



**J. L. Morison (India) Limited**

Corporate Identity Number: U51109WB1934PLC088167

Registered Office: 'Rasoi Court' 20, Sir R N Mukherjee Road, Kolkata – 700001

Tel: (033) 2248 0114/5, E-mail: investors@jlmorison.com,

Website: www.jlmorison.com

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014).

Dear Member(s),

**NOTICE** is hereby given to the Members of J. L. Morison (India) Limited ("**Company**") pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) that the resolution as set out hereunder is proposed to be passed as a special resolution through Postal Ballot including voting through electronic means ("**Remote e-voting**").

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended to this Postal Ballot Notice.

Pursuant to the provisions of Section 108 and 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the board of directors of the Company ("**Board**") has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/ CP No.: 2551), Partner, MR & Associates, Practicing Company Secretaries, Kolkata as the scrutinizer for conducting the postal ballot process including remote e-voting in accordance with law in a fair and transparent manner. The Company has engaged the services of the National Securities Depository Limited ('NSDL'), as an agency to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

Only the members of the Company holding shares as on Friday, 27<sup>th</sup> October, 2023 (i.e., the cut-off date/ record date) are entitled to vote. The remote e-voting will commence on Wednesday, 8<sup>th</sup> November, 2023, at 9.00 A.M. (IST) and will end on Thursday, 7<sup>th</sup> December, 2023 at 5.00 P.M. (IST).

**SPECIAL BUSINESS:**

**1. TO APPROVE ADVANCING OF LOAN(S), GIVING OF GUARANTEE(S) AND PROVIDING OF SECURITY(IES) IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013:**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 179, 185, 186 and any other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include unless the context otherwise required, any committee constituted by the Board or any director(s) or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s), including any loan(s) represented by a book debt(s) or give any guarantee(s) or provide any security(ies) in connection with any loan(s) taken/ to be taken by any entity or any person in which any director(s) of the Company is interested/ deemed to be interested (collectively referred to as the "Entities") upto an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only), at any point of time, in one or more tranches, excluding any loan/guarantee/security exempted or to be exempted under the Act and/or any other applicable laws, provided that such loan(s) shall be utilized by such Entities for their principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to negotiate, decide, finalise, vary, modify and agree to any terms and conditions which they may in their absolute discretion deem beneficial or in the interest of the Company, for advancing any loan(s), including any loan(s) represented by a book debt(s), or giving any guarantee(s) or providing any security(ies) as mentioned above.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take all such steps and actions including executing and filing any forms, letters, memorandum, agreements, deeds or any documents as may be required in aforesaid matter(s) and to do all such act(s), deed(s), matter(s) and thing(s), as it may in its absolute discretion, deem fit, necessary or appropriate.

**RESOLVED FURTHER THAT** any of the directors or key managerial personnel of the Company be and are hereby severally authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

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

**Sohan Sarda  
Executive Director  
DIN: 00129782**

Place: Mumbai

Date: 25<sup>th</sup> September, 2023

**Registered Office:**

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

**NOTES AND INSTRUCTIONS:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions in respect of the business specified above is annexed hereto and forms part of this notice.
2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder, the Company is pleased to provide Electronic Voting (hereinafter referred as “remote e-voting”) facility to its members as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form. The Company has engaged services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its members. It may be noted that remote e-voting is optional. In case a member votes through remote e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a member casts his vote through remote e-voting as well as physical Postal Ballot Form, then the vote cast through remote e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and same will be treated as invalid.
3. The notice of the postal ballot along with postal ballot form will also be available on the Company’s website [www.jlmorison.com](http://www.jlmorison.com) and the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
4. A Member cannot exercise his/her/its vote by proxy on Postal Ballot
5. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/ CP No.: 2551), Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot process and remote e-voting in accordance with law in a fair and transparent manner.
6. The postal ballot notice along with postal ballot form has been sent through permitted mode to all the members, whose names appear in the Register of Members or in the list of Beneficial Owners maintained by the Depositories as on the close of business hours on Friday, 27<sup>th</sup> October, 2023 (‘cut-off date/record date’).
7. In case any member (holding shares as on the cut-off date) has not received the postal ballot notice and form, he/she may either send an email to [investors@jlmorison.com](mailto:investors@jlmorison.com) or to [rta@cbmsl.com](mailto:rta@cbmsl.com) and obtain a copy of the same.

