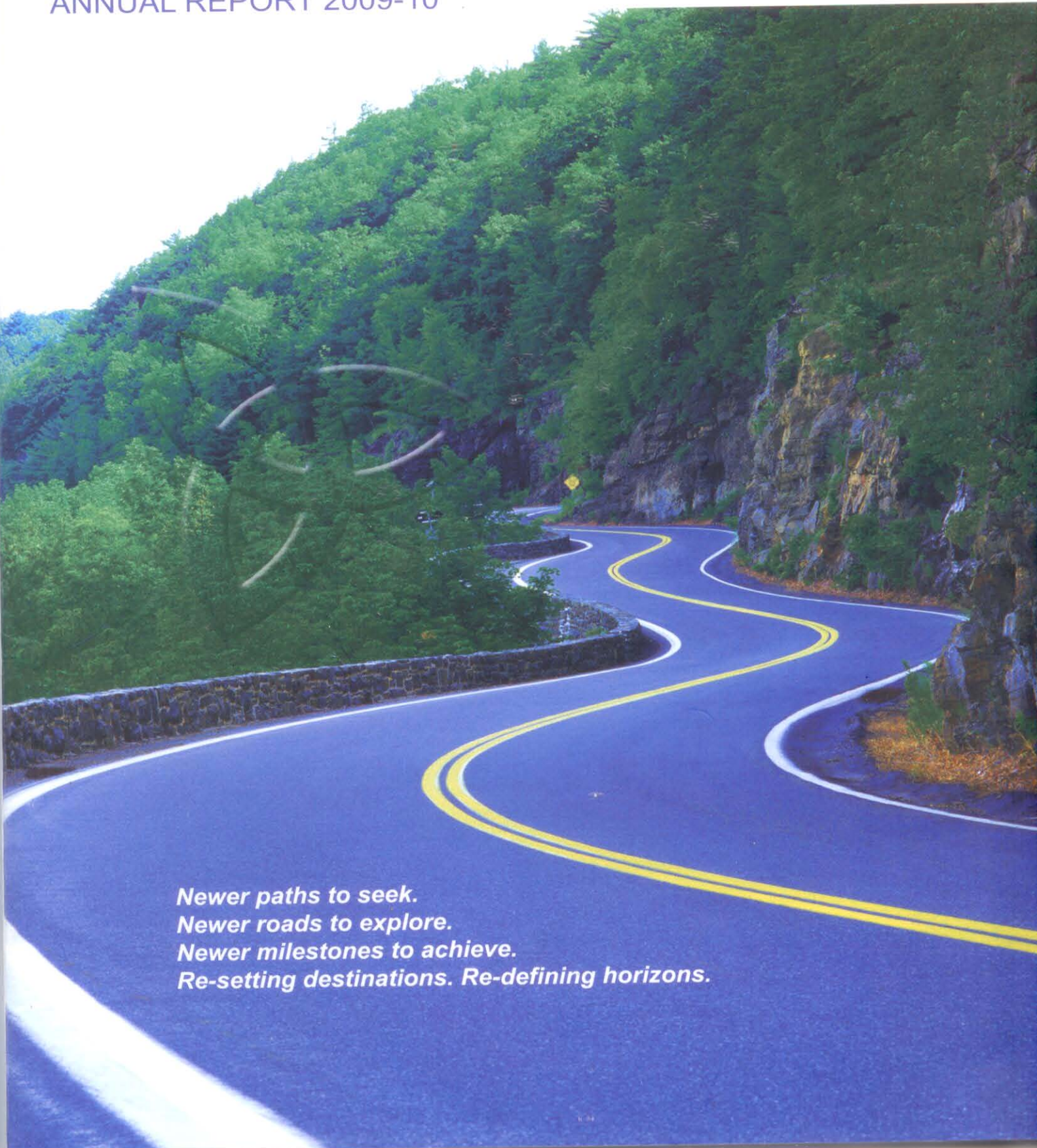
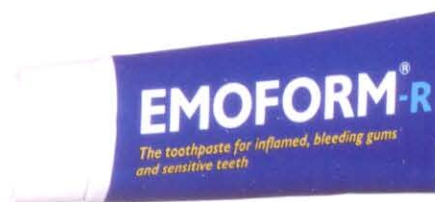


ANNUAL REPORT 2009-10



*Newer paths to seek.
Newer roads to explore.
Newer milestones to achieve.
Re-setting destinations. Re-defining horizons.*



BOARD OF DIRECTORS

R. N. MODY	CHAIRMAN
VARUNN MODY	DIRECTOR
ATUL TANDAN	DIRECTOR
LT. GEN. (RETD.) K. S. BRAR	DIRECTOR
D. L. LYON	DIRECTOR
H. K. KEJRIWAL	DIRECTOR (upto 16.05.09)
SHAMSUNDERAGGARWAL	DIRECTOR (w.e.f.28.01.2010)

BANKERS

CANARA BANK
BANK OF INDIA
CORPORATION BANK

AUDITORS

HARIBHAKTI & CO
CHARTERED ACCOUNTANTS
MUMBAI 400 021

SOLICITORS

KHAITAN & CO.

REGISTERED OFFICE:

RASOI COURT,
20, SIR R. N. MUKHERJEE ROAD,
KOLKATA - 700 001
PHONE : (033) 2248 0114/5
FAX: (033) 2248 1200
Website : www.jlmorisonindia.com

HEAD OFFICE

"CRYSTAL"
79, DR. ANNIE BESANT ROAD, WORLI
MUMBAI - 400 018

BRANCHES

MUMBAI
KOLKATA
NEW DELHI
CHENNAI

WORKS

E-95/1, MIDC WALUJ, NEAR SIEMENS FACTORY,
WALUJ, AURANGABAD - 431 136

75th Annual General Meeting of the Company will be held on Thursday, the 9th September, 2010 at 11:30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700017.

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NOTICE is hereby given that the 75th ANNUAL GENERAL MEETING of the Members of J. L. MORISON (INDIA) LIMITED will be held on Thursday, the 9th day of September 2010 at 11.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended on 31st March 2010 and the Balance Sheet as on that date and the Reports of the Directors' and the Auditors' thereon.
2. To declare Dividend for the financial year ended on 31st March 2010.
3. To appoint a Director in the place of Mr. D. L. Lyon, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. Atul Tandan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Special Business

6. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Shamsunder Aggarwal, who was appointed as an Additional Director by the Board of Directors with effect from 28th January 2010 in terms of Article 117 the Articles of Association of the Company and who holds office under the said Article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice along with requisite deposit under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors

Place: Mumbai
Date : 21st May, 2010

Varunn Mody
Executive Director

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

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 6th September 2010 to Thursday, 9th September 2010 (both days inclusive).
3. Shareholders are requested to forward all Share Transfers and any other communications to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
4. The dividend as recommended by the Board of Directors, if approved by the shareholders at the Annual General Meeting shall be paid to those members whose names appear on the Register of members of the Company as on 9th September 2010. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on 9th September 2010 as per the details furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
5. The Company has already transferred all Unclaimed Dividend declared upto the financial year ended on 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend from the Registrar of Companies, West Bengal, "Nizam Palace", II M.S.O. Buildings, 3rd floor, 234/4 Acharya Jagdish Chandra Bose Road, Kolkata 700 020.
6. The unclaimed dividend upto the financial years 2001-2002 has been transferred to the Investor Education and Protection Fund (IEPF) as required under Section 205-A and 205-C of the Companies Act 1956. The balance amount in unpaid Dividend Account for the financial year 2002-2003 is due for transfer to the Investors Education and Protection Fund administered by the Central Government during the month of October 2010. The shareholders whose dividend is unclaimed for the aforesaid financial year are requested to claim it immediately from the Company. Further shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed for a period of seven years from the date that these became first due for payment and no payment shall be made in respect of any such claim.
7. Shareholders seeking information on accounts published herein are kindly requested to furnish their queries to the

Company at least ten days before the date of the Meeting.

8. Shareholders are requested to bring their copies of the Annual Report to the Meeting.
9. Members who hold the shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
10. The shareholders, holding shares in identical order of names in more than one folio, are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.

Details, as required under clause 49(IV)b of the Listing Agreement, of directors seeking appointment / reappointment at ensuing AGM:

Mr. D. L. Lyon, aged 65 years, is Managing Director of Pearsalls Limited, England, with rich and varied management experience. He is also director in Hindustan Composites Ltd. Mr. Lyon does not hold any shares in the Company.

Mr. Atul Tandan, aged 62 years was Director & faculty in Mudra Institute of Communications, Ahmedabad (MICA) with over 38 years of experience in the field of Marketing on construction, hospitality, retailing interests, brand building and retailing of premium cosmetics, a Strategy Advisor on

strategizing the agency, client marketing and communications interface, a training facilitator on general management for middle / senior management professionals, a Marketing & Advertising Facilitator on customer services development and brand building in Key Digital Telephone Systems, Brand Management, Business Policy, Business Ethics with Consulting Interest in Health System, Media Impact, and Advocacy. He is also a member of various Professional Societies and Associations. Mr. Tandan does not hold any shares in the Company.

Mr. Shamsunder Aggarwal, aged 73 years, is graduate in Business Management from New York University. He was pioneer to establish Diners Club Credit Card business. Mr. Aggarwal is on the Governing Board of Lala Lajpatrai College of Commerce, Mumbai. He is also member of the Executive Committee of the Indo-American Chamber of Commerce, member of Executive Committee of the Indo-American Society, Chairman of its Finance & Administration Committee, member of Executive Committee of Willingdon Sports Club and member of the Indian Public Schools Committee. Mr. Aggarwal is also a Director of the Alliance Business Center Network and an elected director in the Office Business Centers Association International World Body for Business Centers.

Mr. Aggarwal, is also director in Garware Offshore Services Ltd., DBS Corporate Services Pvt. Ltd., DBS Financial Services Pvt. Ltd., DBS Internet Services Pvt. Ltd., Vanvik Leasing Pvt. Ltd., DBS World Travel Pvt. Ltd., Copper Rollers Pvt. Ltd. He does not hold any shares in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6:

Mr. Shamsunder Aggarwal was appointed as an Additional Director of the Company with effect from 28th January 2010. Mr. Shamsunder Aggarwal, aged 73 years, is graduate in Business Management from New York University. He was pioneer to establish Diners Club Credit Card business. Mr. Aggarwal is on the Governing Board of Lala Lajpatrai College of Commerce, Mumbai. He is also member of the Executive Committee of the Indo-American Chamber of Commerce, members of Executive Committee of Indo-American Society, Chairman of its Finance & Administration Committee, member of Executive Committee of Willingdon Sports Club and member of the Indian Public Schools Committee. Mr. Aggarwal is also a Director of the Alliance Business Center Network and an elected director in the Office Business Centers Association International World Body for Business Centers. He is also director in various companies.

Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Shamsunder Aggarwal holds office as such upto the date of this Annual General Meeting. The Company has received a notice along with requisite deposit under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director.

The Board recommends passing of the Ordinary Resolution as set out at item no. 6 of the Notice.

Except Mr. Shamsunder Aggarwal, no other Director is concerned or interested in the resolution.

By Order of the Board of Directors

Place: Mumbai
Date : 21st May, 2010

Varunn Mody
Executive Director

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

DIRECTORS' REPORT

To
The Members
J. L. Morison (India) Ltd.

Your Directors' have pleasure in presenting the 75th Annual Report and Statement of Accounts of the Company for the financial year ended on 31st March, 2010.

Financial highlights

	(Rs. in Lacs)	
	2009-10	2008-09
(a) Sales & Other Income	8,325.53	11,875.30
(b) Cost of Sales	8,015.82	11,444.84
(c) Gross Profit	309.71	430.46
(d) Interest	192.24	235.72
(e) Depreciation	86.86	101.97
(f) Profit before tax and prior period adjustments	30.61	92.77
(g) Provision for Taxation	9.10	16.01
(h) Prior period adjustment	51.57	(3.62)
(i) Net Profit after Tax	73.08	80.38
(j) Dividend	13.65	13.65
(k) Dividend Tax	2.32	2.32
(l) Transfer to General Reserve	1.83	64.41
(m) Transfer to P & L account	55.28	-

Dividend

Considering the financial position of the Company, your Directors recommend a dividend of Re. 1/- (10%) per share (Previous year Re. 1.00 per share - 10%).

