

## 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, 2020, the Board of Directors comprised of total six directors, out of which three are Non-Executive Independent Directors, one is Executive Director and two are Non-Executive Non Independent Directors. Further, the Board has appointed Mrs. Annapurna Dubey as an Additional Women Independent Director w.e.f. 18<sup>th</sup> June, 2020, subject to approval of the members of the Company.

Mr. Sohan Sarda was reappointed as Whole Time Director (designated as Executive Director and CEO) of the Company for a further period from 1<sup>st</sup> February, 2020 to 31<sup>st</sup> March, 2023, subject to approval of the members of the Company in the ensuing Annual General Meeting.

None of the Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters, Directors, 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 2019-20 and at the last Annual General Meeting of the Company, 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 <sup>1</sup>	Committee Positions (including Company) <sup>2</sup>	
			Board Meetings	Last AGM		Memberships	Chairman
Mr. Raghu Nandan Mody	Chairman & Promoter	4	2	Yes	3	3	-
Mrs. Sakshi Mody	Non-Executive Director & Promoter	4	3	Yes	-	1	-
Mr. Sohan Sarda	Executive Director & CEO	4	4	Yes	-	2	-
Mr. Sanjay Kothari	Independent Director	4	4	Yes	2	2	2
Mr. Dinesh Sharma	Independent Director	4	2	Yes	-	1	-
*Mr. Chakrapani B. Misra	Independent Director	4	1	NA	NA	NA	NA
Mr. Lalit Kumar Bararia	Independent Director	4	3	Yes	1	2	1

\*Resigned from the directorship of the Company w.e.f. 29<sup>th</sup> July, 2019.

- The directorship held by directors as mentioned above do not include directorships in foreign companies, Section 8 companies and private limited companies as on 31<sup>st</sup> March, 2020.
- Membership/Chairmanship of only Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies/ subsidiary of public companies have been considered.

**c) Directorship held in other listed entities and category of directorship as on 31<sup>st</sup> March, 2020:**

Name of the Director	Directorship in other listed entities (Category of directorship)
Mr. Raghu Nandan Mody (Chairman & Promoter)	Hindustan Composites Limited (Chairman & Whole Time Director)
Mrs. Sakshi Mody (Non-Executive Director & Promoter)	NIL
Mr. Sohan Sarda (Executive Director & CEO)	NIL
Mr. Sanjay Kothari (Non-Executive Independent Director)	International Conveyors Limited (Non-Executive Independent Director)
Mr. Dinesh Sharma (Non-Executive Independent Director)	NIL
Mr. Lalit Kumar Bararia (Non-Executive Independent Director)	Hindustan Composites Limited (Non-Executive Independent Director)

**d) Number and date of Board Meetings held:**

Four board meetings were held during the year 2019-2020. The dates on which the meetings were held are as follows:

Date of Board Meeting	Strength of the Board	No. of directors present
7 <sup>th</sup> May, 2019	7	4
31 <sup>st</sup> July, 2019	6	6
7 <sup>th</sup> November, 2019	6	4
31 <sup>st</sup> January, 2020	6	5

**e) Disclosure of relationship between directors *inter se*:**

None of the directors of the Company are related *inter se* to any other except Mrs. Sakshi Mody, who is grand daughter-in-law of Mr. Raghu Nandan Mody, the Chairman of the Company.

**f) 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.

**g) 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 the link: <https://www.jlmorison.com/corporate/investor-relations.php?sec=YW9pZA>

**h) Key Board qualifications, expertise and attributes:**

The Company is engaged in manufacturing and distribution of fast moving consumer goods/personal care products like range of Baby care products, hair color and oral care.

