



# ANNUAL REPORT

## 2012 - 2013

Coming together is a beginning.  
Keeping together is progress.  
Working together is success.



30+  
years

**Morisons'**  
**baby dreams**

THE CHOICE OF SMART MUMS

INDIA'S LEADING INFANT FEEDING AND ACCESSORIES BRAND



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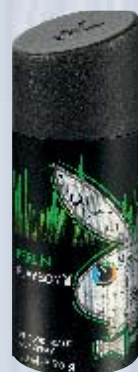


# OWN BRANDS DIVISION



Morisons  
**Gentlemen**  
Kamyeabi ka naya chehra!







**BOARD OF DIRECTORS**

RAGHU MODY	CHAIRMAN
VARUNN MODY	DIRECTOR
ATUL TANDAN	DIRECTOR
LT. GEN. (RETD.) K. S. BRAR	DIRECTOR (upto 18 <sup>th</sup> May, 2012)
SHAMSUNDER AGGARWAL	DIRECTOR
SANJAY KOTHARI	DIRECTOR

**BANKERS**

CANARA BANK  
BANK OF INDIA  
CORPORATION BANK

**AUDITORS**

**HARIBHAKTI & CO.**  
CHARTERED ACCOUNTANTS  
MUMBAI - 400 059

**SOLICITORS**

**KHAITAN & CO.**

**REGISTERED OFFICE**

RASOI COURT,  
20, SIR R.N. MUKHERJEE ROAD,  
KOLKATA - 700 001.  
PHONE : (033) 22480114/5  
FAX : (033) 2248 1200  
WEBSITE : [www.jlmorison.in](http://www.jlmorison.in)

**HEAD OFFICE**

PENINSULA BUSINESS PARK, TOWER 'A',  
8TH FLOOR, SENAPATI BAPAT MARG,  
LOWER PAREL, MUMBAI - 400 013.  
PHONE : (022) 6141 0300  
FAX : (022) 2495 0317

**BRANCHES**

MUMBAI  
KOLKATA  
NEW DELHI  
CHENNAI

**WORKS**

E-95/1, MIDC, WALUJ, NEAR SIEMENS FACTORY,  
WALUJ, AURANAGABAD - 431 136.  
MAHARASHTRA.

78<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, the 24<sup>th</sup> day of September, 2013 at 11.30 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017

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## NOTICE

**NOTICE** is hereby given that the 78<sup>th</sup> Annual General Meeting of the members of J. L. Morison (India) Limited will be held on Tuesday, the 24<sup>th</sup> day of September, 2013 at 11.30 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the financial year ended on 31<sup>st</sup> March, 2013.
3. To appoint a Director in the place of Mr. Atul Tandan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2013**

**Varunn Mody**  
**Director**

### Registered Office:

Rasoi Court,  
20, Sir R. N. Mukherjee Road,  
Kolkata - 700 001

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE, IN CASE OF POLL ONLY, INSTEAD OF HIMSELF/ HERSELF, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Brief resume of the Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice.
3. Shareholders are requested to forward all Share Transfers and any other communication to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
4. (a) Register of Members and the Share Transfer Books of the Company will remain closed on Monday, 23<sup>rd</sup> September, 2013 and Tuesday, 24<sup>th</sup> September, 2013 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the shareholders at the ensuing Annual General Meeting.  
(b) The dividend on Equity Shares, if declared at the Annual General Meeting, will be credited / dispatched between 3<sup>rd</sup> October, 2013 and 7<sup>th</sup> October, 2013 to those members whose names shall appear on the Company's Register of Members on 24<sup>th</sup> September, 2013; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
5. The unclaimed dividend up to the financial year 2004-2005 has been transferred to the Investor Education and Protection Fund (IEPF) as required under section 205-A and 205-C of the Companies Act, 1956. The Balance amount lying in Unpaid Dividend Account for the financial year 2005-2006 is due for transfer to the Investor Education and Protection Fund administered by the Central Government during the month of October, 2013. The shareholders whose dividend remained unclaimed for the aforesaid financial year and following financial years are requested to claim it immediately from the Company. Further, the Shareholders are requested to note that no claim shall lie against the said fund or the Company in respect of any amounts which remained unclaimed for a period of seven years from the date that these became first due for payment and no payment shall be made in respect of any such claim.



