

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among stakeholders, customers, employees and ensuring a long – term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

### 2. BOARD OF DIRECTORS:

#### a) Composition:

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31<sup>st</sup> March, 2018, the Board of Directors comprised of total Seven Directors, out of which four are Independent Directors, one is Executive Director and two are Non-Executive Non Independent Directors.

The Board has recommended the re-appointment of Mr. Sanjay Kothari as an Independent Director of the Company for a second term of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024, subject to approval of the members of the Company in the ensuing Annual General Meeting by passing a Special Resolution.

None of the Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters, its Directors, its Senior Management, which would affect their independence.

Further, none of the Directors on the Board is a member of more than 10 Committees and Chairperson in more than 5 Committees, across all companies in which they are Director.

#### b) Attendance at the Board Meetings and the last Annual General Meeting:

The details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2017-18 and at the last Annual General Meeting, their directorships in other companies and membership/chairmanship in Committees are as follows:

Name of Director	Category	No. of Board Meetings held	Attendance at		No. of other Directorships	Committee Positions (including Company)	
			Board Meetings	Last AGM		Member ships	Chairman
Mr. Raghu Nandan Mody	Chairman & Promoter	5	5	Yes	3	3	-
Mrs. Sakshi Mody	Non-Executive Director & Promoter	5	4	Yes	2	-	-
Mr. Sohan Sarada	Executive Director & CEO	5	5	Yes	-	2	-
Mr. Sanjay Kothari	Independent Director	5	5	Yes	1	-	2
Mr. Dinesh Sharma	Independent Director	5	1	Yes	-	1	-
Mr. Chakrapani Misra	Independent Director	5	4	Yes	1	3	1
Mr. Lalit Bararia	Independent Director	5	2	Yes	-	-	-

- The directorship held by Directors as mentioned above do not include Directorships in Foreign Companies, Section 8 Companies and Private Limited Companies.
- Membership/Chairmanship of only Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies/subsidiary of public companies has been considered.

#### c) Number and date of Board Meetings held:

Five Board Meetings were held during the year 2017-2018. The dates on which the meetings were held are as follows:

Date of Board Meeting	Strength of the Board	No. of Directors present
2 <sup>nd</sup> May, 2017	7	6
21 <sup>st</sup> August, 2017	7	5
14 <sup>th</sup> September, 2017	7	6
16 <sup>th</sup> November, 2017	7	5
13 <sup>th</sup> February, 2018	7	4

**d) Disclosure of relationship between Directors inter se:**

None of the Directors of the Company are related inter se to any other Directors on the Board, within the meaning of Section 2(77) of the Companies Act, 2013.

**e) Number of shares and convertible instruments held by Non-Executive Directors:**

Mr. Raghu Nandan Mody, Non-Executive Director holds 250 equity shares of Rs. 10/- each of the Company. None of the other Non-Executive Directors are holding any shares or convertible instruments in the Company.

**f) Weblink where details of familiarization programmes imparted to Independent Directors is disclosed:**

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are disclosed on the Company's website at [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate)

**3. AUDIT COMMITTEE:**

**a) Brief description of terms of reference:**

The terms of reference of this Committee are wide. Besides having access to all the required information from within the Company, the Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company.

In addition, the powers and role of the Audit Committee as are laid down under Regulation 18 and Schedule II, part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

**b) Composition:**

The Audit Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Dinesh Sharma, Mr. Sohan Sarda and Mr. Chakrapani Misra as its members.

The Company Secretary of the Company acts as Secretary to the Committee.

**c) Meeting and attendance during the year:**

The Audit Committee met five times viz. 2<sup>nd</sup> May, 2017, 21<sup>st</sup> August, 2017, 14<sup>th</sup> September, 2017, 16<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018 during the year under review. The number of meetings attended by each member during the year ended 31<sup>st</sup> March, 2018 is as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	5	5
Mr. Dinesh Sharma	Member	5	1
Mr. Sohan Sarda	Member	5	5
Mr. Chakrapani Misra	Member	5	4

**4. NOMINATION AND REMUNERATION COMMITTEE:**

**a) Brief description of terms of reference:**

The terms of reference of the Nomination and Remuneration Committee are wide enough covering the matters specified for remuneration to the Directors under Regulation 19 and Schedule II part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**b) Composition:**

The Nomination and Remuneration Committee comprises of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Raghu Nandan Mody and Mr. Dinesh Sharma as its members.