Performance

In the year 2009-2010, we embarked on a new journey, with strong partnerships and leading brands in the portfolio. With the economy beginning to pick up, consumption and spending reverting back to near normal, it was a relatively good time to launch many of the recently acquired brands of the past year. With each division now having clear focus of the expanded portfolio, your company has been able to nearly double the FMCG business from the previous year's levels. This being the first year with a strong portfolio of brands, the future seems bright.

Though the overall turnover of the company has seen a dip from 119 Crore to 83 Crore, the growth of the FMCG business was significant and less dependency on the volatile oil trading business, where margins are at the risk of currency fluctuations lays a strong foundation for this new era.

The launch of Playboy on the 22nd April, 2009 in Mumbai was huge success. The coverage across all media platforms, like Television, Print, and electronic Media, gave the brand and the business the much needed motivation to succeed. This new business has contributed to nearly 25% of our FMCG business in its first year itself, and with acceptance of the products by the Indian Consumer being high, the business with Coty is set to grow in India. The partnership has strengthened and we are working with them to extend the product offerings for the brands for India.

The partnership with Merisant Company USA remains stable and the brand Equal which your company exclusively distributes in India maintained market share.

The partnership with Hoyu of Japan progressed with the Launch of Bigen Speedy the cream hair colorant from their vast

stable of brands. The hair care segment which is growing in India, provides potential for further growth for our business.

Our partnership with Alberto Culver also saw the launch of the leading skin care brand St. Ives, along with the hair care products of Vo5 and Alberto Balsam. While the launch happened towards the middle of the financial year, the contribution from this business in the latter half of the year has been healthy for the overall business of your company.

The newly created Lifestyle Division has been able to add to the growth of the FMCG business, and in the first year itself contributed nearly a third of the total brands business of your company. In the Modern Trade, JLM has reestablished itself as a leading player in the imported deodorants business, with most of the brands being the best selling brands across many leading retail chains.

Zero Gravity, the Company owned brand launched last year in the deodorant market segment, has made a significant impact in the Modern Trade amongst the vast clutter of brands available. While the segment continues to grow, the prospect of the brand remains significant. Zero Gravity is further being extended into Fragrances and other personal care products to build a strong and sustainable own brand business. The existing range of feeding bottles/nipples, colognes and brushes continue to do well. Your company will invest in building and extending its own brands business for the long term stability of the company.

EMOFORM continues to grow year on year and this year's performance has well surpassed the last year's sales for the brand. We continue our endeavor to build this division of the business and are launching other dental consumables, which are in the final stages of their development. The health care team has, through their dedication and hard work, surpassed what they set out to do for the year.

To summarize, the past year has been a successful first year, after the completion of our transition. While the investments made into the business for the long term have kept the bottom line under severe pressure, the coming years will be dedicated to building a stronger foundation for the future.

Public Deposits

During the year ended 31st March 2010, the Company has not accepted or renewed any public deposits.

Cost Audit

Pursuant to the provisions of section 233B of the Companies Act, 1956 the Central Government had directed your Company to conduct audit of the Cost Accounts relating to its Cosmetic & Toiletries products. The Company has submitted the Cost Audit Report duly audited by the Cost Auditor of the Company, M/s. P. M. Nanabhoy & Company, Cost Accountant, Mumbai, to the Central Government upto the financial year 2008-2009.

In view of discontinuation of manufacturing activities currently at Waluj plant, the Company has made an application to the Central Government for seeking exemption from appointment of cost auditor for the financial years 2009 - 10, 2010 - 11 and 2011 - 12.

Particulars of Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo

a) Conservation of Energy:

As required under Section 217(1)(e) of the Companies Act, 1956 and the rules made therein the particulars of conservation of energy is given in Annexure attached

b) herewith and forms part of this report.
Technology Absorption:

As the Company's manufacturing activities are discontinued, the Directors have nothing to report as regards to the Technology Absorption.

c) **Foreign Exchange Earnings and Outgo:**

During the Financial year 2009-2010, total foreign exchange used and earned was Rs. 3,693.83 Lakhs (previous year Rs. 7,328.97 Lakhs) and Rs. Nil (previous year Rs. Nil) respectively.

Particulars of Employees

During the year there were no employees in respect of whom information under section 217(2A) of the Companies Act, 1956 is required to be given in the Director's Report.

Directors

Mr. Shamsunder Aggarwal was appointed as an Additional Director of the Company w.e.f. 28th January, 2010. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Shamsunder Aggarwal holds office as such upto the date of this Annual General Meeting. The Company has received a notice along with requisite deposit under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director.

Mr. D. L. Lyon and Prof. Atul Tandan, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

Your directors recommend for the reappointment of Mr. D. L. Lyon and Prof. Atul Tandan as Directors of the Company and appointment of Mr. Shamsunder Aggarwal as Director of the Company.

Auditors

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

Your directors recommend the reappointment of M/s. Haribhakti & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting and to audit financial accounts of the Company for the year 2010 - 11.

Stock Exchanges

The Company's shares are listed at The Calcutta Stock Exchange Association Limited, Bombay Stock Exchange Limited and the Bangalore Stock Exchange and the Annual Listing Fees for the year 2010 - 2011 has been paid to the all the stock exchanges.

Secretarial Compliance Certificate

As required under Section 383A of the Companies Act, 1956, Secretarial Compliance Certificate received from M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai for the financial year 2009-2010 is annexed herewith and forms part of this Annual Report.

Corporate Governance

As required under Clause 49 of the Listing Agreements entered

into with various stock exchanges, Management Discussion & Analysis and Report on Corporate Governance are annexed herewith and form part of this Report.

Directors' Responsibility Statement

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

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

Acknowledgement

Your Directors acknowledge the support given by the Shareholders, Bankers, Trade Partners and Employees and look forward for their continued support.

For and on behalf of the Board of Directors

Place: Mumbai
 Date : 21st May, 2010

R. N. Mody
 Chairman

Registered Office:

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

ANNEXURE TO THE DIRECTORS' REPORT

**CONSERVATION OF ENERGY FOR THE YEAR 2009-2010
 (POWER & FUEL CONSUMPTION)**

Particulars	Current Year 2009-10	Previous Year 2008-09
1 Electricity		
A Purchase in units (Lakhs)	-	0.55
Total Amount (Rs. Lakhs)	-	2.99
Rate / Unit (Rs.)	-	5.44
B Own Generation		
Through Diesel Generator in units (Lakhs)	-	-
Units / Per Ltr. of Diesel oil	-	-
Cost / Unit (Rs.)	-	-
2 Furnace Oil / LDO		
Quantity (K Ltrs.)	-	0.038
Total amount (Rs. Lakhs)	-	1.21
Average Rate Rs. / (Ltrs.)	-	31.84

Note: The Company's manufacturing unit situated at Waluj, Aurangabad was closed with effect from 23rd August, 2009.

COMPLIANCE CERTIFICATE

Authorised Share Capital : Rs.3,00,00,000/-
Company Registration No. : L51109WB1934PLC088167

To,

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

We have examined the registers, records, books and papers of **M/s. J. L. Morison (India) Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31st March, 2010 (**financial year**). In our opinion and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Companies Act, 1956 and the rules made thereunder and entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Central Government, Company Law Board or other authorities under the Companies Act, 1956 and the rules made thereunder. The Company has paid the necessary additional fee for the documents filed after the time prescribed under the act.
3. The Company being a Public Limited Company, has the paid up capital of Rs. 1,36,50,340/- (Rupees One Crore Thirty Six Lacs Fifty Thousand Three Hundred Forty) as on 31st March, 2010 and the restrictive provisions of Section 3(1) (iii) of the Act are not applicable.
4. The Board of Directors duly met 4 (four) times on 16th May 2009, 28th July 2009, 29th October 2009, and 28th January 2010 as per information and explanation given by the management, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for that purpose. No resolution by circulation has been passed by the Company.
5. The Company closed its Register of Members from 9th September 2009 to 15th September 2009 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 15th September, 2009 and as per information and explanation given by the management, the Company has given adequate notice to the members of the Company and the resolutions passed thereat were duly recorded and signed in the Minutes Book maintained for that purpose.
7. No Extra - Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approval from the Board of Directors, Members or Central Government.
12. The duly constituted Committee of the Board of Directors has approved the issue of duplicate share certificates.
13. The Company :
 - (i) has delivered all the share certificates on lodgement thereof for transfer / transmission or for any other purpose in accordance with the provisions of the Act.
 - (ii) has deposited the amount of dividend declared at the Annual General Meeting held on 15th September 2009 into a separate Bank account on 17th September 2009, which was within five days from the date of declaration of such dividend.
 - (iii) has posted warrants for dividends to all members within a period of 30 (thirty) days from the date of declaration and that all unclaimed / unpaid dividend has been transferred to Un-paid Dividend Account of the Company with HDFC Bank Ltd., Mumbai.
 - (iv) pursuant to the provisions of Section 205C of the Companies Act, 1956, unclaimed dividend for the financial year ended on 31st March, 2001, which remained unclaimed or unpaid for a period of seven years, have been transferred to Investor Education and Protection Fund.
 - (v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. The re-appointment of directors retiring by rotation and appointment of Mr. Shamsunder Aggarwal as an additional director was duly made. There was no appointment of alternate director or directors to fill casual vacancy during the financial year.
15. During the financial year under review, the Company appointed Mr. Varunn Mody as an Executive Director for a period of 3 years w.e.f. 23rd August, 2009 and has complied with the requirements of the Act.
16. The Company has not appointed any sole selling agent during the financial year.

17 During the year under review, the Company made following applications to the Central Government:

- (a) for appointment of Cost Auditors to audit cost accounts for the financial year 2008-09;
- (b) for seeking exemption from appointment of cost auditor for the financial years 2009-10, 2010-11 and 2011-12.

The Company was not required to obtain any approvals from Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.

18 The Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

19 The Company has not issued shares / debentures / other securities during the financial year.

20 The Company has not bought back any shares during the financial year.

21 There was no redemption of preference shares or debentures during the financial year.

22 There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration.

23 The Company has not invited / accepted any deposits including any unsecured loans during the financial year which is falling within the purview of Section 58A read with the Companies (Acceptance of Deposit) Rules, 1975 / the applicable directions issued by the Reserve Bank of India / any other authorities.

24 The amount borrowed by the Company during the financial year under review was within the limits prescribed under Section 293(1)(d) of the Act.

25 The Company has made loans and advances, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for that purpose.

26 The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the financial year.

27 The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.

28 The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year.

29 The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year.

30 The Company has not altered its Articles of Association during the financial year.

31 There were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.

32 The Company has not received any money as security from its employees during the financial year.

33 The company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Companies Act.

For Manish Ghia & Associates
Company Secretaries

Place : Mumbai
Date : 21st May, 2010

Manish L. Ghia
Partner
M. No. ACS 7254
C. P. No.3531

ANNEXURE "A"

Registers maintained by M/s. J. L. Morison (India) Limited

- 1) Register of Members under Section 150 of the Companies Act, 1956.
- 2) Index of Members under Section 151 of the Companies Act, 1956.
- 3) Register of Share Transfers / transmission.
- 4) Register and Returns under Section 163 of the Companies Act, 1956 (including copies of all annual returns prepared under Section 159 & Section 160 of the Companies Act, 1956)
- 5) Register of Directors under Section 303 of the Companies Act, 1956.
- 6) Register of Contracts and Disclosure of Directors Interest under Section 301 of the Companies Act, 1956.
- 7) Register of Directors shareholdings under Section 307 of the Companies Act, 1956.
- 8) Minutes Book of the Meetings of Board of Directors and General Meetings under Section 193 of the Companies Act, 1956.
- 9) Register of Shareholders' / Proxys' Attendance.
- 10) Register of Renewal, Split, Consolidation and Duplicate Share Certificates.
- 11) Register of Charges under Section 143 of the Companies Act, 1956.