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that Company's Board is in compliance with the highest standards of corporate governance.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business for it to function effectively, efficiently and those available with the Board as a whole and the specific areas of focus or expertise of individual board members have been highlighted hereunder:

Core skills / competencies / Expertise and Description	Name of Directors					
	Mr. Raghu Nandan Mody	Mr. Sohan Sarda	Mrs. Sakshi Mody	Mr. Sanjay Kothari	Mr. Lalit Kumar Bararia	Mr. Dinesh Sharma
<b>Sales &amp; Marketing:</b> Experience in developing strategies to grow sales and market share and marketing management with ability to evaluate opportunities based on current and prospective scenario.	✓	✓	✓	✓	✓	✓
<b>Global Business experience:</b> Experience in leading businesses in different geographies/markets around the world with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.	✓	✓	✓	✓	✓	-
<b>General Management /Governance:</b> Strategic thinking, decision making and protect interest of all stakeholders;	✓	✓	✓	✓	✓	✓
<b>Financial skills:</b> Understanding the financial statements, financial controls, risk management, funding, financial reporting process, mergers and acquisition, etc.	✓	✓	✓	✓	✓	✓
<b>Professional &amp; Technical Skills:</b> Technical and professional skills and knowledge including legal and regulatory aspects.	✓	✓	✓	✓	✓	✓

**i) Declaration by the Board:**

In the opinion of the Board of Directors of the Company, the Independent Directors fulfil the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22 October, 2019 issued by the Ministry of Corporate Affairs in this regard.

None of the Independent Director serve as Independent Director in more than 7 listed companies.

**j) Reason of resignation of Independent Director:**

During the financial year 2019-20, Mr. Chakrapani B. Misra - Non Executive Independent Director of the Company resigned from directorship of the Company w.e.f. 29<sup>th</sup> July 2019 due to his extreme work exigencies and oncoming other professional commitments, due to which he was not able to devote time to the Company. He had also confirmed in his resignation letter that there was no other material reason other than those mentioned therein for his resignation.

**3. AUDIT COMMITTEE:**

Pursuant to the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Audit Committee. Majority of the members of the Committee, including Chairman, are Independent Directors.

**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. The brief description of terms of reference is as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:

- Changes, if any, in accounting policies and practices and reasons for the same. Major accounting entries involving estimates based on the exercise of judgment by the management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of related party transactions.
  - Qualifications, if any in draft audit report.
- Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of Section 134 (5) of the Companies Act, 2013.
  - Review with management quarterly/half yearly/yearly financial statements before submission to the Board for approval.
  - Recommending the appointment/re-appointment/removal of auditors, fixation of audit fees and also approval of payments for any other services.
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
  - Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
  - Reviewing the Company's financial and risk management policies.
  - Compliance with the Stock Exchanges and legal requirements concerning financial statements.
  - Approval of or any subsequent modification in transactions with related parties.
  - Scrutiny of inter-corporate loans and investments.

Carrying out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company. In addition, the powers and role of the Audit Committee are as 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:

During the year 2019 - 2020 the Audit Committee was reconstituted. Mr. Lalit Kumar Bararia, Non-Executive Independent Director was appointed as Member of the Committee effective from 31<sup>st</sup> July, 2019 in place of Mr. Chakrapani B. Misra, who ceased to be the Member of the Audit Committee upon his resignation from directorship of the Company. As on 31<sup>st</sup> March, 2020, the Audit Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Sohan Sarda, Mr. Dinesh Sharma and Mr. Lalit Kumar Bararia as its members. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background. The partners / authorised representatives of Statutory Auditors and Internal Auditors are invited to the meetings of the Audit Committee, as and when required.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

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

The Audit Committee met four times viz. 7<sup>th</sup> May, 2019, 31<sup>st</sup> July, 2019, 7<sup>th</sup> November, 2019, and 31<sup>st</sup> January, 2020 during the year under review. The number of meetings attended by each member during the year ended 31<sup>st</sup> March, 2020 is as follows:

Name of the member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	4	4
Mr. Dinesh Sharma	Member	4	2
Mr. Sohan Sarda	Member	4	4
Mr. Chakrapani B. Misra (upto 28 <sup>th</sup> July, 2019)	Member	1	1
Mr. Lalit Kumar Bararia (w.e.f. 31 <sup>st</sup> July, 2019)	Member	2	2

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, *inter alia*, recommends the remuneration payable to executive directors, key managerial personnel (KMPs) and senior management personnel (SMPs) of the Company.