**c) Meeting and attendance during the year:**

The Nomination and Remuneration Committee met twice during the year viz. 2<sup>nd</sup> May, 2017 and 13<sup>th</sup> February, 2018. The composition of the Committee as on 31<sup>st</sup> March, 2018 and number of meetings attended by each member during the financial year ended on that date is as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	2	2
Mr. Raghu Nandan Mody	Member	2	2
Mr. Dinesh Sharma	Member	2	0

The Company Secretary of the Company acts as Secretary to the Committee.

**d) Performance evaluation criteria for Independent Directors.**

Pursuant to Regulations 17(10) and 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performance of each Independent Director. The questionnaires

are prepared considering the business of the Company. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance at Board and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

#### 5. REMUNERATION OF DIRECTORS:

- a) No Non-Executive Directors had any pecuniary relationship or transactions with the Company during the financial year 2017-18.
- b) None of the Non-Executive Director is being paid any remuneration except sitting fees.
- c) Details of remuneration/sitting fees paid to Directors during the year ended 31<sup>st</sup> March, 2018 are as follows:

(Rs. in lacs)

Name of Director	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting fees	Total
Mr. Raghu Nandan Mody	-	-	-	0.46	0.46
Mr. Sanjay Kothari	-	-	-	1.11	1.11
Mr. Sohan Sarda	37.29	0.39	3.33	-	41.01
Mr. Dinesh Sharma	-	-	-	0.10	0.10
Mrs. Sakshi Mody	-	-	-	0.25	0.25
Mr. Chakrapani Misra	-	-	-	0.85	0.85
Mr. Lalit Bararia	-	-	-	0.10	0.10

- i. Apart from the above mentioned remuneration or fees paid, there are no other performance linked incentives and there are no separate service contracts with any of the Director.
- ii. The tenure of office of the Executive Director is for three years from the date of his appointment, and can be terminated by either party by giving 90 days notice in writing. There is no separate provision for payment of severance fees.
- iii. No stock options are offered to the any Directors of the Company.

#### 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

##### Composition:

The Stakeholders' Relationship Committee comprised of Mr. Sanjay Kothari as a Chairman of the Committee, Mr. Sohan Sarda and Mr. Chakrapani Misra as its members.

The Company Secretary of the Company acts as Secretary to the Committee. Ms. Karishma Patel, Company Secretary acted as Compliance Officer of the Company upto 3<sup>rd</sup> March, 2018.

Status of investors' complaints/services requests:

At the beginning of the year	Received during the year	Resolved during the year	Pending at the end of year
-	1	1	-

#### 7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

##### Composition:

The Corporate Social Responsibility Committee comprised of Mr. Sanjay Kothari as a Chairman of the Committee, Mrs. Sakshi Mody (upto 30<sup>th</sup> March, 2018) and Mr. Sohan Sarda as its members.

Upon resignation of Mrs. Sakshi Mody from the Corporate Social Responsibility Committee on 30<sup>th</sup> March, 2018, the Committee was re-constituted w.e.f. 26<sup>th</sup> April, 2018 and the re-constituted Committee comprises of Mr. Sanjay Kothari as a Chairman of the Committee, Mr. Sohan Sarda and Mr. Chakrapani Misra as its members.

The Corporate Social Responsibility Committee met once during the year on 16<sup>th</sup> November, 2017. The composition of the Committee as on 31<sup>st</sup> March, 2018 and the attendance of each member in the meeting is as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	1	1
Mrs. Sakshi Mody (upto 30 <sup>th</sup> March, 2018)	Member	1	1
Mr. Sohan Sarda	Member	1	1

The Company Secretary of the Company acts as Secretary to the Committee.