ANNEXURE "B"

Forms, returns and applications filed by J. L. Morison (India) Limited during the financial year ended on 31st March, 2010:

A) With the Registrar of Companies:

Sr. No.	Form No.	Relevant Section / Rule	Description	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes / No
1	17	138	Particulars of satisfaction of charge created in favour of Canara Bank (Charge ID 80037309).	16.04.2009	Yes	N.A.
2	8	125	Particulars of modification of charge in favour of Consortium comprising of Canara Bank, Bank of India and Corporation Bank - limit enhanced from Rs. 3000 Lacs to Rs. 4290 Lacs (Charge ID 10063403).	22.04.2009	No	Yes
3	8	125	Particulars of modification of charge in favour of Consortium comprising of Canara Bank, Bank of India and Corporation Bank limit enhanced from Rs. 1290 Lacs to Rs. 4290 Lacs (Charge ID 80016543).	22.04.2009	No	Yes
4	32	303(2)	Particulars of resignation of Mr. Harkishore Kejriwal from directorship of the Company w.e.f. 16 th May 2009.	28.05.2009	Yes	N.A.
5	32	303(2)	Particulars of change in designation of Mr. Varunn Mody from Director to Whole-time Director of the Company w.e.f. 23 rd August, 2009.	25.08.2009	Yes	N.A.
6	23	192	Particulars of appointment of Mr. Varunn Mody as Executive Director of the Company for a period of 3 years w.e.f. 23 rd August, 2009	26.08.2009	Yes	N.A.
7	8	125	Particulars of creation of charge in favour of Canara Bank for Rs. 400 Lacs (Charge Id 10172765)	04.09.2009	Yes	N.A.
8	25C	269 (2)	Return for appointment of Mr. Varunn Mody as Whole-time Director of the Company for a period of 3 year w.e.f. 23 rd August, 2009.	18.09.2009	Yes	N.A.
9	66	383A	Compliance Certificate under Section 383A of the Companies Act, 1956 for the year ended on 31 st March 2009.	21.09.2009	Yes	N.A.
10	23	192	Particulars of Special Resolution passed at the Annual General Meeting held on 15 th September 2009 for appointment of Mr. Varunn Mody as Executive Director of the Company.	08.10.2009	Yes	N.A.
11	23AC/ 23ACA	220	Schedule VI (Annual Accounts) for the financial year ended 31 st March 2009.	10.10.2009	Yes	N.A.
12	1INV	Rule 3	Particulars of transfer of unclaimed dividend for the financial year 2001-02 to Investors Education and Protection Fund.	09.11.2009	Yes	N.A.
13	20B	159	Schedule V (Annual Return) as on the date of Annual General Meeting i.e. 15 th September 2009.	13.11.2009	Yes	N.A.
14	17	138	Particulars of satisfaction of charge created in favour of Bank of India (Charge ID 10021966).	30.11.2009	Yes	N.A.

15	8	125	Particulars of modification of charge in favour of Consortium comprising of Canara Bank, Bank of India and Corporation Bank limit enhanced from Rs 4290 Lacs and Rs. 6305 Lacs (Charge ID 80016543).	03.12.2009	Yes	N.A.
16	8	125	Particulars of modification of charge in favour of Canara Bank Consortium comprising of Canara Bank, Bank of India and Corporation Bank limit enhanced from Rs. 4290 Lacs to Rs. 6305 Lacs (Charge ID 10063403).	17.12.2009	No	Yes
17	8	125	Particulars of modification of charge in favour of Canara Bank Consortium comprising of Canara Bank, Bank of India and Corporation Bank limit enhanced from Rs. 4290 Lacs to Rs. 6305 Lacs (Charge ID 10063403).	17.12.2009	No	Yes
18	32	303(2)	Particulars of appointment of Mr. Shamsunder Aggarwal as an Additional Director of the Company w.e.f. 28 th January 2010.	22.02.2010	Yes	N.A.

B) With the Office of the Regional Director, Western Region Bench at Kolkata: Nil

C) With the Office of the Ministry of Corporate Affairs (Central Government) at Delhi:

19	23C	233B	Application to Central Government for appointment of Cost Auditor for the year 2008- 09.	01.06.2009	Yes	N.A.
20	CAR	233B(4)	Filing cost audit report for the year ended 31 st March 2009 with Central Government.	22.09.2009	N.A.	N.A.
21	65	233B	Application to Central Government for seeking exemption from appointment of cost auditor for the financial years 2009- 10, 2010- 11 and 2011-12.	12.03.2010	Yes	N.A.

D) With any other Authorities as prescribed under the Act : Nil

REPORT ON CORPORATE GOVERNANCE

1. 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 shareholders, 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 31st March 2010, the Board of Directors comprised of total six Directors, out of which four are Non Executive Independent Directors and one is Non Executive Non Independent Director and one is Executive Director. The Company complies with the norms prescribed under Clause 49 of the Listing Agreement for constitution of Board of Directors.

None of the Directors on the Board is a member of more than 10 Committees and Chairman in more than 5 Committees, across all Companies in which they are Director.

b) Board Procedure

The agenda is prepared in consultation with the Chairman of the Board and the Chairman of the other committees. The agenda for the meetings of the board and its committees, together with the appropriate supporting documents, are circulated well in advance of the meeting.

Matter discussed at Board meeting generally relate to Company's performance, quarterly results of the Company, review of the reports of the internal Auditors, Audit Committee and compliance with their recommendation, suggestion, non compliance of any regulatory, statutory or listing requirements etc.

c) Attendance at Board meetings and the last AGM

During the year under review, the Board of Directors met 4 (four) times viz. 16th May, 2009, 28th July, 2009, 29th October, 2009 & 28th January, 2010.

Details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2009 - 2010 and at the last Annual General Meeting, their directorships in other companies and membership / chairmanship in committees are as follows:

Name	Category	Attendance at Board Meetings		Directorship in other Public Limited Companies	Membership / Chairmanship of Committees (including Company)		Attendance at A.G.M. held on 15 th September 2009
		Held	Attended		Chairman	Member	
Mr. R. N. Mody	Non-Executive & Non Independent	4	4	4	1	4	Yes
Mr. Varunn Mody*	Executive	4	4	3	-	-	Yes
Let. Gen. (Retd.) K. S. Brar	Independent	4	4	1	3	-	Yes
Mr. Atul Tandan	Independent	4	4	3	-	3	No
Mr. Shamsunder Aggarwal**	Independent	1	0	1	-	3	NA
Mr. D. L. Lyon	Independent	4	0	1	-	-	No
Mr. H. K. Kejriwal***	Independent	-	-	-	-	-	-

* Appointed as Executive Director w.e.f. 28.07.2009

** Appointed as Additional Director w.e.f. 28.01.2010

*** Resigned w.e.f. 16.05.2009

3. AUDIT COMMITTEE

The Committee comprises of two independent and one non executive non independent Director of the Company having financial background and knowledge in the business of the Company.

The Audit Committee met four times viz. 16th May, 2009, 28th July, 2009, 29th October, 2009 and 28th January, 2010 during the year under review and the number of meetings attended by each member during the year ended 31st March, 2010 is as follows:

Name of the member	Designation	No. of Meetings attended
Let. Gen. (Retd.) K. S. Brar	Chairman	4
Mr. Atul Tandan	Member	4
Mr. H. K. Kejriwal (upto 16.05.2009)	Member	-
Mr. R. N. Mody (w.e.f. 16.05.2009)	Member	3

The Company Secretary acts as secretary to the Committee.

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 are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
 - 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 in draft audit report.
- Review with management quarterly financial statements before submission to the Board for approval.
- Recommending the appointment/removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.
- Reviewing with management, Statutory and internal auditor's adequacy of the internal control systems.
- 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.
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/ or other Committees of Directors of the Company.

4. REMUNERATION COMMITTEE

The broad terms of reference of the remuneration committee are to recommend the Company's policy on remuneration packages for the Managing Director / Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key management personnel.

The composition of the Remuneration Committee as on 31st March, 2010 was as follows:

Name of the member	Designation	No. of Meetings attended
Let. Gen. (Retd.) K. S. Brar	Chairman	1
Mr. Atul Tandan	Member	1
Mr. D. L. Lyon (w.e.f. 16.05.2009)	Member	-
Mr. H. K. Kejriwal (upto 16.05.2009)	Member	-

The Company Secretary acts as secretary to the Committee.

During the financial year one Remuneration Committee Meeting was held on 28th July, 2009 to consider the appointment and payment of remuneration to Mr. Varunn Mody, as Executive Director of the Company.

Only sitting fees is paid to the non - executive directors.

Details of remuneration paid to Directors during the year ended 31st March, 2010**(Amount in Rupees)**

Name	Salary	Perquisites or Allowances	Contribution to PF & others	Stock option	Sitting fees
Mr. R. N. Mody	Nil	Nil	Nil	Nil	26,000/-
Lt. Gen. (Retd.) K. S. Brar	Nil	Nil	Nil	Nil	29,000/-
Mr. Atul Tandan	Nil	Nil	Nil	Nil	29,000/-
Mr. H. K. Kejriwal	Nil	Nil	Nil	Nil	Nil
Mr. Varunn Mody	10,57,097/-	9,113/-	1,26,852/-	Nil	10,000/-
Mr. Shamsunder Aggarwal	Nil	Nil	Nil	Nil	Nil

5. INVESTORS' GRIEVANCE CUM SHARE TRANSFER COMMITTEE

The Investors' Grievance cum Share Transfer Committee met four times viz. 16th May, 2009, 28th July, 2009, 29th October, 2009 and 28th January, 2010 during the year under review. The composition of the Investors' Grievance cum Share Transfer Committee as on 31st March, 2010 and the number of meetings attended by each member during the year ended on that date is as follows:

Name of the member	Designation	No. of Meetings attended
Let. Gen. (Retd.) K. S. Brar	Chairman	4
Mr. Atul Tandan	Member	4
Mr. H. K. Kejriwal (upto 16.05.2009)	Member	-
Mr. R. N. Mody (w.e.f. 16.05.2009)	Member	3

The Company Secretary acts as secretary to the Committee.

The Committee meets as and when required, to deal with the matters relating to monitoring and redressal of complaints from shareholders relating to transfer, non -receipt of Annual Report, etc.

The Committee is also empowered to consider and approve the physical transfers, transmissions, transposition, issue of duplicate certificates, consolidation / split / renewal of share certificates etc.

Mr. Sohan Sarma is Compliance Officer of the Company.

During the year 213 investor service requests / complaints were received and all have been resolved to the satisfaction of the shareholders and no complaint is pending at the end of the year.

6. GENERAL BODY MEETINGS

Location, time and date where last three Annual General Meetings were held are given below :

Financial Year	Date of AGM	Time	Location of the meeting
2006 – 2007	28.09.2007	11.30 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017
2007 – 2008	25.09.2008	11.30 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017
2008 – 2009	15.09.2009	11.30 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017

Special Resolutions

AGM held on 28.09.2007: No special resolution passed.

AGM held on 25.09.2008: For payment of commission to Mr. Varunn Mody, Director of the Company.

AGM held on 15.09.2009 For approval of appointment and remuneration of Mr. Varunn Mody, as an Executive Director of the Company.

No special resolution was put through Postal Ballot during the year under review nor is proposed at the ensuing Annual General meeting.

7. DISCLOSURES**a) Related party transactions**

Related party transactions are defined as transactions of the Company of material nature, with promoters, directors or with their relatives; its subsidiaries etc. that may have potential conflict with the interest of the Company at large.

Details on material significant related party transactions are given in the appended financial statement under notes to the accounts annexed to the financial statements.

b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory Authorities.

Though there is no formal Whistle-blower policy, the Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken.

The Company has laid down a code of conduct for the Directors, Senior Management and Employees of the Company. The code has been posted on the website of the Company. A declaration to the effect that the Directors and Senior Managerial personnel have adhered to the same, signed by the Managing Director and CEO of the Company, forms part of this report, which along with the certificate from Auditors of the Company on compliance of clause 49 of the Listing Agreement by the Company is annexed to this report.

c) Disclosure of Accounting treatment

In the preparation of the financial statement the Company has followed accounting standards issued by Institute of the Chartered Accountants of India to the extent applicable.

d) Disclosure of Risk management

The Company has initiated the risk assessment and minimization procedure.

e) CEO / CFO Certification

A certificate from Mr. Varunn Mody, Executive Director on the financial statements of the Company for year ended 31st March 2010 was placed before the Board.

f) Review of Directors' Responsibility statement

The Board in its report has confirmed that the annual accounts for the year ended 31.03.2010 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

8. MEANS OF COMMUNICATION

- a) At present half yearly report on accounts is not being sent to each household of shareholders.
- b) The quarterly, half-yearly, nine-months and full year results are published in The Financial Express and Aajkal.
- c) The Company has its own website www.jlmorison.com and has been uploading financial results and quarterly shareholding pattern along with other relevant information useful to investors on the website.
- d) At present the Company does not make presentation to institutional investors and Analysts.
- e) The Management Discussion and Analysis is given separately in this Annual Report.