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

The broad terms of reference of the Nomination and Remuneration Committee are to-

- formulate criteria for determining qualifications, positive attributes and independence of directors and evaluating the performance of the Board of Directors.
- identify and access potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as directors / independent directors on the Board and as Key Managerial Personnel (KMPs).
- recommend the Company's, policy on remuneration packages for the Managing Director/Executive Director/KMPs and reviewing the structures, design and implementation of remuneration policy. The Remuneration Policy is available on the website of the Company at [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate)
- determine terms and conditions for appointment of independent directors. The same is also available on the website of the Company at [www.jlmorison.com/corporate](http://www.jlmorison.com/corporate)

**b) Composition:**

As on 31<sup>st</sup> March, 2020, the Nomination and Remuneration Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Raghu Nandan Mody and Mr. Dinesh Sharma as its members.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

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

The Nomination and Remuneration Committee met twice during the year viz. 7<sup>th</sup> May, 2019 and 31<sup>st</sup> January, 2020. The 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	1
Mr. Dinesh Sharma	Member	2	1

**d) Performance evaluation criteria for independent directors.**

Pursuant to the provisions of Section 178(2) of Companies Act, 2013 read with Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performance of the Board as whole, individually of all the directors including independent directors, Chairman and all the Committees. 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 Director had any pecuniary relationship or transactions with the Company during the financial year 2019-20.
- b) None of the Non-Executive Directors 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, 2020 and shares held by them on that date are as follows:

**(Rs. in Lakhs)**

Name	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting fees	Total	Total no. of shares held
Mr. Raghu Nandan Mody	-	-	-	0.30	0.30	250
Mr. Sanjay Kothari	-	-	-	1.40	1.40	-
Mr. Sohan Sarada	54.75	0.40	3.93	-	59.08	-
Mr. Dinesh Sharma	-	-	-	0.50	0.50	-
Mrs. Sakshi Mody	-	-	-	0.60	0.60	-
Mr. Chakrapani B. Misra	-	-	-	0.30	0.30	-
Mr. Lalit Kumar Bararia	-	-	-	0.50	0.50	-

- i. The above details of remuneration or fees paid include all elements of remuneration package of individual director summarized under major group.
- ii. Apart from the above mentioned remuneration or fees paid, there are no other fixed component and performance linked incentives based on the performance criteria.
- iii. There are no separate service contracts with any of the directors. The tenure of office of the Mr. Sohan Sarda, Whole Time Director (designated as Executive Director & CEO) is from 1<sup>st</sup> February, 2020 to 31<sup>st</sup> March, 2023 and can be terminated by either party by giving 60 days' notice in writing. There is no separate provision for payment of severance fees.
- iv. No stock options are offered to any of the Directors of the Company.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Stakeholders' Relationship Committee.

### a) Brief terms of reference:

The Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer/transmission/demat/remat of shares and other miscellaneous complaints. The Committee is also responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. In addition, the terms of reference of the Committee are as laid down under Regulation 19 and Schedule II Part D (B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

### b) Composition:

During the year 2019-2020 the Stakeholders Relationship Committee was reconstituted. Mrs. Sakshi Mody, Non-Executive Director was appointed as a Member of the Committee effective from 31<sup>st</sup> July, 2019 in place of Mr. Chakrapani B. Misra, who ceased to be the Member of the Stakeholders Relationship Committee upon his resignation from directorship of the Company.