**8. GENERAL BODY MEETINGS:**

- **Location and time, where last three Annual General Meetings (AGM) held:**

Financial year	Time	Date	Location
2014-15	11.45 a.m.	11 <sup>th</sup> September, 2015	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017
2015-16	2.30 p.m.	27 <sup>th</sup> September, 2016	RabindraTirtha, 33-1111, Major Arterial Road, 3 <sup>rd</sup> Rotary, New Town, Kolkata – 700 156
2016-17	2.30 p.m.	25 <sup>th</sup> September, 2017	RabindraTirtha, 33-1111, Major Arterial Road, 3 <sup>rd</sup> Rotary, New Town, Kolkata – 700 156

- **Special resolutions at last three AGMs:**

AGM	Particulars of Special Resolutions
11 <sup>th</sup> September, 2015	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Sandip Das as an Executive Director &amp; CEO of the Company for a period of 3 (three) years w.e.f. 24<sup>th</sup> December, 2014.</li> <li>2. Revision in Remuneration of Mrs. Sakshi Mody, Executive Director–Strategy of the Company w.e.f. 1<sup>st</sup> April, 2015 for the remaining period of her tenure.</li> <li>3. Approval for purchase of goods from M/s. Rasoi Limited, a related party for a period of 10 years w.e.f. 1<sup>st</sup> July, 2015 to 30<sup>th</sup> June, 2025, provided that the total amount of such purchase shall not exceed Rs. 25.00 Crores per annum.</li> </ol>
27 <sup>th</sup> September, 2016	<ol style="list-style-type: none"> <li>1. Revision in remuneration of Mr. Sandip Das, Executive Director &amp; CEO of the Company w.e.f. 1<sup>st</sup> April, 2016 for the remaining period of his tenure.</li> </ol>
25 <sup>th</sup> September, 2017	<ol style="list-style-type: none"> <li>1. Revision in remuneration of Mr. Sohan Sarma, Executive Director &amp; CEO of the Company w.e.f. 1<sup>st</sup> April, 2017 for the remaining period of his tenure.</li> </ol>

- **Postal Ballot:**

During the year 2017-18, no special resolution was passed through Postal Ballot process.

None of the business is proposed to be transacted through Postal Ballot.

**9. MEANS OF COMMUNICATION:**

The Company has published quarterly/half yearly/Annual results as per details mentioned below:.

Name of the News Paper	Date of Board meeting	Date of Publishing
Aajkal (Bengali) and Financial Express (English)	2 <sup>nd</sup> May, 2017	4 <sup>th</sup> May, 2017
	14 <sup>th</sup> September, 2017	16 <sup>th</sup> September, 2017
	16 <sup>th</sup> November, 2017	18 <sup>th</sup> November, 2017
	13 <sup>th</sup> February, 2018	15 <sup>th</sup> February, 2018

**Website:** The Company's website viz. [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable format.

**New releases, presentations, among others:** All corporate announcements made to the Stock Exchanges during the year 2017-18 are available on the website of the Company.

During the year 2017-18, the Company has not made any presentations to institutional investors or analysts.

**10. GENERAL SHAREHOLDER INFORMATION:**

- Annual General Meeting:** Friday, 3<sup>rd</sup> August, 2018, at 2.30 p.m., at Rabindra Tirtha, 33-1111, Major Arterial Road, 3<sup>rd</sup> Rotary, New Town, Kolkata – 700 156;
- Financial Year:** 1<sup>st</sup> April to 31<sup>st</sup> March;
- Dividend Payment Date:** Credit/Dispatch between 9<sup>th</sup> August, 2018 to 21<sup>st</sup> August, 2018;
- Listing on Stock Exchanges:**
  - BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
  - The Calcutta Stock Exchange Limited  
7 Lyons Range, Kolkata - 700 001
- Listing Fees:**

The Company has paid the listing fees to BSE Limited and The Calcutta Stock Exchange Limited (CSE) for the financial year 2018-19.