9. GENERAL INFORMATION FOR SHAREHOLDERS

Date, time and venue of ensuing Annual General Meeting	Date : 9 th September, 2010 Time : 11.30 a.m. Venue : Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017
Financial Calendar (2010-2011)	<ul style="list-style-type: none"> i) First quarterly Results - by 15th August 2010 ii) Second Quarterly Results - by 15th November 2010 iii) Third Quarterly Results - by 15th February 2011 iv) Fourth quarterly Results - by 15th May 2011
Date of Book Closure	6 th September, 2010 to 9 th September, 2010 (both days inclusive)
Dividend payment date	10 th September, 2010
Listing on Stock Exchanges	<ul style="list-style-type: none"> 1. Bombay Stock Exchange Limited P. J. Towers, Dalal Street, Fort, Mumbai 400 001 2. Kolkata Stock Exchange Association Limited 7, Lyons Range, Kolkata 700 001 3. Bangalore Stock Exchange Limited

Stock Exchange Towers, No. 51, 1st Cross, J. C. Road,
Bangalore 560 027

Stock Code

Bombay Stock Exchange 506522

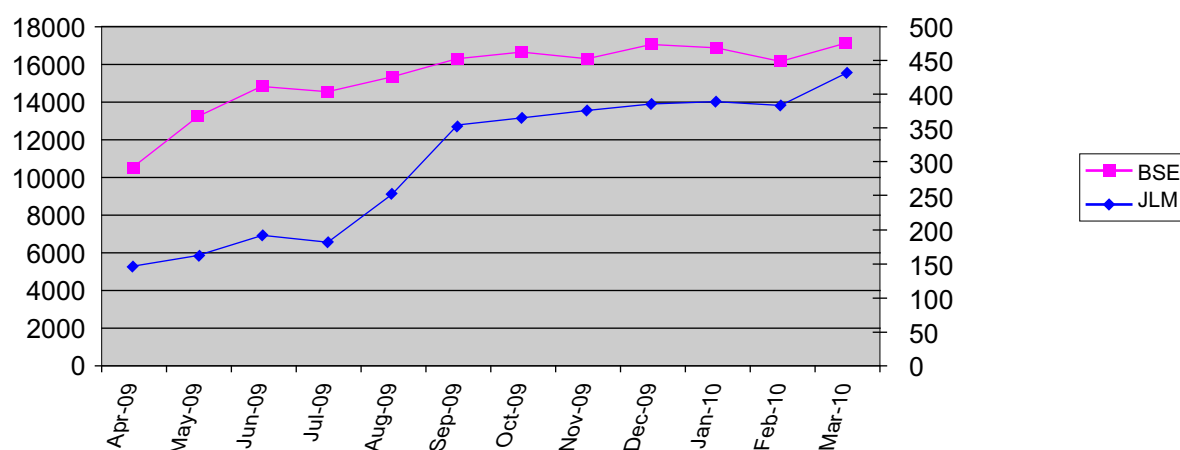
ISIN for NSDL & CDSL

INE430D01015

Stock Market Price Data

The monthly high and low quotations of shares traded on the Bombay Stock Exchange Limited, Mumbai during each month in financial year 2009-2010 are as follows:

Month	Volume (No. of Shares)	Price of shares of the Company at BSE (Rs.)		BSE Sensex	
		High	Low	High	Low
April 2009	10404	168.50	126.00	11492.10	9546.29
May 2009	27184	197.95	125.00	14930.54	11621.30
June 2009	98467	217.90	167.10	15600.30	14016.95
July 2009	78924	208.85	155.25	15732.81	13219.99
August 2009	85876	345.70	160.00	16002.46	14684.45
September 2009	96388	441.00	268.25	17142.52	15356.72
October 2009	70528	394.80	336.55	17493.17	15805.20
November 2009	56473	398.95	354.00	17290.48	15330.56
December 2009	6885	399.00	375.25	17530.94	16577.78
January 2010	10393	411.00	365.00	17790.33	15982.08
February 2010	19555	404.00	365.15	16669.25	15651.99
March 2010	94538	475.00	388.00	17793.01	16438.45



Share Transfer System

All shares sent or transferred in physical form are registered by the Registrar and Share Transfer Agents within 30 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 Limited (CDSL) within 15 days.

Category wise distribution of Equity shareholding as at 31st March 2010

Category	Number of shares held	Percentage of Shareholding (%)
(A) Shareholding of Promoter and Promoter Group		
(1) Indian		
(a) Individuals/ Hindu Undivided Family	25,585	1.87
(b) Central Government/ State Government(s)	-	-
(c) Bodies Corporate	892,573	65.39
(d) Financial Institutions/ Banks	-	-
(e) Any Other (specify)	-	-
Sub-Total (A)(1)	918,158	67.26
(2) Foreign		
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-
(b) Bodies Corporate	-	-
(c) Institutions	-	-
(d) Any Other (specify)	-	-
Sub-Total (A)(2)	-	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	918,158	67.26
(B) Public shareholding		
(1) Institutions		
(a) Mutual Funds/ UTI	-	-
(b) Financial Institutions/ Banks	-	-
(c) Central Government/ State Government(s)	-	-
(d) Venture Capital Funds	-	-
(e) Insurance Companies	-	-
(f) Foreign Institutional Investors	-	-
(g) Foreign Venture Capital Investors	-	-
(h) Any Other (specify)	-	-
Sub-Total (B)(1)	-	-
(2) Non-institutions		
(a) Bodies Corporate	60,473	4.43
(b) Individuals -		
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	260,434	19.08
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	90,508	6.63
(c) Non Resident Indians	1,861	0.14
(d) Foreign Corporate Bodies	33,600	2.46
Sub-Total (B)(2)	446,876	32.74
Total Public Shareholding (B)= (B)(1) +(B)(2)	446,876	32.74
TOTAL (A)+(B)	13,65,034	100
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-
GRAND TOTAL (A)+(B)+(C)	13,65,034	100

Distribution of shareholding as on 31st March 2010

Category	Number of shareholders	% of total number of shareholders	Total Number of Shares	% of Total Number of Shares
1 to 500	4,020	97.62	1,91,065	14.00
501 to 1000	49	1.19	36,481	2.67
1001 to 5000	22	0.53	34,413	2.52
5001 to 10000	6	0.15	40,511	2.97
10001 & above	21	0.51	10,62,564	77.84
Total	4,118	100.00	13,65,034	100.00

Dematerialization of shares and Liquidity

About 41.88% shares have been dematerialized as on 31st March 2010. The Equity Shares of the Company are traded on Bombay Stock Exchange Limited, The Kolkata Stock Exchange Association Limited and Bangalore Stock Exchange Limited.

The Company has paid the Listing fees for the year 2010- 2011 to all the stock exchanges on which its shares are listed.

Outstanding ADRS, GDRS, Warrants or any convertible instruments, conversion date and impact on Equity

Your company has not issued any ADRs, GDRs, warrants or any convertible instruments.

Registrar and Share Transfer Agents

Datamatics Financial Services Ltd.,
Plot No.A-16 & 17, MIDC,
Part B, Cross Lane,
Marol, Andheri- East,
Mumbai 400 093.
Phone : (022) 6671 2151
Fax : (022) 2836 9408
e-mail: corpequity@dfssl.com

Address for Investor Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any address, non-receipt of dividend or any other query relating to shares, please write to:

J. L. Morison (India) Limited,
'Crystal', 79, Dr. Annie Besant Road,
Worli, Mumbai 400 018
Phone : (022) 24975031-35
Fax : (022) 24950317
e-mail: sohan@jlmorison.com
investors@jlmorison.com

Datamatics Financial Services Ltd.,
Plot No.A-16 & 17, MIDC, Part B,
Cross Lane, Marol, Andheri East,
Mumbai 400 093, (India)
Phone : (022) 6671 2151
Fax : (022) 2836 9408
e-mail: corpequity@dfssl.com

Plant Location: E 95/1, MIDC Waluj, Near Siemens Factory, Waluj, Aurangabad - 431 136, Maharashtra

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

Varunn Mody
Executive Director

Place: Mumbai
Date : 21st May, 2010

DECLARATION

It is hereby declared that all the Board Members of the Company have affirmed adherence to and compliance with the code of conduct laid down by the Company as on 31st March, 2010.

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

Varunn Mody
Executive Director

Place: Mumbai
Date : 21st May, 2010

CERTIFICATE OF COMPLIANCE FROM THE AUDITORS

To the members of **J. L. MORISON (INDIA) LIMITED**

We have examined the Compliance of conditions of Corporate Governance by **J. L. MORISON (INDIA) LIMITED**, for the year ended 31st March, 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

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.

For and on behalf of
Haribhakti & Co.
Chartered Accountants
FRN No.103523W

Prasad Paranjape
Partner
Membership No: 047296

Place: Mumbai
Date: 21st May, 2010

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overall Review

In the past year, with the world slowly recovering from the economic slowdown, the sound economy in India seems to have instilled some faith back in our consumers. As the months of the year passed, this confidence only seems to have risen with consumer spending beginning to rise again, and FMCG companies like seeing definite opportunities for future growth.

Product Range

Our Company is engaged in the trading, manufacturing and marketing of deodorants, fragrances, toiletry and personal healthcare products, low-calorie food substitutes, cooking oils, medicated toothpaste, foot care products, besides the baby care feeding bottles and accessories. We have worked to re-launch some of our products and the results of the same should be visible in the coming year.

Opportunities and Threats

The opportunity of the BRIC countries continues to drive most international companies to seek professional, well managed companies for partnerships in India. At JLM with our vast heritage, and proven track record, we have been approached by many leading companies willing to partner us in India. We are being choosy, as we can only do as much as our infrastructure permits, to ensure that we use the overseas business interests in the Indian economy, year to drive maximum profits for our shareholders.

The Modern trade business which saw a lot of correction in the previous year also seems to have settled down, with many chains moving back to expansion mode as real estate rates and possibilities seems to have reached practical levels. The increased no of outlets provides us with larger distribution and sales opportunities for our products.

The Traditional Trade in India with the large universe of self managed kirana and general merchandise, chemists, beauty and novelty stores, will continue to remain the dominant trade channel for fast moving consumer goods. Though an organized infrastructure to cater to this channel of sales remains an expensive option, older established companies will continue to have an operational cost advantage.

The shift from smaller towns to metros continues to drive people looking for better opportunities of livelihood and expression of their aspirations. While we have concentrated our efforts to build better focus in the categories that we work in, the smaller towns in India nevertheless provide good possibilities for some of our products.

With a large portion of our business coming from imported goods, foreign currency fluctuations, which we have seen a lot of in the past year, have pressurized our margins and inventory levels.

Business Outlook

In the previous year we saw the formation of three separate divisions to drive each category and channel forward. While the transition has been an investment, the same has paid rich dividends with the trading turnover having nearly doubled.

We are also looking at joining hands with some leading companies in India so we can use the expertise of the organization to own the brands and faster growth.

With the acquisition of some of the leading brands in the fragrances, skin and hair care categories, your company is being looked upon as the ideal partner by many leading corporations in similar fields. We will continue our acquisition of brands provided the synergies help your company grow further.

Our endeavor to build the Morison's portfolio continues and we

will introduce many new variants to expand this business. The later part of the year, has seen more focus on growing our own brands business, so that as a strategy our dependence on partner businesses in the short to medium term is balanced with most of our partnerships which will be at different stages of appraisal.

Utilization of the manufacturing facility at Waluj, seems to be a near reality, with many retailers looking at us for private label manufacturing, and some companies approaching us for contract manufacturing as well.

Risks and Concerns

The Foreign Collaborator / Licensor companies, with whom J.L. Morison (India) Ltd. is associated, could always be vulnerable to Mergers and Acquisitions by other larger companies as has been the trend in our industry internationally for the last few years.

The various agreements with our Foreign Collaborators keep coming up for review and renewals. With the fast changing expectations of our partners we have to keep pace with trying to match them. Performance is the key, and we have been consistently monitoring our progress. The management expects to continue its present relations with existing partners and develop newer partnerships in the coming year.

Internal Control Systems and Adequacy

The Company believes that Internal Control is a necessary concomitant of good corporate governance. The Company has effective internal control systems under which Management Reports on key performance indicators and variance analysis are made. Management Committee Meetings are regularly held where these reports and variance analysis are discussed and action plan initiated with proper follow up. The Internal Audit function also reviews the execution of all operational units to ensure controls are adequately exercised. Operational Reports are tabled at Board Meetings after being discussed in Audit Committee/Executive Committee Meetings.