As on 31<sup>st</sup> March, 2020, the Stakeholders' Relationship Committee comprised of Mr. Sanjay Kothari as a Chairman of the Committee, Mr. Sohan Sarda and Mrs. Sakshi Mody, as its members. Mr. Chakrapani B. Misra, ceased to be member of the Committee upon resigning from directorship of the Company w.e.f. 29<sup>th</sup> July, 2019.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

### c) Status of investors' complaints:

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

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

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board of Directors has duly constituted the Corporate Social Responsibility (CSR) Committee.

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

- To frame the CSR Policy and its review from time-to-time.
- To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- To ensure compliance with the laws, rules and regulations governing the CSR and to periodically report to the Board of Directors.

### b) Composition:

During the year 2019-2020 the Corporate Social Responsibility Committee was reconstituted. Mr. Lalit Kumar Bararia, Non-Executive Independent Director was appointed as Member of the Committee effective from 31<sup>st</sup> July, 2020 in place of Mr. Chakrapani B. Misra, who ceased to be the Member of the Corporate Social Responsibility Committee upon his resignation from directorship of the Company w.e.f. 29<sup>th</sup> July, 2019.

As on 31<sup>st</sup> March, 2020, the Corporate Social Responsibility Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Lalit Kumar Bararia and Mr. Sohan Sarda as its members.

The Company Secretary and Compliance officer of the Company acts as Secretary to the Committee.

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

The Corporate Social Responsibility Committee met once during the year on 7<sup>th</sup> November, 2019. The details of attendance of each member in the meeting are as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	1	1
Mr. Chakrapani B. Misra (upto 28 <sup>th</sup> July, 2019)	Member	NA	NA
Mr. Sohan Sarda	Member	1	1
Mr. Lalit Kumar Bararia (w.e.f. 31 <sup>st</sup> July, 2019)	Member	1	1

**8. GENERAL BODY MEETINGS:**

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

Financial year	Time	Date	Location
2016-17	2.30 p.m.	25 <sup>th</sup> September, 2017	Rabindra Tirtha, 33-1111, Major Arterial Road, 3 <sup>rd</sup> Rotary, New Town, Kolkata – 700 156
2017-18	2.30 p.m.	3 <sup>rd</sup> August, 2018	Rabindra Tirtha, 33-1111, Major Arterial Road, 3 <sup>rd</sup> Rotary, New Town, Kolkata – 700 156
2018-19	10.30 a.m.	20 <sup>th</sup> September, 2019	Rabindra Tirtha, 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
25 <sup>th</sup> September, 2017	1. For approval of appointment and payment of remuneration to Mr. Sohan Sarda as Executive Director and CEO of the Company for the period of 3 years w.e.f. 1 <sup>st</sup> February, 2017 and revision in remuneration payable to him w.e.f. 1 <sup>st</sup> April, 2017 for remaining period of his tenure.
3 <sup>rd</sup> August, 2018	1. Reappointment of Mr. Sanjay Kothari as a Non-Executive Independent Director for a Second term of Five years with effect from 1 <sup>st</sup> April, 2019 2. Revision in remuneration of Mr. Sohan Sarda, Executive Director & CEO of the Company w.e.f. 1 <sup>st</sup> April, 2018 for the remaining period of his tenure 3. Confirmation of appointment of Mr. Raghu Nandan Mody as a Non-Executive Director of the Company.
20 <sup>th</sup> September, 2019	1. Reappointment of Mr. Dinesh Sharma as a Non-Executive Independent Director for a second term of five years with effect from 24 <sup>th</sup> December, 2019 2. Revision in remuneration of Mr. Sohan Sarda, Executive Director & CEO of the Company w.e.f. 1 <sup>st</sup> April, 2019 for the remaining period of his tenure

• **Postal Ballot:**

During the year 2019 - 20, no resolution was passed through postal ballot process.

None of the business proposed to be transacted at ensuing Annual General Meeting is required to be passed through Postal Ballot.