**f. Stock Code:**

BSE: 506522

CSE:020005

ISIN:INE430D01015

**g. Stock Market Price Data:**

The monthly high/low quotations of shares traded on BSE Limited during each month in the financial year 2017-18 are as follows:

Month	Share price of the Company on BSE (Rs.)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April, 2017	1,594.95	1,450.00	1,465.00	30,184.22	29,241.48	29,918.40
May, 2017	1,497.00	1,301.00	1,378.65	31,255.28	29,804.12	31,145.80
June, 2017	1,399.90	1,254.00	1,297.25	31,522.87	30,680.66	30,921.61
July, 2017	1,470.00	1,275.00	1,340.00	32,672.66	31,017.11	32,514.94
August, 2017	1,300.05	980.00	1,214.20	32,686.48	31,128.02	31,730.49
September, 2017	1,475.75	1,170.00	1,275.00	32,524.11	31,081.83	31,283.72
October, 2017	1,275.00	1,122.20	1,212.75	33,340.17	31,440.48	33,213.13
November, 2017	1,557.80	1,080.00	1,398.00	33,865.95	32,683.59	33,149.35
December, 2017	1,503.95	1,204.10	1,276.70	34,137.97	32,565.16	34,056.83
January, 2018	1,708.80	1,290.00	1,452.05	36,443.98	33,703.37	35,965.02
February, 2018	1,558.50	1,221.00	1,415.05	36,256.83	33,482.81	34,184.04
March, 2018	1,495.35	1,310.00	1,325.00	34,278.63	32,483.84	32,968.68

\*Source: [www.bseindia.com](http://www.bseindia.com)

**h. Performance of J. L. Morison (India) Limited share price in comparison to BSE Sensex (Based on closing price) during the financial year ended 31<sup>st</sup> March, 2018.**

**i. Trading of Securities:**

The securities of the Company were not suspended from trading during the year 2017-18.

**j. Registrar and Share Transfer Agents:**

CB Management Services (P) Ltd.  
P-22, Bondel Road, Kolkata – 700 019,  
Phone: (033) 4116700, Fax: (033) 40116739  
e-mail: rta@cbmsl.com

**k. Share Transfer System:**

All shares sent or transferred in physical form are registered by the Registrar and Share Transfer Agent (RTA) within 15 days of the lodgment, if documents, are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days.

**l. Distribution of Shareholding as on 31<sup>st</sup> March, 2018**

Shares having nominal value of Rs. From To	No. of holders	%	No. of shares	%
1 – 5,000	2,850	99.30	1,62,727	11.92
5,001 – 10,000	3	0.11	21,514	1.58
10,001 – 20,000	5	0.17	75,021	5.50
20,001 – 30,000	4	0.14	1,02,256	7.49
30,001 – 40,000	1	0.03	35,652	2.61
40,001 – 50,000	0	0.00	0	0.00
50,001 – 100,000	4	0.15	3,08,945	22.63
1,00,001 AND ABOVE	3	0.10	6,58,919	48.27
<b>TOTAL</b>	<b>2,870</b>	<b>100.00</b>	<b>13,65,034</b>	<b>100.00</b>

**m. Dematerialization of Shares and Liquidity:**

As on 31<sup>st</sup> March, 2018, 97.519% of the total shares of the Company were in dematerialized form.

**n. Convertible Instrument:**

The Company has not issued any American Depository Receipts (ADRs)/Global Depository Receipts (GDRs), warrants or any convertible instruments during the financial year ended 31<sup>st</sup> March, 2018.

**o. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The Company did not engage in the business of Commodity trading. The foreign exchange fluctuation risk with regard to imports made by the Company is mitigated by currency hedging.

**p. Plant Location:**

E-95/1, MIDC, Waluj, near Siemens factory, Waluj, Aurangabad – 431 136, Maharashtra.

