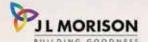


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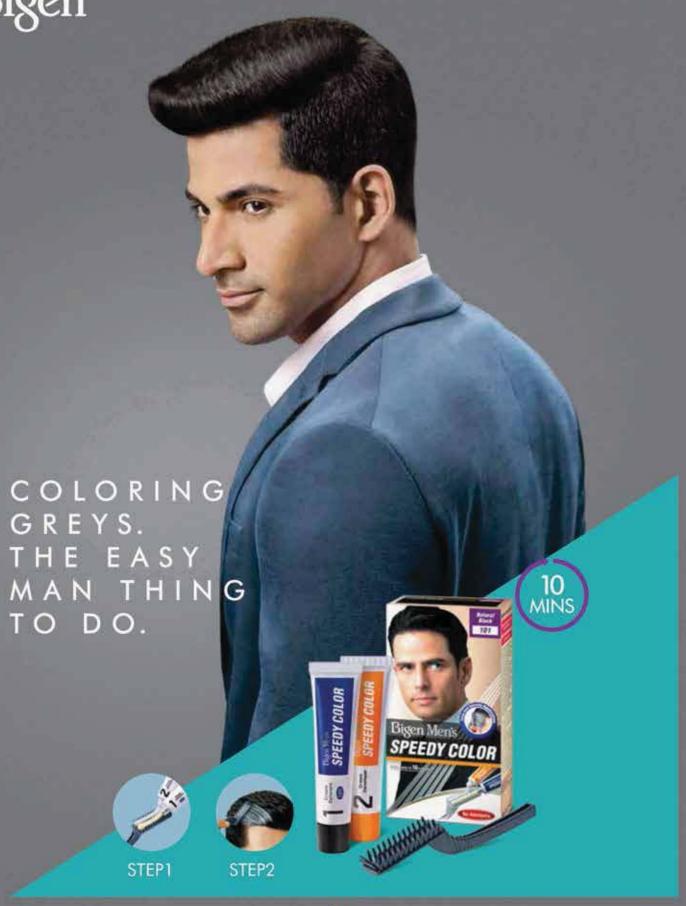




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BOARD OF DIRECTORS

RAGHU NANDAN MODY CHAIRMAN SAKSHI MODY DIRECTOR

SOHAN SARDA EXECUTIVE DIRECTOR & CEO
SANJAY KOTHARI INDEPENDENT DIRECTOR
DINESH SHARMA INDEPENDENT DIRECTOR
CHAKRAPANI BRAJESH MISRA INDEPENDENT DIRECTOR
LALIT KUMAR BARARIA INDEPENDENT DIRECTOR
RAVINDRA GAJELLI CHIEF FINANCIAL OFFICER

KARISHMA PATEL COMPANY SECRETARY & COMPLIANCE OFFICER (upto 3rd March, 2018) SONAL NAIK COMPANY SECRETARY & COMPLIANCE OFFICER (w.e.f. 26th April, 2018)

BANKER CANARA BANK

AUDITORS LODHA & Co.

CHARTERED ACCOUNTANTS

MUMBAI – 400 001

REGISTERED OFFICE:

RASOI COURT,

20, SIR R. N. MUKHERJEE ROAD,

KOLKATA – 700 001 PHONE: (033) 2248 0114/5

FAX: (033) 2248 1200

Website: www.jlmorison.com/corporate

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, AURANGABAD – 431 136 MAHARASHTRA

REGISTRAR AND SHARE TRANSFER AGENT

CB MANAGEMENT SERVICES (P) LIMITED P-22, BONDEL ROAD, KOLKATA - 700 019.

TEL. NO.: (033) 40116700 E-MAIL: rta@cbmsl.com 83^{rd} Annual General Meeting of the Company will be held on Friday, the 3^{rd} August, 2018 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3^{rd} Rotary, New Town, Kolkata – 700156





J. L. Morison (India) Limited

CIN: L51109WB1934PLC088167

Regd. Office: Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata – 700 001

Tel: (033) 2248 0114/5, Fax: (033) 2248 1200, E-mail: investors@jlmorison.com, Website: www.jlmorison.com/corporate

NOTICE

Notice is hereby given that the Eighty Third Annual General Meeting of the Members of **J. L. Morison (India) Limited** will be held on Friday, 3rd August, 2018 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Directors' and Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."
- 2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2018 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**
 - "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 10% (Re. 1/- per Share) on the 13,65,034 Equity Shares of Rs. 10/- each of the Company for the year ended 31st March, 2018 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on Friday, 27th July, 2018 and that the dividend warrants be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of dividend."
- 3. To appoint a Director in place of Mrs. Sakshi Mody (DIN:06518139), who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**
 - "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sakshi Mody (DIN: 06518139), Director of the Company, who retired by rotation and being eligible, had offered herself for re-appointment, be and is hereby reappointed as a Director of the Company, who shall be liable to retire by rotation."
- 4. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company to hold office from the conclusion of this 83rd Annual General Meeting (AGM) till the conclusion of 84th AGM of the Company, at such remuneration and out of pocket expenses as may be agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