**9. MEANS OF COMMUNICATION:**

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

News Papers	Date of Board meeting	Date of Publishing
Aajkal (Bengali) and Financial Express [English–(all India Edition)]	7 <sup>th</sup> May, 2019	9 <sup>th</sup> May, 2019
	31 <sup>st</sup> July, 2019	2 <sup>nd</sup> August, 2019
	7 <sup>th</sup> November, 2019	9 <sup>th</sup> November, 2019
	31 <sup>st</sup> January, 2020	2 <sup>nd</sup> February, 2020

**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 2019-20 are available on the website of the Company.

During the year 2019-20, the Company has not made any presentations to institutional investors or analysts.

**10. GENERAL SHAREHOLDER INFORMATION:**

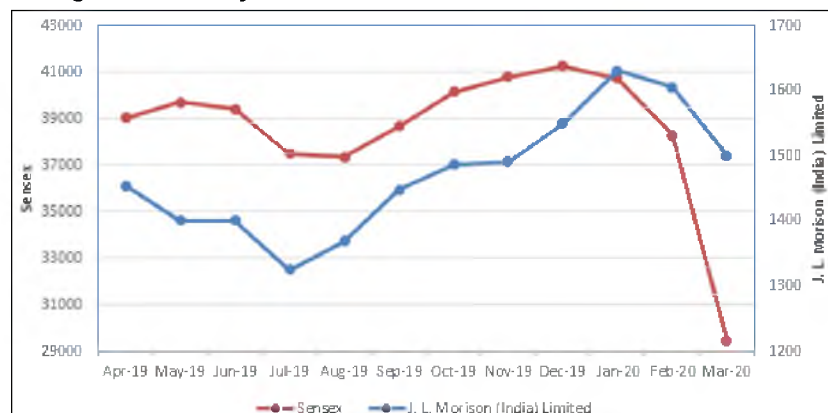
- a. Annual General Meeting:** Monday, 30<sup>th</sup> November, 2020 at 11.45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160.
- b. Financial Year:** 1<sup>st</sup> April to 31<sup>st</sup> March,
- c. Book Closure:**  
The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 21<sup>st</sup> November, 2020 to Monday, 30<sup>th</sup> November, 2020 (both days inclusive).
- d. Cut-off date for remote e-voting:**  
The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Friday, 20<sup>th</sup> November, 2020. Remote e-voting shall remain open from Friday, 27<sup>th</sup> November, 2020 (9.00 a.m.) and end on Sunday, 29<sup>th</sup> November, 2020 (5.00 p.m.).
- e. Dividend Payment Date:** Credit / Dispatch between 8<sup>th</sup> December, 2020 to 21<sup>st</sup> December, 2020.
- f. Listing on Stock Exchanges:**
- a) BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001
- g. Listing Fees:**  
The Company has paid the listing fees to the BSE Limited (BSE) for the financial year 2020 - 21.
- h. Stock Code:**  
BSE: 506522  
ISIN: INE430D01015
- i. Stock Market Price Data:**

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

Month	Share price of the Company on BSE (₹)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
Apr-19	1498.00	1260.00	1453.90	39487.45	38460.25	39031.55
May-19	1462.00	1311.00	1400.00	40124.96	36956.10	39714.20
Jun-19	1445.00	1380.00	1400.10	40312.07	38870.96	39394.64
Jul-19	1477.00	1325.00	1325.00	40032.41	37128.26	37481.12
Aug-19	1447.00	1310.00	1369.00	37807.55	36102.35	37332.79
Sep-19	1489.00	1290.00	1447.65	39441.12	35987.80	38667.33
Oct-19	1520.00	1351.05	1486.00	40392.22	37415.83	40129.05
Nov-19	1589.95	1390.05	1491.15	41163.79	40014.23	40793.81
Dec-19	1593.00	1401.00	1550.00	41809.96	40135.37	41253.74
Jan-20	1773.00	1500.00	1630.25	42273.87	40476.55	40723.49
Feb-20	1740.00	1532.00	1605.00	41709.30	38219.97	38297.29
Mar-20	1698.00	1400.00	1500.00	39083.17	25638.90	29468.49

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

- j. 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, 2020.**





**k. Trading of Securities:**

The securities of the Company were not suspended from trading during the year 2019-20.