**q. Registered Office/Corporate Office & Address for Investors' Correspondence****Registered Office**

**J. L. Morison (India) Limited,**  
Rasoil Court,  
20, Sir R. N. Mukherjee Road,  
Kolkata – 700 001  
Phone : (033) 22480114/22480115  
Fax : (033) 22481200  
e-mail : investors@jlmorison.com  
Website: [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate)

**Registrar and Share Transfer Agent Office**

**CB Management Services (P) Ltd.**  
P-22, Bondel Road, Kolkata – 700 019  
Phone: (033) 40116700, Fax: (033) 40116739  
e-mail: rta@cbmsl.com

**Corporate Office**

Peninsula Business Park, Tower "A",  
8<sup>th</sup> Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
Phone: (022) 61410300  
Fax : (022) 24950317

**11. OTHER DISCLOSURES:****a. Related party transactions:**

During the year, the Company had transactions with its Promoters, Directors or with their relatives, etc. and none of the transactions with any of the related parties were in conflict with the interest of the Company. The transactions with the related parties, as per the requirements of the Indian Accounting Standard (Ind AS) 24, are disclosed in Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website at [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate) under Investor Relation Section.



**b. Compliance by the Company:**

The Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no penalties or strictures imposed either by the SEBI or Stock Exchanges or any other Statutory Authorities for non-compliance of any matter relating to capital market during the last three years.

**c. Whistle-Blower Policy/Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:**

The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2017-18, no employee was denied access to the Audit Committee.

**d. Details of Compliance with mandatory requirements and adoption of non-mandatory requirements:**

The Company has complied with all mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.

**e. Policy for determining “material” subsidiaries:**

As the Company does not have any subsidiary, the policy for determining the “material” subsidiary has not been made.

**f. Commodity price risks and commodity hedging activities:**

The Company does not deal in commodity price risks and commodity hedging activities.

**g. Code of Conduct for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for prevention of Insider Trading for its Management, Directors, Employees, and other connected persons. The code lays down guidelines and procedure to be followed and disclosures to be made by Directors, top level Executives and Employees whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the code.

**h. SHE (Safety, Health & Environment) System:**

The Company has adopted Safety, Health and Environment (SHE) system with a commitment to provide a safe and healthy working environment.

**12. Compliance of the requirement of Corporate Governance Report:**

During the year 2017-18, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13. Discretionary requirements as specified in Part E of Schedule II:**

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- (a) Audit Qualification - The Company is in the regime of unqualified financial statements.
- (b) Separate posts of Chairman and CEO – The Company has separate Chairman and Managing Director or Chief Executive Officer.
- (c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

**14. Disclosure of the compliance with Corporate Governance:**

The Company has complied with the Regulations 17 to 20, 22, 23, 25 to 27 and Clauses (b) and (i) sub-regulations 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2017-18, whenever applicable. Regulations 21 and 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

**15. Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Ind AS issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

**16. Disclosure with respect to demat suspense account/unclaimed suspense account:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31<sup>st</sup> March, 2018. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**17. Compliance Certificate for Code of Conduct:**

The declaration by the Executive Director & CEO affirming compliance of Board and Senior Management Personnel to the Code is also annexed herewith and forming part of Annual Report.

**18. Compliance Certificate by Auditors:**

The Company has obtained a certificate from the Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed herewith and forming part of Annual Report.

### Declaration – Code of Conduct

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March, 2018.

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

Place: Mumbai  
Date: 26<sup>th</sup> April, 2018

**Sohan Sarda**  
**Executive Director & CEO**

### AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

#### To the Members of

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

1. This certificate is issued in accordance with our engagement letter dated September 25, 2017
2. This certificate contains details of compliance of conditions of corporate governance by J. L. MORISON (INDIA) LIMITED ('the Company') for the year ended 31<sup>st</sup> March, 2018 as stipulated in Regulations 17-27 clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the Listing Agreement of the Company with Stock exchanges to the extent applicable.

#### Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

#### Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31<sup>st</sup> March, 2018.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### Restriction on Use

10. The certificate is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Lodha & Co.,**  
Chartered Accountants  
ICAI Firm Registration No.: 301051E

Place: Mumbai  
Date: 26<sup>th</sup> April, 2018

**R.P.Baradiya**  
Partner  
Member No: 44101