8. Any query in relation to the postal ballot may be addressed to Mr. Sohan Sarada, Executive Director of the Company at [investors@jlmorison.com](mailto:investors@jlmorison.com)
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date/record date, i.e. Friday, 27<sup>th</sup> October, 2023. A person, whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the depositories as on the cut-off/record date only, shall be entitled to avail the facility of remote e-voting as well as voting through physical postal ballot form and the person who is not a member as on the cut-off/record date should treat this notice for information purpose only. The members opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed, postage prepaid reply envelope so as to reach the Scrutinizer on or before 5:00 P.M. on Thursday, 7<sup>th</sup> December, 2023. As per the provisions of the Rule 22(12) of the Companies (Management and Administration) Rules, 2014, postal ballot form, giving assent or dissent, received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the Member has not been received.
10. The Scrutinizer will submit the voting details of the postal ballot form/ remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through postal ballot form/ remote e-voting. The results of the Postal Ballot will be announced at the registered office of the Company on or before 6.00 p.m. of Friday, 8<sup>th</sup> December, 2023. The said results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and uploaded on the website of the Company [www.jlmorison.com](http://www.jlmorison.com) as well as on the website of NSDL.
11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly passed on Thursday, 7<sup>th</sup> December, 2023 i.e. the last date of e-voting/ receipt of postal ballot form.
12. For those shareholders opting for e-voting, the process and manner of e-voting will be as follows:

The e-voting period commences from **9.00 A.M. on Wednesday, 8<sup>th</sup> November, 2023** and ends at **5.00 P.M. on Thursday, 7<sup>th</sup> December, 2023**. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 27<sup>th</sup> October, 2023**, 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 member, the member shall not be allowed to change it subsequently or cast the vote again.

**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: Access to NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**





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

**Details on Step 1 is mentioned below:**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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: <https://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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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](http://www.evoting.nSDL.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

1. 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](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/ Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 – 2499 7000 or send a request to Ms. Prajakta Pawle, Executive, NSDL, 4<sup>th</sup> Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [investors@jlmorison.com](mailto:investors@jlmorison.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at [investors@jlmorison.com](mailto:investors@jlmorison.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1: TO APPROVE ADVANCING OF LOAN(S), GIVING OF GUARANTEE(S) AND PROVIDING OF SECURITY(IES) IN TERMS OF SECTIONS 185 OF THE COMPANIES ACT, 2013:**

Pursuant to the provisions of Section 185(2) of the Companies Act, 2013 ('Act') read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the 'Rules') (as amended from time to time), a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and (b) the loans are utilized by the borrowing entity for its principal business activities.

In order to augment the long term resources of the Company and to render financial assistance for the business requirements of any body corporate(s), entity(ies) or any other person in whom any of the director(s) of the Company is interested/ deemed to be interested (collectively referred to as the 'Entities'), the Board of Directors in its meeting held on 25<sup>th</sup> September, 2023, subject to the approval of Members of the Company, has approved advancing of any loan, giving of any guarantee or providing of any security to all such Entities for their principal business activities, as the Board of the Directors in its absolute discretion deems fit and beneficial in the best interest of the Company upto an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only).

Accordingly, consent of the Members is sought pursuant to section 185(2) of the Act and Rules made thereunder by passing a special resolution authorising the Board of Directors to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested for an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only), at any point of time, in one or more tranches, excluding any loan/guarantee/security exempted or to be exempted under the Act and/or any other applicable laws, provided that such loan(s) shall be utilized by such Entities for their principal business activities.

The rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of Government Security closest to the tenor of the loan(s), in terms of provisions of Section 186 of the Act. The members may note that Board would carefully evaluate proposals and provide such loan(s), guarantee(s) or security(ies) through deployment of funds out of internal resources / accruals and / or any other appropriate sources.

The Board recommends the special resolution as set out at item No. 1 of the notice for consideration and approval by the Members of the Company.

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that, none of the directors and key managerial personnel of the Company, including their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

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

Place: Mumbai  
Date: 25<sup>th</sup> September, 2023

**Sohan Sarda  
Executive Director  
DIN: 00129782**

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