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

CB Management Services (P) Ltd.  
P-22, Bondel Road, Kolkata – 700 019,  
Phone No. (033) 40116700  
E-mail: rta@cbmsl.com.

**m. Share Transfer System:**

With effect from 1<sup>st</sup> April, 2019, SEBI has mandated that, no share can be transferred in physical mode, except in case of transmission or transposition of the share. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, *interalia*, contained procedure for getting the shares dematerialised. Now, the trading in equity shares of the Company is permitted in dematerialised form only.

**n. Distribution of Shareholding as on 31<sup>st</sup> March, 2020:**

Shares having nominal value of Rs. 10/- each	No. of holders	%	No. of shares	%
1 – 5000	2767	99.07	151200	11.08
5001 – 10000	5	0.18	33750	2.47
10001 – 20000	10	0.35	142312	10.43
20001 – 30000	4	0.14	102256	7.49
30001 – 40000	1	0.04	35652	2.61
40001 – 50000	-	-	-	-
50000 – 100000	3	0.11	240945	17.65
100001 and above	3	0.11	658919	48.27
<b>Total</b>	<b>2793</b>	<b>100.00</b>	<b>1365034</b>	<b>100.00</b>

**o. Dematerialization of Shares and liquidity:**

As on 31<sup>st</sup> March, 2020, 98.04% of the total shares of the Company were in dematerialized form.

**p. 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, 2020.

**q. 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.

**r. Plant Location:**

E-95/1, MIDC, Waluj, near Siemens factory, Waluj, Aurangabad – 431136, Maharashtra.

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

<b>Registered Office</b> <b>J. L. Morison (India) Limited,</b> Rasoi Court, 20, Sir R. N. Mukherjee road, Kolkata – 700 001 Phone : 033 22480114/22480115 Email : investors@jlmorison.com Website: www.jlmorison.com/corporate  <b>Corporate Office</b> Peninsula Business Park, Tower "A", 8 <sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Phone: 022 61410300	<b>Registrar and Share Transfer Agent Office</b> <b>CB Management Services (P) Ltd.</b> P-22, Bondel Road, Kolkata – 700 019 Phone: (033) 40116700, e-mail: rta@cbmsl.com
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**t. List of all credit ratings obtained by the entity along with revisions (if any) during the financial year 2019-2020:**

During the financial year 2019-20 the Company has obtained credit rating from Acuite Ratings & Research Limited (Formerly known as SMERA Ratings Limited) which has been disclosed on the website of the Company.

## 11. OTHER DISCLOSURES:

### a. Related party transactions:

During the financial year, the Company had no transactions with its promoters, directors or with their relatives etc. which may have 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 <https://www.jlmorison.com/corporate/investor-relations.php?sec=cG9s>

### 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 exchange 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 2019-20, no employee was denied access to the Audit Committee.

### d. Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:

The Company has complied with all mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 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.

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

- (a) Audit Qualification - The Company is in the regime of unmodified audit opinion on 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 Auditors directly reports to the Audit Committee.

### e. Policy for determining “material” subsidiaries: As the company does not have any subsidiary, the policy for determining the “material” subsidiaries has not been made.

### f. Commodity price risks or foreign Exchange risk and hedging activities: The Company is exposed to the risk of Price fluctuations of raw material, which are proactively managed by forward booking of materials and inventory management.

### g. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015: During the financial year 2019-20, the Company has not raised any funds through preferential allotment or qualified institutions placement.

### h. Certificates from Practicing Company Secretary-

A certificate received from M/s. M Baldeva Associates, Company Secretaries, Thane certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs or any other statutory authority is appended herewith and forms part of this Report as required under Regulation 34(3) and schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

### i. Recommendation by Committees:

The Board has accepted all recommendations made by its committees during the financial year ended on 31<sup>st</sup> March, 2020.