6. Shareholders seeking information on accounts are kindly requested to furnish their queries to the Company at least ten days before the date of the meeting so that the information required may be made readily available at the meeting.
7. Shareholders are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
8. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
9. The shareholders holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
10. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number. Members holding shares in the electronic form may update such details with their respective Depository Participants.

**Details as required under Clause 49(IV)(G) of the Listing Agreement of Director seeking re-appointment at ensuing AGM:**

**Mr. Atul Tandan**, aged 65 years, Director of the Company, is B. Tech from IIT Bombay and PGDBA from IIM Ahmedabad. He has rich and varied experience in Strategic Marketing.

He is also director in 3 companies viz., Bobcards Limited, Cadila Pharmaceuticals Limited and ASAPP Media Private Limited. He is the Chairman of Shareholders'/ Investors' Grievance Committee and member of Audit Committee and Remuneration Committee of the Company.

As on 31<sup>st</sup> March, 2013, Mr. Atul Tandan holds 100 Equity Shares of the Company.

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2013**

**Varunn Mody**  
**Director**

**Registered Office:**

Rasoi Court,  
20, Sir R. N. Mukherjee Road,  
Kolkata - 700 001

## DIRECTORS' REPORT

**To**  
**The Members**  
**J. L. Morison (India) Limited**

Your Directors have great pleasure in presenting the 78<sup>th</sup> Annual Report and Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Sr. No.	Particulars	Current Year 31/03/2013	Previous Year 31/03/2012
1.	Total Revenue (net)	11,973.27	10,741.67
2.	Profit before Finance Cost, Depreciation & Amortization expenses and tax	409.93	235.21
3.	Finance Cost	107.87	121.59
4.	Depreciation and Amortization expenses	101.03	83.70
5.	Profit before exceptional items and tax	201.03	29.92
6.	Provision for tax	58.41	20.27
7.	Profit after tax	142.62	9.65
8.	Balance of profit as per last Balance Sheet	34.05	40.26
9.	Balance available for appropriation	176.67	49.91
10.	Proposed dividend	13.65	13.65
11.	Dividend Tax	2.21	2.21
12.	Transfer to General Reserve	-	-
13.	Transfer to Balance Sheet	160.81	34.05

### DIVIDEND

Considering the financial position of the Company, your Directors recommend a dividend of ₹ 1/- (10%) per share (Previous year – ₹ 1/- (10%) per share) for the year 2012-13.

### PERFORMANCE

Company's decision of addressing needs of the market by formulating different teams focused on different market segments have started paying rich dividends. Clear focus on the expanded portfolio has proved to be a good exercise which resulted into increase in turnover growth as compared to previous year's levels.

The Company has forayed more in developing own brands for a long term sustenance and growth. The Company extended its offering within the existing product categories and introduced new variants under its brand Fresh Valley (Air fresheners). The initial market response has been encouraging for this brand. The new variants launched are Floral, Rajnigandha, Fruity and Mogra. This is in the sync of brand's idea of continuously offering market newness.

JLM's own brand Division has primarily focused on developing Baby range products especially catering 0-3 years. The division has shown continuous commitment towards enabling mothers to take better care of their new born babies. There have been a series of new launches addressing needs of mothers. Few of them are Baby Mat, Bottle Warmer+Bag, Single and Double Warmer, Diaper Bag, Growth Set of Feeding Bottles, Wide Mouth Bottle, Softie Sippie Feeding Cup, Wide Mouth Teat, Sippie Feeding Cup, Hair Brush and Comb Set, Baby Rattle, Baby Wipes, Premium Rattle, Teat with Nubs, Spill Free Feeding Cup, Bath Set, Long Handle Sparkle Brush, Digital Thermometer, BPA free Feeding bottle, Baby Booties, Shiny Astro Toothbrush, Shiny Caterpillar Toothbrush, Wonder Wheel Toy etc.