HRD/Industrial Relations

The Company strives to remain as a responsive and market-driven organisation, which requires a very good quality of manpower resources. It lays great emphasis on evaluating the human resources in a fair manner and rewarding immediately for any exceptional performance. Retaining young and talented human resources continues to be a challenge in the present business environment. We try and meet these challenges by better mentoring, keeping a personalised organization culture, rewarding instantly unique initiatives. As at 31st March, 2010 the Company has strength of 365 employees.

The relations of the Company with the workers at Waluj, Aurangabad were cordial.

Company's Financial Performance and Analysis

The Company's financial performance and analysis is already discussed in great detail in the Directors' Report, which forms part of this Annual Report.

Cautionary Statement

The statement in the Management Discussion And Analysis Report cannot be construed as holding out any forecasts, projections, expectations, invitations, offers, etc within the meaning of applicable securities, laws and regulations. This Report basically seeks to furnish information, as laid down within the different headings to meet the Listing Agreement requirements.

For J. L. Morison (India) Limited

Varunn Mody
Executive Director

AUDITORS' REPORT

TO THE MEMBERS OF J.L.MORISON (INDIA) LIMITED

1. We have audited the attached Balance Sheet of J.L. MORISON (INDIA) LIMITED ('the Company') as at 31st March, 2010 and also the Profit and Loss Account and the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by the Companies (Auditors' Report) (Amendment) Order 2004, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 of India ('the Act') and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of the audit, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examinations of those books;
 - iii. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
 - v. On the basis of the written representations received from the directors of the Company, as on 31st March, 2010, and taken on record by the Board of Directors of the Company, we report that none of the director is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

- vi. In our opinion and to the best of our information and according to the explanations given to us, the said Financial Statements read together with Notes thereon and attached thereto, give the information required by the Companies Act, 1956 in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2010,
 - b) in the case of Profit and Loss Account, of the profit of the Company for the year ended on that date and
 - c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For **Haribhakti & Co.**
Chartered Accountants
 Firm Registration No. 103523W

Prasad Paranjape
Partner
 Membership No.: 047296

Place: Mumbai,
 Dated: 21st May, 2010

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of the Auditors' Report of even date to the members of J.L. MORISON (INDIA) LIMITED on the financial statement for the year ended 31st March, 2010.

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) The Company has granted loan to a company covered in the register maintained under section 301

of the Companies Act, 1956. The maximum amount involved during the year was Rs. 475 lakhs and the year-end balance of loan granted to such party was Rs. Nil.

- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loan is not, prima facie, prejudicial to the interest of the Company.
 - (c) In respect of the loan granted, repayment of principal amount is as stipulated which has been repaid along with interest thereon.
 - (d) There is no overdue amount of loan granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
 - (e) The Company had taken loan from a company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 200 lakhs and the year-end balance of loans taken from such parties was Rs. Nil.
 - (f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loan is not, prima facie, prejudicial to the interest of the Company.
 - (g) In respect of the loan taken, repayment of principal amount is as stipulated and has been fully repaid along with interest thereon.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits under the provisions of Section 58A, 58AA or any other relevant provisions of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We are informed that maintenance of cost records has been prescribed by the Central Government under clause (d) of sub section (1) of Section 209 of the Act for the activities carried on by the Company. Further, as informed to us, the Company has stopped its manufacturing activity since August 2008 and has applied to the central government for exemption from maintenance of cost audit records and accordingly the company has not maintained the cost records.

- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it and there is no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date it became payable, *except for an amount of Rs. 21,578/- to be transferred to investors education and protection fund towards unclaimed deposit more than 7 years.*

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

- (b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Under Sales Tax Act	Amount (Rs.)	Forum where dispute is pending
Cuttack 03-04	14,520	Assistant Commissioner of Commercial taxes, Cuttack
Cuttack 04-05	37,128	Assistant Commissioner of Commercial taxes, Cuttack
Ernakulam 97-98	62,293	Deputy Commissioner of Commercial taxes.
Ernakulam 98-99	2,15,619	Deputy Commissioner of Commercial taxes.
Ernakulam 99-00	88,623	Deputy Commissioner of Commercial taxes.
Ernakulam 05-06	77,968	Deputy Commissioner of Commercial taxes.
Ernakulam 06-07	17,387	Deputy Commissioner of Commercial taxes.
Ernakulam 07-08	3,03,088	Deputy Commissioner of Commercial taxes.
Kolkata 95-96	53,018	Dy Commissioner of Commercial taxes, Revisional Board, West Bengal
Kolkata 96-97	3,583	Assistant Commissioner of Commercial taxes, Corporate Division, West Bengal
Kolkata 98-99	58,099	Assistant Commissioner of Commercial taxes, Corporate Division, West Bengal
Kolkata 00-01	35,25,077	Appellate and Revisional Board West Bengal
Kolkata 03-04	6,52,288	Appellate and Revisional Board West Bengal

Kolkata 04-05	55,830	Appellate and Revisional Board West Bengal
Kolkata 05-06	1,46,628	Additional Commissioner of Sales Tax, West Bengal
Kolkata 06-07	29,65,357	Additional Commissioner of Sales Tax, West Bengal
Ranchi 05-06	28,638	Commissioner of Sales Tax, Ranchi
Ranchi 06-07	56,774	Commissioner of Sales Tax, Ranchi
Maharashtra 04-05	2,06,507	Joint Commissioner of sales tax (Appeal) Mumbai city division, Mumbai
Total (A)	85,68,425	

Under Income Tax Act	Amount (Rs.)	Forum where dispute is pending
Assessment Year 03-04	2,08,20,389	JCIT Central Circle VII Kolkata
Total (B)	2,08,20,389	
Grand Total (A+B)	2,93,88,824	

- (x) The Company has neither accumulated losses as at 31st March, 2010, nor it has incurred any cash losses either in the financial year under audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in

shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

- (xv) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis has been used for long-term purpose.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company did not raise any money by way of public issue during the year.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For Haribhakti & Co.
Chartered Accountants
 Firm Registration No. 103523W

Prasad Paranjape
Partner
 Membership No.: 047296

Place: Mumbai,
 Dated: 21st May, 2010

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedules	As At 31-Mar-10 Rupees	As At 31-Mar-09 Rupees
I SOURCES OF FUNDS			
1. SHARE HOLDERS' FUNDS			
Share Capital	1	1,36,50,340	13650,340
Reserves and Surplus	2	70,06,09,784	694897,557
		<u>71,42,60,124</u>	<u>708547,897</u>
2. LOAN FUNDS			
Secured Loans	3	17,98,38,111	178562,806
Unsecured Loans	4	2,26,42,498	73335,657
		<u>20,24,80,609</u>	<u>251898,463</u>
3 DEFERRED TAX LIABILITY (NET)		65,93,955	5875,465
	TOTAL	<u>92,33,34,688</u>	<u>966321,825</u>
II APPLICATION OF FUNDS			
1. FIXED ASSETS	5		
Gross Block		27,35,65,168	25,17,66,944
Less: Accumulated Depreciation		7,38,63,649	6,51,78,696
Net Block		<u>19,97,01,519</u>	<u>18,65,88,248</u>
Capital work in progress		1,80,000	1,48,27,776
		<u>19,98,81,519</u>	<u>20,14,16,024</u>
2. INVESTMENTS	6	20,31,58,525	12,68,20,971
3. CURRENT ASSETS, LOANS AND ADVANCES	7		
Inventories		12,52,40,997	10,51,67,980
Sundry Debtors		26,71,05,811	29,69,19,247
Cash and Bank Balances		4,80,28,704	26,45,50,836
Loans and Advances		32,12,89,986	24,20,03,891
Other Current Assets		1,16,09,810	1,24,43,285
		<u>77,32,75,308</u>	<u>92,10,85,239</u>
Less: CURRENT LIABILITIES AND PROVISIONS	8		
Current Liabilities		24,93,71,180	27,90,79,304
Provisions		36,09,484	39,21,105
		<u>25,29,80,664</u>	<u>28,30,00,409</u>
NET CURRENT ASSETS		<u>52,02,94,644</u>	<u>63,80,84,830</u>
	TOTAL	<u>92,33,34,688</u>	<u>96,63,21,825</u>
Notes to Accounts	16		

The Schedules referred to above form
an integral part of the Balance Sheet

As per our report of even date
For Haribhakti & Co.
Chartered Accountants

Prasad Paranjape
Partner

Place: Mumbai

Date : 21st May, 2010

For and on behalf of the Board

R. N. Mody
Chairman

Varunn Mody
Executive Director

Atul Tandan
Director

Lt. Gen. (Retd.) K. S. Brar
Director

Sohan Sarda
GM - Finance

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedules	For the Year ended 31-Mar-10 Rupees	For the Year ended 31-Mar-09 Rupees
INCOME			
Gross Turnover		78,49,13,978	1,15,04,72,773
Less: Excise Duty		-	1,10,26,149
Net Turnover		78,49,13,978	1,13,94,46,624
Other Income	9	4,76,39,394	4,80,83,519
Total		83,25,53,372	1,18,75,30,143
EXPENDITURE			
Cost of Raw and Packing Materials Consumed	10	-	2,51,91,448
Cost of goods for resale	11	58,29,44,847	89,09,40,334
Employees' Remuneration and related benefits	12	6,47,86,932	5,10,26,028
Operating and Other Charges	13	15,38,49,809	17,06,00,387
Interest	14	1,92,24,371	2,35,72,427
Decrease/(Increase) in inventories	15	-	67,26,302
Depreciation		86,85,648	1,01,96,778
		82,94,91,607	1,17,82,53,705
Profit before Taxation and prior period adjustments		30,61,765	92,76,439
Provision for Taxation :			
Current Tax		4,08,654	18,21,165
[Including Fringe Benefit Tax of Rs. Nil Previous Year Rs.8,65,692]]			
MAT Credit Entitlement.		(2,17,329)	-
Deferred Tax		7,18,490	(2,20,124)
Profit after Taxation		21,51,950	76,75,398
Prior period adjustments			
Income Tax for earlier year		51,57,299	-
Depreciation of earlier year		-	3,62,778
NET PROFIT		73,09,249	80,38,176
Profit available for appropriation			
Dividend		13,65,034	13,65,034
Tax on Dividend		2,31,988	2,31,988
General Reserve		1,82,731	64,41,154
Transfer to Profit and Loss Account		55,29,496	-
Earnings per share - Basic & Diluted (Nominal value of shares Rs 10 each (Previous year Rs 10 each))		5.35	5.89
NOTES TO ACCOUNTS	16		

The Schedules referred to above form
an integral part of the Profit and Loss Account

For and on behalf of the Board

As per our report of even date
For Haribhakti & Co.
Chartered Accountants

R. N. Mody
Chairman

Varunn Mody
Executive Director

Prasad Paranjape
Partner

Place: Mumbai
Date : 21st May, 2010

Atul Tandan
Director

Lt. Gen. (Retd.) K. S. Brar
Director

Sohan Sarda
GM - Finance

Schedules Annexed to and forming part of the accounts as at 31st March, 2010

	As At 31-Mar-10 Rupees	As At 31-Mar-09 Rupees
SCHEDULE NO. 1 - SHARE CAPITAL		
Authorised :		
30,00,000 Equity Shares of Rs.10/- each	3,00,00,000	3,00,00,000
(Previous year 30,00,000 Equity Shares of Rs.10/- each)		
Issued, Subscribed and paid up:		
13,65,034 (Previous Year 13,65,034) Equity Shares of Rs.10/- each fully paid-up	1,36,50,340	1,36,50,340
Note: Out of the above:		
a) 4,54,010 (Previous Year 4,54,010) Equity Shares of Rs.10/- each issued as fully paid-up Bonus Shares by capitalisation of Reserves		
b) 6,75,024 (Previous Year 6,75,024) Equity Shares of Rs 10/- each issued as fully paid up pursuant to a contract without payment being received in cash		
Total	1,36,50,340	1,36,50,340
SCHEDULE NO. 2 - RESERVES & SURPLUS		
1 General Reserve :		
As per last Balance Sheet	45,68,97,557	45,04,56,403
Transfer from Profit and Loss Account	1,82,731	64,41,154
	45,70,80,288	45,68,97,557
2 Capital Reserve		
As per last Balance Sheet	23,80,00,000	23,80,00,000
	23,80,00,000	23,80,00,000
3 Balance in Profit and Loss Account	55,29,496	-
	55,29,496	-
Total	70,06,09,784	69,48,97,557
SCHEDULE NO. 3 - SECURED LOANS		
From banks		
- Term Loan	1,30,93,369	12,09,47,857
(Secured by Equitable mortgage of residential flats)		
- Overdraft facility	-	15,67,900
(Secured by Fixed Deposit Receipts)		
- Vehicle loan	41,36,760	45,34,089
(Secured by hypothecation of vehicles)		
- Cash Credit	16,26,07,982	5,15,12,960
(Cash Credit is secured by joint hypothecation of book debts and stocks of inventories and first charge on immovable properties)		
Total	17,98,38,111	17,85,62,806
SCHEDULE NO. 4 - UNSECURED LOANS		
Sales Tax Deferment Loan	2,26,42,498	2,26,42,498
Buyers' Credit	-	5,06,93,159
[Repayable within one year Rs. 2,26,42,498, (Previous Year Rs. 5,06,93,159)]		
Total	2,26,42,498	7,33,35,657