### j. Fees paid to Statutory Auditors- During the financial year 2019-20, the total fees for all services paid by the Company to M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company is as under:

Particulars	Amount (Rs. in Lakhs)
Audit Fees including limited review fees	8.00
Re-imbursment of expenses	0.84

**k. Disclosures in relation to the sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	No. of Complaints
a.	Complaints filed during the financial year	0
b.	Complaints disposed of during the financial year	0
c.	Complaints pending as on end of the financial year	0

**l. Code of Conduct for Prevention of Insider Trading:** As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted revised Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the directors, designated persons and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window was closed during the time of declaration of results and occurrence of any material events as per the applicable regulations. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the code.

**m. 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 2019-20, 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. Disclosure of the compliance with Corporate Governance:**

The Company has complied with the Regulations 17 to 20, 22, 23, 24A, 25 to 27 and Clauses (b) and (i) sub-regulations 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2019-20, whenever applicable. Regulations 21 and 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

**14. Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind As) as specified under Section 133 of the Act, issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

**15. 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, 2020. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**16. Compliance Certificate for Code of Conduct:** A declaration by the Executive Director & CEO of the Company affirming compliance by the Board members and Senior Management Personnel to the Code is also annexed herewith and forming part of Annual Report.

**17. Compliance Certificate by Auditors:** The Company has obtained a certificate from the Auditors regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements), 2015 which is appended herewith and forms part of this Report.

**For and on behalf of the Board of Directors  
For J. L. Morison (India) Limited**

Place: Mumbai  
Date: 30<sup>th</sup> June, 2020

**Sanjay Kothari**  
Director  
DIN: 00258316

**Sohan Sarda**  
Executive Director & CEO  
DIN: 00129782

**Declaration – Code of Conduct**

As per Regulation 17 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sohan Sarda, Executive Director & CEO do hereby confirm that 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, 2020.

**For and on behalf of the Board of Directors  
For J. L. Morison (India) Limited**

Place: Mumbai  
Date: 30<sup>th</sup> June, 2020

**Sohan Sarda**  
Executive Director & CEO  
DIN: 00129782

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Part C Sub-clause 10(i) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members of

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

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **J. L. Morison (India) Limited** (CIN: L51109WB1934PLC088167) and having registered office at Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata- 700 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company (as appearing on the MCA portal)
1.	Mr. Raghu Nandan Mody	00053329	28/05/1987
2.	Mr. Sohan Sarda	00129782	01/02/2017
3.	Mr. Sanjay Kothari	00258316	05/08/2011
4.	Mrs. Sakshi Mody	06518139	29/05/2014
5.	Mr. Lalit Kumar Bararia	00204670	01/02/2017
6.	Mr. Dinesh Sharma	06798909	24/12/2014
7.	Mr. Chakrapani B. Mishra (resigned w.e.f. 29 <sup>th</sup> July, 2019)	07184034	20/05/2015

Ensuring the eligibility for the appointment / continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M Baldeva Associates**  
*Company Secretaries*

**CS Manish Baldeva**  
**Proprietor**

Place: Thane

Date: 30<sup>th</sup> June, 2020

M. No. FCS: 6180 C.P. No. 11062  
UDIN:F006180B000402037

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

**J L Morison (India) Limited**

This certificate contains details of compliance of conditions of corporate governance by **JL MORISON (INDIA) LIMITED** ('the Company') for the year ended 31<sup>st</sup> March 2020, 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')

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

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### **Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), Standards on auditing specified under section 143(10) of the Companies Act, 2013 and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

Based on the procedures performed by us and to the best of our information and according to explanations given to us, in our opinion, 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.

We further 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**

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 & COMPANY**

Chartered Accountants  
Firm registration No. – 301051E

**R. P. Baradiya**

Partner

Membership No. 44101

UDIN: 20044101AAAADW4561

Place: Mumbai

Date: 30<sup>th</sup> June, 2020