



Scrutinizer's Report

[Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014)]

TO
THE BOARD OF DIRECTORS
NEPTUNE EXPORTS LIMITED
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046

Dear Sir,

I, RINKU GUPTA, (FCS-9237/CP-9248) of M/S Rinku Gupta & Associates, Company Secretaries in Whole time Practice had been appointed as the Scrutinizer by the Board of Directors of your Company pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the entire process of voting conducted through remote e-voting and through ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting (AGM) of the Company held on Tuesday, 26th September, 2017. The Notice dated 28th April, 2017 convening the AGM were sent to the shareholders.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Members. The Company had also provided Ballot Paper for voting to the Members at the venue of AGM who had not cast their vote earlier through remote e-voting facility.

The Members holding shares as on the cut-off date (19th September, 2017) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM.

The voting period for e-voting commenced on Saturday 23rd September, 2017 at 9.00 a.m. and ended on Monday 25th September, 2017 at 5.00 p.m. and the NSDL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked by me in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast through Ballot Paper were counted.

I have scrutinized and reviewed the votes tendered based on the data downloaded from the NSDL e-voting system and through ballot paper.

I now submit my report as under on the results of the e-voting and voting through ballot paper in respect of the following Resolutions.

ORDINARY BUSINESS:

RESOLUTION NO.1- ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTOR'S AND AUDITOR'S REPORT THEREON FOR THE YEAR ENDED 31ST MARCH, 2017.

TOTAL NO. OF VOTES CASTED	TOTAL NO. OF VOTES CASTED IN FAVOUR	TOTAL NO. OF VOTES CASTED IN AGAINST	RESULT
22,49,000	22,49,000 (100%)	NIL	Carried unanimously

RESOLUTION NO.2- ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. V. N. AGARWAL (DIN 00408731), DIRECTOR, WHO RETIRES BY ROTATION.

TOTAL NO. OF VOTES CASTED	TOTAL NO. OF VOTES CASTED IN FAVOUR	TOTAL NO. OF VOTES CASTED IN AGAINST	RESULT
22,49,000	22,49,000 (100%)	NIL	Carried unanimously


RESOLUTION NO.3- ORDINARY RESOLUTION

APPOINTMENT OF S. GHOSE & CO. LLP, CHARTERED ACCOUNTANTS (FRN: 302184E), AS THE STATUTORY AUDITORS FOR A PERIOD OF FIVE YEARS AND TO FIX THEIR REMUNERATION.

TOTAL NO. OF VOTES CASTED	TOTAL NO. OF VOTES CASTED IN FAVOUR	TOTAL NO. OF VOTES CASTED IN AGAINST	RESULT
22,49,000	22,49,000 (100%)	NIL	Carried unanimously

ACCORDINGLY, ALL THE RESOLUTIONS STAND PASSED BY REQUISITE MAJORITY.

**FOR RINKU GUPTA &
ASSOCIATES
COMPANY SECRETARIES**


RINKU GUPTA
Company Secretary in Practise,
C. P. No. 474B

PLACE: KOLKATA

DATE: 26TH SEPTEMBER, 2017

**RINKU GUPTA
COMPANY SECRETARY IN PRACTISE
FCS – 9237, CP NO. 9248**

