAIRMAN OF THE COMPANY.**

Approval to the re-appointment, Remuneration and other benefits of Mr. Rajiv.Jhunjhunwala as a whole time director designated as Vice Chairman of the Company for a period of 5 years with effect from 01.02.2016.

(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.
21	6773018	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.
1	1	Negligible

(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 Compliance Officer of the Company for safe keeping.

Thanking you,

Yours faithfully,

M.P. Kabra

(MAHABIR PRASAD KABRA)

Proprietor

M. P. Kabra & Co.

FCS 3791 CP. 7618

Place : Kolkata

Dated :30th September,2016