Schedules Annexed to and forming part of the accounts as at 31st March, 2010

SCHEDULE NO. 5 - FIXED ASSETS (At Cost)

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.2009	Additions	Deductions / Adjustments	As on 31.03.2010	As on 01.04.2009	For the year	On Assests Sold/ Adjusted	As on 31.03.2010	As on 31.03.2010	As on 31.03.2009
Land (Freehold)	1,13,731	-	-	1,13,731	-	-	-	-	1,13,731	1,13,731
Land (Lease Hold)*	56,56,012	22,08,185	-	78,64,197	5,97,000	80,043	-	6,77,043	71,87,154	50,59,012
Factory Building	2,08,96,786	-	-	2,08,96,786	86,42,557	6,97,953	-	93,40,509	1,15,56,277	1,22,54,229
Office Premises & Residential flats (Freehold)	13,74,92,093	1,39,60,676	-	15,14,52,769	58,68,688	24,16,310	-	82,84,998	14,31,67,771	13,16,23,405
Plant Machinery & Equipments	3,70,97,859	18,000	-	3,71,15,859	2,42,63,235	13,58,838	-	2,56,22,074	1,14,93,785	1,28,34,624
Furniture & Fixtures	89,27,192	3,15,693	-	92,42,885	58,39,588	3,04,748	-	61,44,336	30,98,549	30,87,603
Office Equipments	84,27,665	6,28,101	8,100	90,47,666	41,96,701	4,45,678	695	46,41,684	44,05,982	42,30,964
Computers	76,11,613	9,86,053	-	85,97,666	64,54,097	5,35,263	-	69,89,360	16,08,306	11,57,517
Vehicles	2,55,43,993	36,89,616	-	2,92,33,609	93,16,830	28,46,815	-	1,21,63,645	1,70,69,964	1,62,27,162
Total	25,17,66,944	2,18,06,324	8,100	27,35,65,168	6,51,78,696	86,85,648	695	7,38,63,649	19,97,01,519	18,65,88,247
Previous Year	29,77,93,475	57,06,644	5,17,33,175	25,17,66,944	5,77,62,480	1,01,96,777	27,80,560	6,51,78,696	18,65,88,248	-

*Amortised over lease period

SCHEDULE NO. 6 - INVESTMENTS

I. Long Term Investment

Trade :

i) Quoted :

Equity Shares of Rs 10 each fully paid up
(unless otherwise stated)

Casil Healthcare Ltd.

100(100)

2,335

2,335

Glaxo Smithkline Limited

70(70)

4,200

4,200

Hindustan Lever Limited

1593(1593)

24,263

24,263

Rasoi Limited

360062(356690)

8,36,65,727

8,26,61,928

Hindustan Composites Ltd.

284485(100000)

9,13,32,320

1,87,42,445

[Aggregate market value of quoted
investments Rs. 22,61,46,580/-
(Previous year Rs. 14,96,24,177/-)]

17,50,28,845

10,14,35,171

ii) Unquoted

Equity Shares of Rs 10 each fully paid up
(unless otherwise stated)

North Kanara Goud Sarswat Brahmin Co-op. Bank Limited

2500(2500)

25,000

25,000

Super Bazar, The Cooperative Stores Limited

500(500)

5,000

5,000

Rasoi Express Pvt. Limited

15000(15000)

1,50,000

1,50,000

Mode Enterprises Pvt Limited

4900(4900)

49,000

49,000

Rasoi Finance Limited

272000(272000)

1,36,06,800

1,36,06,800

Leaders Healthcare Pvt Limited

192500(192500)

1,15,50,000

1,15,50,000

II. Current Investments

Mutual Funds

HDFC Cash Management Fund - Treasury Advantage Plan

213284(0)

21,39,560

-

LIC MF Liquid Fund - Dividend Plan

55038(0)

6,04,320

-

2,81,29,680

2,53,85,800

Total

20,31,58,525

12,68,20,971

Schedules Annexed to and forming part of the accounts as at 31st March, 2010

	As At 31-Mar-10 Rupees	As At 31-Mar-09 Rupees
SCHEDULE NO. 7 - CURRENT ASSETS, LOANS AND ADVANCES		
1. Inventories:		
Finished Goods - Traded	12,52,40,997	10,51,67,980
	<u>12,52,40,997</u>	<u>10,51,67,980</u>
2. Sundry Debtors:		
(Unsecured, Considered Good, unless otherwise stated)		
Considered 'good' -		
Outstanding over six months	1,73,08,975	86,84,751
Others	24,97,96,836	28,82,34,496
	<u>26,71,05,811</u>	<u>29,69,19,247</u>
3. Cash and Bank Balances:		
a) Cash in hand	22,92,631	6,28,876
b) Bank Balances with Scheduled Banks		
i) in current accounts	2,02,65,017	1,80,15,038
ii) Remittances in transit	38,09,506	65,31,437
iii) in fixed deposits [under lien Rs.1,29,37,800 (Previous Year Rs. 2,03,74,800)]	2,16,61,550	23,93,75,485
	<u>4,80,28,704</u>	<u>26,45,50,836</u>
4. Loans and Advances:		
(Unsecured, Considered Good, unless otherwise stated)		
a) Advances recoverable in cash or in kind or value to be received	1,36,17,028	5,58,79,143
b) Advance to Suppliers	1,52,90,620	1,80,11,518
c) Intercompany Deposit	19,79,99,607	5,55,61,116
d) Income Tax	1,96,36,177	66,40,371
[net of tax provisions Rs. 1,55,06,797 (Previous Year Rs. 10,93,62,793)]		
e) MAT Credit entitlement	2,17,329	-
f) Deposit with Central Excise	4,82,984	4,82,984
g) Other Deposits	7,40,46,241	10,54,28,760
	<u>32,12,89,986</u>	<u>24,20,03,891</u>
5. Other Current Assets:		
Interest Accrued on Investments / Loans	1,16,09,810	1,24,43,285
	<u>1,16,09,810</u>	<u>1,24,43,285</u>
Total	<u>77,32,75,308</u>	<u>92,10,85,239</u>
SCHEDULE NO. 8 - CURRENT LIABILITIES & PROVISIONS		
1. Current Liabilities :		
a) Sundry Creditors		
Dues to Micro, Small and Medium Enterprises	-	-
Others	18,55,35,511	24,06,16,086
b) Sundry Deposits	36,56,000	34,21,000
c) Investors' Education & protection Fund (To the extent and as and when required)		
i) Unclaimed Dividend	4,03,357	4,30,165
ii) Unclaimed Deposit	17,000	17,000
iii) Interest on Unclaimed Deposit	4,578	4,578
d) Other Liabilities	5,48,49,341	3,42,21,714
e) Book overdraft from Banks	49,05,393	3,68,761
	<u>24,93,71,180</u>	<u>27,90,79,304</u>
2. Provisions for		
a) Dividend	13,65,034	13,65,034
b) Tax on Dividend	2,31,988	2,31,988
c) Wealth Tax	1,05,980	1,90,812
d) Gratuity (Refer note no. 7 A a) iii) off Schedule 16)	6,92,911	9,05,807
e) Leave Encashment (Refer note no. 7 A b) of Schedule 16)	12,13,571	12,27,464
	<u>36,09,484</u>	<u>39,21,105</u>
Total	<u>25,29,80,664</u>	<u>28,30,00,409</u>

Schedules Annexed to and forming part of the accounts for the year ended 31st March, 2010

	For the year ended 31-Mar-10 Rupees	For the year ended 31-Mar-09 Rupees
SCHEDULE NO. 9 - OTHER INCOME		
(a) Rent	1,29,300	60,000
(b) Dividend on		
Long Term Investments	2,14,901	1,96,252
Current Investments	2,06,064	-
(c) Interest	3,34,52,838	3,61,09,597
(d) Commission	13,34,478	8,45,382
(e) Miscellaneous Income	2,42,796	1,53,622
(f) Profit on sale of Fixed Assets	-	71,84,446
(g) Exchange Fluctuation	1,20,59,017	-
(h) Insurance Claim	-	35,34,220
Total	4,76,39,394	4,80,83,519
Tax deducted at source on above		
Rent	19,852	-
Interest	44,98,266	41,44,951
Commission	1,61,150	89,896
SCHEDULE NO. 10 - COST OF RAW AND PACKING MATERIAL CONSUMED		
Opening Stock:		
Raw Material	-	82,43,079
Packing Material	-	11,12,976
Add : Purchase:		
Raw Material	-	59,06,589
Packing Material	-	99,28,804
	-	2,51,91,448
Less : Closing Stock		
Raw Material	-	-
Packing Material	-	-
Total	-	2,51,91,448
SCHEDULE NO. 11 - COST OF TRADED GOODS		
Opening Stock	10,51,67,980	5,68,82,300
Add: Purchases	60,30,17,864	93,92,26,014
	70,81,85,844	99,61,08,314
Less: Closing Stock	12,52,40,997	10,51,67,980
Total	58,29,44,847	89,09,40,334

Schedules Annexed to and forming part of the accounts for the year ended 31st March, 2010

	For the year ended 31-Mar-10 Rupees	For the year ended 31-Mar-09 Rupees
SCHEDULE NO. 12 - EMPLOYEES REMUNERATION & RELATED BENEFITS		
Salaries, Wages, Bonus	5,58,16,147	4,16,41,090
Company's contribution to Provident and Other funds	42,92,000	35,10,606
Staff Welfare Expenses	29,44,863	32,15,887
Gratuity (Refer note no. 7 A a) iv) of Schedule 16)	11,55,813	11,99,967
Leave Encashment (Refer note no 7A b) of Schedule 16)	5,78,109	14,58,478
Total	6,47,86,932	5,10,26,028
SCHEDULE NO. 13 - OPERATING AND OTHER CHARGES		
Rent	30,64,534	19,15,905
Repairs and Maintenance:		
Machinery and Building	9,47,914	9,46,720
Others	28,38,929	39,12,788
Power and fuel charges	16,14,193	20,08,054
Stores and spares consumed	-	12,765
Insurance	30,13,814	23,04,009
Rates and Taxes	22,65,468	55,82,834
Travelling and Conveyance Expenses	2,97,36,630	2,83,10,998
Bank Charges	38,86,905	22,54,327
General Administration Expenses	2,11,89,758	2,20,83,360
Freight and Forwarding Expenses	1,27,20,300	65,45,917
Clearing & Forwarding Expenses	1,40,38,926	88,00,402
Advertising and Sales Promotion Expenses	5,74,51,592	2,66,06,302
Commission and Brokerage	10,76,440	8,72,557
Exchange Fluctuation	-	5,84,43,449
Loss on sale of Fixed Assets	4,405	-
Total	15,38,49,809	17,06,00,387
SCHEDULE NO. 14 - INTEREST		
Interest on Term Loans	79,93,733	53,72,923
Interest on Cash Credit	1,09,66,897	84,31,351
Interest on Others	2,63,741	97,68,153
Total	1,92,24,371	2,35,72,427
SCHEDULE NO. 15 - DECREASE/(INCREASE) IN INVENTORY		
Opening Stock : Finished Goods	-	57,61,338
WIP	-	9,64,964
	-	67,26,302
Less :		
Closing Stock : Finished Goods	-	-
: WIP	-	-
Total	-	67,26,302

Schedules Annexed to and forming part of the accounts as at 31st March, 2010
SCHEDULE -16 CASH FLOW STATEMENT