Customers have reacted positively to these products. The trust in the brand name Morisons have gone up manifold for the trade channels.

The division also aggressively tried to communicate the benefits of the brand with mothers by participating in events, Mother, baby and child expo, organizing Smart Mum (JLM's initiative to bring mothers together to interact with each other)

The biggest launch for Life Style Division has been Bigen "Easy N Natural". An innovative product from the house of Hoyu, Japan. This product can be applied on hair by hand, without using a brush, like hair oil. Renowned Indian actress "Juhi Chawla" has been appointed as brand ambassador and decent budget has been allocated to promote the brand in the Indian Market. The initial response is satisfactory.

Life Style Division also extended the portfolio of Coty by Launching Sportivo, Berlin and VIP in the Indian Market. This will strengthen the Brands presence and help JLM in growth.

During the year, the sales of Emoform - R, the toothpaste for inflamed gums & sensitive teeth recorded a good growth. Dental consumables and Morison Happy Smile-teeth whitening pen is a unique product which are continuously on the growth path. Lignotox- the local anesthetic has also become popular widely in a very short time at institutional level and it has been approved by Ministry of Defence.

### DIRECTORS

Lt. Gen. (Retd.) K.S. Brar, Director of the Company resigned from the Directorship of the Company on 18<sup>th</sup> May, 2012. The Board places on record its appreciation for his valuable contribution during his tenure as a Director of the Company.

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Atul Tandan, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment.

Your Directors recommend re-appointment of Mr. Atul Tandan, as Director of the Company at the ensuing Annual General Meeting of the Company.



## DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, and on the basis of the information placed on record, the Directors of the Company would like to state that:

- I. the applicable accounting standards have been followed and whenever required, proper explanations relating to material departures have been given;
- II. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2013 and of the Profits of the Company for the year ended on that date;
- III. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the Accounts have been prepared on a going concern basis.

## PUBLIC DEPOSITS

During the year ended 31<sup>st</sup> March, 2013, the Company has not accepted or renewed any public deposits within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules framed there under.

## AUDITORS

M/s. Haribhakti & Co., Chartered Accountants, Mumbai, the Statutory Auditors of your Company hold office as such upto the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have also confirmed that their re-appointment, if made, would be in accordance with the provision of Section 224 (1B) of the Companies Act, 1956.

Your Directors recommend the re-appointment of M/s. Haribhakti & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting and to audit financial accounts of the Company for the financial year 2013-14.

## STOCK EXCHANGES

The Company's shares are listed at BSE Limited, The Calcutta Stock Exchange Association Limited and the Bangalore Stock Exchange Limited and the Annual Listing Fees for the year 2013 - 2014 has been paid to all the stock exchanges.

## SECRETARIAL COMPLIANCE CERTIFICATE

As required under the provisions of Section 383A of the Companies Act, 1956, Secretarial Compliance Certificate received from M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai for the financial year 2012-13 is annexed herewith and forms part of this Annual Report.

## CORPORATE GOVERNANCE

As required under Clause 49 of the Listing Agreement entered into with various stock exchanges, Management Discussion and Analysis Report and Corporate Governance Report are annexed herewith and form part of this Report.

## PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of business activities currently being carried out by the Company, your Directors have nothing to report as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to Conservation of Energy, Technology Absorption.

During the Financial year 2012 - 2013, total foreign exchange used and earned was ₹ 3,363.23 Lacs (previous year ₹ 4,322.66 Lacs) and ₹ nil (previous year ₹ nil) respectively.

## PARTICULARS OF EMPLOYEES

No employees were in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended; hence no such particulars are furnished.

## ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude and wishes to place on record, their deep appreciation for the continued support and co-operation received by the Company from the Shareholders, Bankers, Trade Partners and Employees and look forward for their continued support in the future as well.

**For and on behalf of the Board of Directors**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2013**

**Raghu Mody**  
**Chairman**

**Form**  
**[See Rule 3]**

**Compliance Certificate**

Corporate Identity No. : L51109WB1934PLC088167

Authorised Share Capital : ₹ 3,00,00,000/-

To,  
The Members,  
**J. L. Morison (India) Limited**  
20, Rasoi Court,  
Sir R. N. Mukherjee Road,  
Kolkata – 700 001

We have examined the registers, records, books and papers of **M/s. J. L. Morison (India) Limited ('the Company')** as required to be maintained under the Companies Act, 1956 ('the Act') and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> March, 2013 ('the financial year')**. In our opinion and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in **Annexure 'A'** to this certificate as per the provisions of the Act and the rules made thereunder and necessary entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies, West Bengal, Kolkata within the time as prescribed under the Act and the rules made thereunder. The Company was not required to file any documents with the Regional Director, Company Law Board, Central Government or any other authorities during the financial year.
3. The Company, being a Public Limited Company has the minimum prescribed paid-up share capital. As on 31<sup>st</sup> March, 2013, the paid up capital of the Company was ₹ 1,36,50,340/- (Rupees One Crore Thirty Six Lacs Fifty Thousand Three Hundred Forty only) and the restrictive provisions of Section 3(1)(iii) of the Act are not applicable.
4. The Board of Directors duly met 4 (four) times on 18<sup>th</sup> May, 2012, 8<sup>th</sup> August, 2012, 8<sup>th</sup> November, 2012 and 7<sup>th</sup> February, 2013 and as per information and explanation given by the management, proper notices were given and the proceedings were properly recorded and signed, including the circular resolutions passed, in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 10<sup>th</sup> September, 2012 to 13<sup>th</sup> September, 2012 (both days inclusive) during the financial year and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 13<sup>th</sup> September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra - Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act during the financial year.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. The Company has appointed Mrs. Sakshi Mody, a relative of Directors of the Company as General Manager - Corporate w.e.f. 1<sup>st</sup> April, 2012 after taking approval of the Board of Directors at its meeting held on 31<sup>st</sup> March, 2012 and approval of the shareholders was taken in the Annual General Meeting held on 13<sup>th</sup> September, 2012 as required under Section 314 of the Act. The Company was not required to take any approval from the Central Government in this regard.
12. The duly constituted Committee of Directors has approved the issue of duplicate share certificates.
13. The Company :
  - (i) has delivered all the share certificates on lodgement thereof for transfer / transmission or for any other purpose in accordance with the provisions of the Act;
  - (ii) has deposited the amount of dividend declared in a separate Bank Account on 15<sup>th</sup> September, 2012 which is within five days from the date of declaration of such dividend;
  - (iii) has paid dividend to all members within a period of 30 (thirty) days from the date of declaration and that all unclaimed / unpaid dividend has been transferred to Un-paid Dividend Account of the Company held with Kotak Mahindra Bank Limited, Mumbai;
  - (iv) transferred a sum of ₹ 73,466/- lying in the unclaimed dividend account pertaining to the financial year 2004-2005 to Investor Education and Protection Fund; and
  - (v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of directors retiring by rotation was duly made. Lt. Gen. (Retd.) K. S. Brar resigned from the post of director on 18<sup>th</sup> May, 2012 and Mr. Sanjay Kothari was appointed as director in the annual general meeting held on 13<sup>th</sup> September, 2012, and the Company has complied with the provisions of the Act. Except as mentioned above, there was no appointment of additional director, alternate director or directors to fill casual vacancy during the financial year.
15. The appointment of Mr. Sohan Sarada as the Manager of the