

M. P. KABRA & CO.

COMPANY SECRETARIES

79, DESHBANDHU NAGAR ROAD
HINDMOTOR, DIST. – HOOGHLY,
WEST BENGAL – 712 233
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Scrutinizer's Report

The Chairman,
J.J Exporters Limited.
(CIN L17112WB1972PLC028631)
Registered Office:
2nd Floor,
"Mukhtar Tower"
59, Elliot Road,
Kolkata – 700 016

Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 31st July, 2015 through Postal Ballot

Dear Sir,

I, Mahabir Prasad Kabra of M. P. Kabra & Co. Company Secretaries, 79, Deshbandhu Nagar Road, 1st Floor, Vivekananda X Ray Clinic Bldg, Hindmotor-712233 Dist- Hooghly (West Bengal) have been appointed as Scrutinizer by the Board of Directors of J. J. Exporters Ltd. (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated 31st July, 2015 through Postal Ballot.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members for the resolutions contained in the Notice dated July 31, 2015, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 6 p.m. on September 16, 2015.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 6.00 P.M. on September 16, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website, <https://www.evoting.nsdl.co.in> of National Securities Depository Limited (NSDL), the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.



2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 6.00 p.m. on September 16, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through MCS Share Transfer Agent Ltd. the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated July 31, 2015 through Postal Ballot, is as under:

1. **Special Resolution : Item No.1 - Approval for creation of mortgage and/or for sale of the undertakings of the Company:**

- (i) Voted **in favour** of the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 13 | 1482 | 00.03 |
| Electronic (e-voting) | 25 | 6768748 | 99.97 |
| Total | 38 | 6770230 | 100.00 |

- (ii) Voted **against** the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 6 | 329 | Negligible |
| Electronic (e-voting) | 4 | 278 | Negligible |
| Total | 10 | 607 | -- |

- (iii) **Invalid** votes :

| Postal Ballot Voting | Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------|---|------------------------------------|
| Physical | 1 | 150 |
| Electronic (e-voting) | - | - |
| Total | 1 | 150 |



2. **Special Resolution : Item No.2 - Authorization for making Loans and Investments by the Company**

(i) Voted **in favour** of the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 14 | 1544 | 00.03 |
| Electronic (e-voting) | 25 | 6768748 | 99.97 |
| Total | 39 | 6770292 | 100.00 |

(ii) Voted **against** the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 5 | 267 | Negligible |
| Electronic (e-voting) | 4 | 278 | Negligible |
| Total | 9 | 545 | - |

(iii) **Invalid** votes :

| Postal Ballot Voting | Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------|---|------------------------------------|
| Physical | 1 | 150 |
| Electronic (e-voting) | - | - |
| Total | 1 | 150 |

3. **Special Resolution : Item No.3 - Increasing the Borrowing Powers of the Company**

(i) Voted **in favour** of the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 15 | 1606 | 00.03 |
| Electronic (e-voting) | 25 | 6768748 | 99.97 |
| Total | 40 | 6770354 | 100.00 |



(ii) Voted **against** the resolution :

| Postal Ballot Voting | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-----------------------------|------------------------------|---------------------------------------|
| Physical | 4 | 205 | Negligible |
| Electronic (e-voting) | 4 | 278 | Negligible |
| Total | 8 | 483 | - |

(iii) **Invalid** votes :

| Postal Ballot Voting | Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------|---|------------------------------------|
| Physical | 1 | 150 |
| Electronic (e-voting) | - | - |
| Total | 1 | 150 |

Note : The figures in percentage have been rounded off to 2 decimal points.

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking You,

Place: Hindmotor
Dated: 17.09.2015

For M.P.KABRA & CO.
Company Secretaries



M.P. Kabra
(MAHABIR PRASAD KABRA)
Proprietor
Membership No. FCS 3791 /CP.7618
Name & Signature of Scrutinizer