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
A. Cash flow from operating activities:		
Net Profit before Tax and Extraordinary Items	31	93
Depreciation	87	102
Interest	192	236
Rent	(1)	(1)
Dividend Income	(4)	(2)
Profit/(Loss) on sale of Fixed Assets	-	(72)
Interest Income	(335)	(361)
	<u>(61)</u>	<u>(98)</u>
Operating Profit Before Working Capital Changes	<u>(30)</u>	<u>(5)</u>
Adjustments for:		
Inventories	(201)	(322)
Trade & Other Receivables	1,062	(805)
Provisions	(3)	(26)
Trade Payable	(297)	(359)
	<u>561</u>	<u>(1,511)</u>
Cash generated from the operation	531	(1,516)
Direct Tax	(82)	(57)
Net Cash from operating activities "A"	<u>449</u>	<u>(1,573)</u>
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(218)	(57)
Capital Work in progress	146	794
Sale of Fixed Assets	-	565
Sale/(Purchase) of Investments	(763)	(278)
Fixed deposits under lien/others		
Interest received	6	6
Profit / (Loss) on sale of Investments	-	-
Rent	1	1
Income from Investments	4	2
Net Cash used in Investing activities "B"	<u>(823)</u>	<u>1,033</u>
C. Cash Flow from Financing Activities		
Proceeds from Secured Loans	13	5
Paid to Unsecured Loans	(507)	260
Inter Corporate Deposits	(1,424)	127
Fixed deposits under lien/others	2,199	(2,021)
Dividend & Dividend Tax	(16)	(16)
Interest Received	337	256
Interest	(192)	(236)
Net Cash used in Financing activities "C"	<u>409</u>	<u>(1,625)</u>
Net Increase/(decrease) in Cash * Cash Equivalent (A+B+C)	35	(2,166)
Cash & Cash equivalent as at 01.04.2009	216	2,381
Cash & Cash equivalent as at 31.03.2010	251	216

Note: Refer Schedule -16 (3)
(-) indicates cash outflow

As per our report of even date
For Haribhakti & Co.
Chartered Accountants

Prasad Paranjape
Partner
Place: Mumbai
Date : 21st May, 2010

For and on behalf of the Board

R. N. Mody
Chairman

Varunn Mody
Executive Director

Atul Tandan
Director

Lt. Gen. (Retd.) K. S. Brar
Director

Sohan Sarda
GM - Finance

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT AS AT MARCH 31, 2010
Schedule 16 - Notes Forming Part of the Accounts
1. Significant Accounting Policies
a) Basis of Preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policy have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

The Company follows the mercantile system of accounting in general and recognizes income and expenditure on accrual basis except as otherwise stated.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Fixed Assets:

Fixed Assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation/amortisation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards acquisition of the fixed assets which have not been installed or put to use and the cost of the assets not put to use before the year end are disclosed under capital work-in-progress.

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the Balance Sheet date there is any evaluation that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

d) Depreciation:

Depreciation is provided using the Straight Line Method at the rates prescribed under schedule XIV of the Companies Act, 1956.

Leasehold land/building is amortized over the lease period.

Fixed assets costing each Rs. 5000/- or less are fully depreciated in the year of purchase.

e) Investments:

Long term investments are stated at cost less provision for diminution in value, which is other than temporary. Current investments are carried at lower of carrying value or fair value.

f) Inventory Valuation:

Inventories are valued as under:

Category	Method of Valuation
Raw materials, packing materials, stores and spares	At lower of cost and net realizable value. For this purpose cost is determined on moving weighted average basis.
Semi-finished goods and Manufactured Goods	At lower of cost and net realizable value. Cost includes material cost, direct and indirect labour cost, attributable factory overheads and excise duty.
Traded goods	At lower of cost and net realizable value. For this purpose cost is determined on first in first out basis. Cost includes cost of purchase and other direct costs incurred.

g) Foreign Currency Transactions:

The transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Any income or expense on account of exchange difference either on settlement or on translation is recognized in Profit and Loss Account. Assets and liabilities denominated in foreign currencies are stated at the exchange rate prevailing on the date of the Balance Sheet.

h) Forward Contracts

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognised as income or as expense for the year. None of the forward exchange contracts are taken for trading or speculation purpose.

i) Revenue Recognition:

Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer which normally coincides with dispatch of goods. Sales are net of returns, trade discounts, and sales tax and include excise duty.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Commission

Commission is recognized when right to receive the same from principal is established on sale to select party/ies.

Dividend

Dividend Income is recognized when right to receive the same is established.

Others

Subsidiary from governments, Sales Tax assessment dues, Insurance claims are accounted for when reasonable certainty of receipt is established.

j) Employee Benefits

(i) Defined benefit plans

Gratuity:

Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Company makes annual contribution to the Employees' Group Gratuity Scheme of the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary, payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

Leave Encashment

Leave Encashment liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Company encash the privilege leave up to maximum of 15 days per annum from the maximum accumulated leaves of 84 days of qualifying employees. The company provides for unencashed portion of leave of qualified employees at each year end and the same is unfunded..

(ii) Defined contribution plans

These are Plans in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees provident fund with the government, superannuation fund and certain state plans like Employees State Insurance. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

k) Taxes on Income:

Income tax is accounted in accordance with AS-22 'Accounting for taxes on income', issued by The Institute of Chartered Accountants of India (ICAI), which includes current taxes and deferred taxes. Deferred income taxes reflect the impact of the current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same and are recognized using the tax rates and tax laws that have been enacted or substantively enacted.

Current tax is determined as the amount of tax payable in respect of taxable income using the applicable tax rates and tax laws for the year.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

Wealth tax is accounted in accordance with Wealth Tax Act, 1957.

l) Borrowing Cost:

Interest and other costs related to borrowing are considered as part of cost of qualifying fixed assets upto the date asset is ready for use. Other borrowing costs are charged to revenue.

m) Earning Per share

Basis earnings per shares are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) Provisions, Contingent Liabilities and Contingent Assets

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material are disclosed by way of notes to accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

o) Cenvat & Excise Duty and Service Tax:

Cenvat benefit on Raw Materials, Packing Materials, Tools and Stores and Spares is accounted for at the time of consumption by reducing the same from the respective costs, wherever applicable. Cenvat benefit on capital goods is credited to the acquisition cost of the respective assets whenever they are available for adjustment against Central Excise duty payment.

Service Tax on input service is accounted for at the time of availing the service by reducing the same from the respective cost of service, wherever applicable. It is adjusted against excise duty payment after the payment of the bill for services together with the Service Tax in line with the Cenvat Credit Rules 2004.

2. Contingent Liabilities

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Guarantee given on behalf of Body Corporate	23,00,000	23,00,000
Income Tax	3,58,32,426	80,15,505
Sales Tax matters in dispute (including interest wherever applicable)	91,63,243	52,71,743
Bank Guarantee	2,46,24,400	1,75,24,400
Letter of Credits	Nil	92,34,329

3. Cash and Cash Equivalents (indirect method).

Cash and cash equivalents consist of cash on hand and balances with banks, and Fixed deposits under lien.

Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts.

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
Cash on hand and balances with banks	2,50,90,903	2,16,76,036
Deposits under lien/others	2,29,37,800	24,28,74,800
Cash and cash equivalents	4,80,28,703	26,45,50,836

4. There is no Micro and Small Enterprises, to whom the company owes more than 45 days as at 31st March, 2010. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. Managerial Remuneration

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
a) Executive Chairman and Executive Director:		
Salary	10,57,097	8,96,904
Company's contribution to Provident and other funds	1,26,852	1,46,628
Other perquisites	9,113	14,47,622
Total	12,03,062	24,96,154
b) Non - Executive Director:		
Sitting Fees	94,000	96,000
Total	94,000	96,000

Note:

- a) The liability towards gratuity is computed on a group basis and separate figure for any individual employee are not available.
b) Since no commission is payable to any managerial person, computation of net profit u/s 349 of the Companies Act, 1956 is not given.

6. Auditors' Remuneration

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
Statutory Audit Fees	3,00,000	3,30,900
Certification work	2,60,000	2,02,510
Out-of-pocket expenses	2,228	648
Total	5,62,228	5,34,058

7. Retirement Benefit

A) Defined Benefit Plans

The following table sets out the funded status of the gratuity plan and unfunded status of Leave Encashment and the amounts recognized in the Company's financial statements as at 31st March, 2010

- a) **Gratuity Fund (Funded)**
i) **Changes in Benefit Obligation:**

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Projected Benefit Obligations, beginning of the year (April 1, 2009)	31,20,131	32,61,980
Interest Cost	2,18,409	2,28,339
Service Cost	11,37,289	7,98,147
Benefits Paid	(6,05,179)	(16,13,142)
Actuarial (Gain) / Loss	70,257	4,44,807
Projected Benefit Obligation, end of the year	39,40,907	31,20,131

ii) Change in Plan Assets:

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Fair Value of the Plan assets, beginning of the year (01.04.2009)	24,98,772	3,077,947
Actual Return on plan assets	2,70,142	2,71,326
Employers' Contribution	12,85,642	7,62,641
Benefits paid	(6,05,179)	(16,13,142)
Fair Value of plan assets at the end of the year	34,49,377	24,98,772
Bank Balance	2,62,235	2,20,358
Total Fair Value of plan assets at the end of the year	37,11,612	27,19,130
Excess of obligation over plan assets	2,29,295	4,01,001
Accrued liability	2,29,295	4,01,001

iii) Reconciliation of fair Value of assets and obligations:

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Present value of the Obligation on 31.03.2010	39,40,907	31,20,131
Fair value of plan assets 31.03.2010	37,11,612	27,19,130
Un-funded Liability 31.03.2010	2,29,295	4,01,001
Old outstanding Liability related to previous year	4,61,636	5,04,806
Unrecognized actuarial gains/losses	NIL	NIL
Un-funded liability recognized in Balance Sheet	6,92,911	9,05,807

iv) Expenses recognized during the year:

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Service Cost	11,37,289	7,98,147
Interest on defined benefit obligation	2,18,409	2,28,339
Actual return on plan assets	(2,70,142)	(2,71,326)
Net actuarial (gain)/loss recognized in the year	70,257	4,44,807
Net gratuity	11,55,813	11,99,967

v) Investment details:

Particulars	% invested
L. I. C Group Gratuity Policy	100%

vi) Actuarial assumptions:

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2009 (Rs.)
Mortality Table (L.I.C)	1994-96 (Ultimate)	1994-96 (Ultimate)
Retirement Age	58 years	58 years
Withdrawal Rates	1.00% per annum	1.00% per annum
Future Salary Rise	5.00% per annum	5.00% per annum
Rate of Discounting	7.00% per annum	7.00% per annum
Rate of Increase in Compensation Level	5.00% per annum	5.00% per annum

vii) Amounts for the current and previous two years are as follows:

Benefit	2009 -10 (Rs.)	2008 -09 (Rs.)	2007 -08 (Rs.)
Defined Benefit Obligation	39,40,907	31,20,131	32,61,980
Plan Assets (including bank balance)	37,11,612	27,19,130	30,77,947
Surplus / (Deficit)	(6,92,911)*	(9,05,807)*	(1,84,033)
Experience Adjustments on Plan Liabilities	70,257	4,44,807	(2,65,881)
LOSS / (GAIN)			
Experience on Plan Assets	76,872	40,445	30798

includes unusual item related to previous years

Note: Since Company has started providing the gratuity as per AS15(Revised) from 2007-08, figures are given only for three years.

b) **Leave encashment**

Net expenses recognised during the year is Rs. 5,78,109/- (Previous year Rs. 14,58,478/-)

B) Define contribution plan

a) **Provident Fund**

The Company has recognised the following amount in Profit and loss account which are included under contribution to provident and other funds

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
Employers contribution to Provident fund	19,96,506	15,64,065
Employers contribution to Pension Scheme	15,10,623	12,06,377

b) **Super annuation Fund**

The Company has recognised the following amount in Profit and loss account for Super annuation fund.

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
Super annuation fund	5,599	84,000

c) **Employee State Insurance Corporation (ESIC)**

The Company has recognised the following amount in Profit and loss account for ESIC

Particulars	For the year ended	
	31-Mar-2010 (Rs.)	31-Mar-2009 (Rs.)
Employers contribution to ESIC	6,90,757	5,79,089

8. Borrowing costs of Rs.13,21,158/- on loans for acquiring is added to the cost of respective fixed assets

9. **Segment Reporting**

The company has identified trading business segments as its primary segment.

Trading Business segments of the company are Personal & Healthcare and Crude Edible Oil in Bulk.

