

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. R.V. Kanoria
The Chairman
Ludlow Jute & Specialities Limited
6 Little Russell St, Kanraria Estate
4 Th Floor, Kolkata 700071
CIN: L65993WB1979PLC032394

36th Annual General Meeting of the Equity Shareholders of Ludlow Jute & Specialities Limited held on Tuesday, 01st day of September, 2015 at 03:00 P.M. at "Shripati Singhanian Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700-020

Dear Sir,

I, Arani Guha, Partner of K. Arun & Co. Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 36th Annual General Meeting of the Equity Shareholders of Ludlow Jute & Specialities Limited, held on Tuesday, the 01st Day of September, 2015 at 03:00 P.M at Shripati Singhanian Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700-020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Adoption of Accounts for the Financial Year ended 31.03.2015

Resolution: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.



(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
NIL	NIL	NIL

(iii) Invalid votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

(b) To declare Dividend on equity Shares @ Rs. 0.50 per share.

Resolution: To declare dividend on equity shares for the financial year ended 31st March, 2015.

(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
NIL	NIL	NIL



(iii) Invalid votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

(c) Re- Appointment of Mr. R.V. Kanoria as a Director of the Company

Resolution: To appoint a Director in place of Mr. R.V. Kanoria (holding DIN 00003792) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
NIL	NIL	NIL

(iii) Invalid votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

(d) Appointment of M/s. Singhi & Co., Chartered Accountants as Statutory Auditors of the Company:

Resolution: "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder, as amended from time to time, the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) who have been appointed from the conclusion of 35th Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company, on a remuneration to be mutually agreed upon by the Board of Directors and then, be and is hereby



ratified.”

(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
NIL	NIL	NIL

(iii) Invalid votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

(e) Regularization of Ms. Nayantara Palchoudhuri as an Independent Director of the Company.

(e) Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Nayantara Palchoudhuri (DIN 00581440), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th September 2014 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years up to the conclusion of the 41st Annual General meeting of the Company.



(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
NIL	NIL	NIL

(iii) Invalid votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

(f) Appointment of M/s. Prasad & Co, Cost Accountants, as Cost Auditors of the Company.

Resolution: "RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 25,000/- (Rupees twenty five thousand only), plus travelling and other incidental expenses payable to M/s. Prasad & Company, Cost Accountants (Registration No. 4014), who have been appointed by the Board of Directors of the Company as Cost Auditor to conduct an audit of the cost accounting records maintained by the Company for the year ending 31st March, 2016, be and is hereby ratified."

(i) Voted in favour of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
24	7231716	100%

(ii) Voted against the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
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NIL	NIL	NIL
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(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
15	434

5. 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.

6. The poll papers and all other relevant records were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Place: Kolkata
Dated: 01.09.2015

For K ARUN & CO
Company Secretaries



Arani Guha

(ARANI GUHA)
Partner
C.P. No. 9573