- 5. To reappoint Mr. Sanjay Kothari as an Independent Director and in this regard, if thought fit, pass the following resolution as a **Special Resolution:**
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) 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 Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Kothari (DIN: 00258316), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2019 to 31st March, 2024 and who shall not be liable to retire by rotation;
 - **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."
- 6. To approve the revision in remuneration payable to Mr. Sohan Sarda, Executive Director & CEO and in this regard, if thought fit, pass the following resolution as a **Special Resolution:**
 - "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other



sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the revision in remuneration payable to Mr. Sohan Sarda (DIN: 00129782), Whole-time Director designated as an Executive Director & Chief Executive Officer of the Company w.e.f. 1st April, 2018, for remaining period of his tenure as detailed in the Explanatory Statement attached to this notice be and is hereby approved, with the authority to the Board of the Directors to revise the terms on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee of the Company with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Mr. Sohan Sarda as referred above, has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as 'Minimum Remuneration' in the respective financial year(s) to him, notwithstanding that the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act:

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

By Order of the Board of Directors For J. L. Morison (India) Limited

Place: Mumbai Date: 26th April, 2018 Sonal Naik Company Secretary & Compliance Officer

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 PROXIES TO ATTEND AND VOTE IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- 2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses is annexed hereto and forms part of the Notice.
- 3. Members are requested to bring Attendance slip along with their copy of Annual Report to the Meeting.
- 4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- 5. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting (including through remote e-voting).
- 6. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
- 7. Relevant documents referred to in accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
- 8. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on "General Meetings" the particulars of Directors seeking appointment/re-appointments at the ensuing Annual General Meeting are stated in Explanatory Statement of the notice.
- 9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 28th July, 2018 to Friday, 3rd August, 2018 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved, and for the purpose of Annual General Meeting.
- 10. Members holding shares in identical order of names in more than one folio are requested to write to the Company/Registrar and Share Transfer Agents (RTA) enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.



- 11. 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.
- 12. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2009-2010 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2011 is due for transfer to the IEPF in the month of September, 2018. The Shareholders whose dividend remained unclaimed for the financial year 2010-11 and subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 25th September, 2017 (date of the previous Annual General Meeting) under "Investor Relations" section on the website of the Company at www.ilmoriosn.com/corporate. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.mca.gov.in and on the website of IEPF viz.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years and remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the IEPF Authority. A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said Rules.

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2010-11 has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

- 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
- 14. Queries on accounts and operations of the Company, if any, may please be sent to the Company ten days in advance of the meeting so that the answers can be made available at the meeting.
- 15. Members are requested to forward all share transfers and other communications to the (RTA) of the Company and are further requested to always quote their folio number/DP ID Client ID in all correspondences with the Company.
- 16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
- 17. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2018, if approved at the ensuing Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Friday, 27th July, 2018 and 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 (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
- 18. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.
 - You are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
 - The e-mail ID provided shall be updated subject to successful verification of your signatures as per records available with the RTA of the Company.
- 19. The Register of Directors' and Key Managerial Personnel's Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
- 20. The Notice of the 83rd Annual General Meeting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email IDs, physical copies of the aforesaid documents are being sent by courier.
- 21. Members may also note that the 83rd Annual Report for the year 2017-18 is also available on the website of the Company www.jlmorison.com/corporate.



- 22. Information and other instructions relating to the e-voting:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 83rd Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
 - (c) The facility for voting through ballot papers shall be made available at the 83rd Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
 - (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (e) The remote e-voting shall commence on Tuesday, 31st July, 2018 (9.00 a.m.) and ends on Thursday, 2nd August, 2018 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 27th July, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 27th July, 2018.
 - (g) A person, whose name is recorded in the Register of Members maintained by the Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 27th July, 2018 shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot papers and the person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - (h) The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary, (FCS No.: 4515/CP No.:2551) as a Scrutinizer to scrutinize the voting through remote e-voting process and ballot papers in a fair and transparent manner.
 - (i) Any person who acquires shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. Friday, 27th July, 2018, may obtain User ID and password by sending request at evoting@nsdl.co.in or contact to CB Management Services (P) Ltd., (RTA) at (033) 40116700. However, if the member is already registered with NSDL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.
 - (j) The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer's report and submit to the Chairman. The result declared along with consolidated scrutinizer's report shall be placed on the website of the Company www.jlmorison.com/ corporate and on the website of the NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the stock exchanges.
 - (k) Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 3rd August, 2018.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
		For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
		For example if your Beneficiary ID is 12******* then your user ID is 12************************************
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	•	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of
the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are
authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.