Secondary segment of the company is not applicable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and Liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets have not been allocated between segments as these are used interchangeably between segments.

interchangeably between segments.

	Year ended 31 st March, 2010		Rs. in Lacs
Particulars	Trading Operations		Total
	Personal & Healthcare	Edible oil - Bulk	
Revenue(including Operating Income)	5,989 (4,254)	1,875 (7,186)	7,864 (11,440)
Identified operating expenses	5,985 (4,234)	1,850 (7,136)	7,835 (11,370)
Segment Result	6 (20)	25 (50)	31 (70)
Other Income	-	-	- (23)
Profit before taxes	- -	- -	31 (93)

Particulars	Trading Operations		Total
	Personal & Healthcare	Edible oil - Bulk	
Tax expense	- -	- -	42 (13)
Net Profit	-	-	73 (80)
Segment Assets	2,375 (1,653)	1,548 (2,556)	3,923 (4,209)
Unallocable assets	- -	- -	7,836 (8,282)
Total Assets	- -	- -	11,759 (12,491)
Segment Liabilities	368 (484)	1,487 (2,195)	1,855 (2,679)
Unallocable liabilities	-	-	9,904 (9,812)
Total Liabilities	- -	- -	11,759 (12,491)
Capital expenditure			
Depreciation	-	-	87
Non Cash expenses other than depreciation			

(Previous Year figures in bracket)

10. Related Party Disclosures

Related party disclosures, as required by Accounting Standard 18 - "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, are given below:

A) Names of related parties and description of relationship:**(a) Enterprises where KMP have significant influence:**

Rasoi Limited
Hindustan Composites Limited

Relatives of KMP

Mrs. Sumitra Devi Mody
Mrs. Pallawi Podar

(b) Key management Personnel (KMP)

Mr. R N Mody
Mr. Varunn Mody
Mr. Kuldip Singh Brar
Mr. Atul Tandon
Mr. Shamsunder Gopaldas Aggarwal
Mr. Lawson Lyon

B) Related Party Transactions

Transactions	Key management Personnel (KMP)		Enterprises where KMP/ Relatives of KMP have significant influence		Total	
	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
Loan Given (Received back)						
Rasoi Limited (repaid Net)	-	-	-	(10,51,824)	-	(10,51,824)
Hindustan Composites Limited	-	-	4,67,00,000	(75,00,000)	4,67,00,000	(75,00,000)
Total	-	-	4,67,00,000	(85,51,824)	4,67,00,000	(85,51,824)

Transactions	Key management Personnel (KMP)		Enterprises where KMP/ Relatives of KMP have significant influence		Total	
	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
Year ended 31st March						
Loan Taken (Repaid back)						
Hindustan Composites Limited			2,00,00,000	-	2,00,00,000	-
Hindustan Composites Limited			(2,00,00,000)	-	(2,00,00,000)	-
Total			Nil		Nil	
Loan Received						
Hindustan Composite Ltd			6,67,00,000		6,67,00,000	
Total			6,67,00,000		6,67,00,000	
Sale of Oils (Including other related income)						
Rasoi Limited	-	-	18,98,21,305	71,86,05,521	18,98,21,305	71,86,05,521
Total	-	-	18,98,21,305	71,86,05,521	18,98,21,305	71,86,05,521
Sale of Fixed Assets						
Hindustan Composites Limited	-	-	-	4,97,00,000	-	4,97,00,000
Total	-	-	-	4,97,00,000	-	4,97,00,000
Rent Income						
Hindustan Composites Limited	-	-	1,58,175	60,000	1,58,175	60,000
Total	-	-	1,58,175	60,000	1,58,175	60,000
Interest Income						
Rasoi Limited	-	-	49,39,221	66,88,969	49,39,221	66,88,969
Hindustan Composites Limited	-	-	21,03,747	35,90,959	21,03,747	35,90,959
Total	-	-	70,42,968	1,02,79,928	70,42,968	1,02,79,928
Interest Paid						
Hindustan Composites Limited	-	-	44,384	-	44,384	-
Total	-	-	44,384	-	44,384	-
Dividend Received						
Rasoi Limited	-	-	2,00,000	1,82,372	2,00,000	1,82,372
Total	-	-	2,00,000	1,82,372	2,00,000	1,82,372
Dividend Paid						
Rasoi Limited	-	-	2,38,427	5,96,068	2,38,427	5,96,068
Hindustan Composites Limited	-	-	2,19,400	5,48,500	2,19,400	5,48,500
Total	-	-	4,57,827	11,44,568	4,57,827	11,44,568
Rent Paid						
Rasoi Limited	-	-	11,64,731	3,60,000	11,64,731	3,60,000
Total	-	-	11,64,731	3,60,000	11,64,731	3,60,000
Reimbursement of Expense To						
Hindustan Composites Limited	-	-	-	(8,634)	-	(8,634)
From						
Hindustan Composites Limited	-	-	9,77,660	1,23,544	9,77,660	1,23,544
Total	-	-	9,77,660	1,14,910	9,77,660	1,14,910
Remuneration						
Mr. R.N. Mody	-	8,36,086				8,36,086
Mr. Varunn Mody	11,93,062	-			11,93,062	-
Mrs. Pallawi Podar			2,05,667	5,00,000	2,05,667	5,00,000
Mr. Bipin Vengsarkar	-	16,55,068			-	16,55,068
Total	11,93,062	24,91,154	2,05,667	5,00,000	13,98,729	29,91,154

Director Sitting Fee						
Mr. R.N. Mody	26,000	5,000	-	-	26,000	5,000
Mr. Varunn Mody	10,000	25,000	-	-	10,000	25,000
Other Directors	58,000	66,000	-	-	58,000	66,000
Total	94,000	96,000	-	-	94,000	96,000
C) Outstanding Balance as on 31-3-2010						
Loans & Advances						
Rasoi Limited			7,00,00,000	10,00,00,000	7,00,00,000	10,00,00,000
Hindustan Composites Limited			-	2,00,00,000	-	2,00,00,000
Mrs. Sumitra Devi Mody	-	-	10,00,000	10,00,000	10,00,000	10,00,000
Total	-	-	7,10,00,000	12,10,00,000	7,10,00,000	12,10,00,000
Sundry Debtors						
Rasoi Limited	-	-	15,48,42,090	25,56,33,162	15,48,42,090	25,56,33,162
Total	-	-	15,48,42,090	25,56,33,162	15,48,42,090	25,56,33,162

Details of Loan & Advances as per clause 32 of Listing Agreement Loan Given

Name of the Party	Balance as at 31 st March, 2010 (Rs.)	Maximum Balance(Rs.)
Hindustan Composites Limited	Nil	4,75,00,000/-

Loan Taken

Name of the Party	Balance as at 31 st March, 2010 (Rs.)	Maximum Balance (Rs.)
Hindustan Composites Limited	Nil	2,00,00,000/-

Notes:

- No amount pertaining to related parties have been provided for as doubtful debts. Also, no amount has been written off / back
- The related parties are identified based on information available with the Company

11. Earnings per Share

Earnings Per Share, as required by Accounting Standard 20 - "Earnings Per Share" issued by the Institute of Chartered Accountants of India, is given below:

Earnings Per Share is calculated by dividing the profit attributable to the Equity shareholders by the weighted average number of equity shares outstanding during the year. The net profit considered for calculation of EPS is as follows:

Particulars	As at 31-Mar-2010 (Rs.)	As at 31-Mar-2010 (Rs.)
Profit after taxation as per Profit & Loss account	73,09,249	80,38,176
Net profit for calculation of basic / diluted EPS	73,09,249	80,38,176
Weighted average number of Equity Shares Outstanding	13,65,034	13,65,034
Basic & Diluted Earnings per share (Face Value Rs 10 per share)	5.35	5.89

12. (a) The break-up of deferred tax assets and deferred tax liabilities are given as under:

Particulars	Opening Balance as at 1 st April, 2009 (Rs.)	During the year (Rs.)	Closing Balance as at 31 st March, 2010 (Rs.)
Deferred Tax Asset			
a)Expense allowable on payment basis	64,25,830	(8,29,861)	55,95,969
Deferred Tax Liability			
b)Depreciation and related items	1,23,01,295	(1,11,372)	1,21,89,923
Total (a,b)	(58,75,465)	(7,18,489)	(65,93,955)

- (b) Interest amounting to Rs.23.62 Lacs on Income Tax refund received for Assessment Year 1998-99 in the year ending 31.3.2005 has not been considered as income as a matter of prudence as the Income Tax Department's appeal before the Hon'ble High Court is pending in respect of additions for Assessment Year 1998-99. However, this interest amount has already suffered income tax in the Assessment Year 2005-06 and the said tax is included in the advance payment of taxes shown in the Balance Sheet.

13. Information required as per part II of Schedule VI of the Companies Act, 1956.

(A) Own Manufacturing Goods

Rs. in lacs

DESCRIPTION	TURNOVER		OPENING STOCK		CLOSING STOCK	
	QTY	VALUE	QTY	VALUE	QTY	VALUE
	KGS	Rs.	KGS	Rs.	KGS	Rs.
CREME (Shaving Cream)	-	-	-	-	-	-
	(233208)	(454.62)	(32047)	(57.61)	-	-
TOTAL	-	-	-	-	-	-
	(2332.08)	(454.62)	(32047)	(57.61)	-	-

(Previous Year figures in bracket)

(B) Trading

Rs. In lacs

DESCRIPTION	Units	PURCHASES		TURNOVER		OPENING STOCK		CLOSING STOCK	
		QTY	VALUE	QTY	VALUE	QTY	VALUE	QTY	VALUE
FMCG / PERSONAL CARE	KGS	-	-	6456	10.43	9524	19.04	3068	6.19
		(25353)	(44.20)	(15830)	(95.98)	-	-	(9524)	(19.04)
	Units '000'	5712584	2,491.08	6530893	3,328.20	2559077	668.24	1740768	1,060.14
OTC / HEALTH CARE		(6902218)	(1,218.49)	(4378272)	(1,285.83)	(35131)	(158.53)	(2559077)	(668.24)
	M.T.	-	-	20	12.92	20	63.35	-	-
		(16)	(43.34)	(14)	(93.41)	(18)	(79.18)	(20)	(63.35)
OIL	Units '000'	7130228	1,565.51	7417360	2,622.12	1042677	301.06	755545	186.08
		(6708008)	(1,455.43)	(5724493)	(2,287.03)	(59162)	(331.11)	(1042677)	(301.06)
	M.T.	5466	1,973.59	5466	1,875.47	-	-	-	-
Total		(16473)	(6,630.81)	(16473)	(7,186.06)	-	-	-	-
			6,030.18		7,849.14		1,051.69		1,252.41
			(9,392.27)		(10,948.31)		(568.82)		(1051.69)

(Previous Year figures in bracket)

(C) Production

Particulars	Shaving Cream (Kgs.)
Licensed / Approved Capacity	-
Installed Capacity:- On maximum shift basis	(10,00,000)
Annual Production	(1,99,500)
Third Party Manufacturer	-

*This being technical matter, certified by the management.

(Previous Year figures in bracket)

Under Industrial Licensing Policy, the company was exempted from the licensing provisions of the Industries (Development and Regulation) Act, 1951, and the company had installed capacity as above.

(D) Raw Material Consumed

Particulars	31-Mar-2010		31-Mar-2009	
	Qty (KGs)	Value (Rs.)	Qty (KGs)	Value (Rs.)
Chemicals	-	-	117942	89,50,631
Essential Oils	-	-	8814	51,99,037
Total	-	-	126756	1,41,49,668

(E) Percentage Of Raw Materials Consumed

Particulars	31-Mar-2010		31-Mar-2009	
	Value (Rs.)	%	Value (Rs.)	%
i) Imported	-	-	61,42,288	43
ii) Indigenous	-	-	80,07,380	57
Total	-	-	1,41,49,668	100

(F) Value of imports on C.I.F. Basis

Particulars	31-Mar-2010 Value (Rs.)	31-Mar-2009 Value (Rs.)
Raw Materials	-	1,64,446
Trading – Edible oil - Bulk	19,15,84,723	65,28,09,254
- Personal & Health Care	16,73,86,685	7,03,59,587

(G) Expenditure in Foreign Currency (Cash Basis)

Particulars	31-Mar-2010 Value (Rs.)	31-Mar-2009 Value (Rs.)
Traveling	67,84,897	39,28,526
Other Expenses	34,79,187	51,90,351
Professional Charges	-	3,60,924
Membership & Subscription	63,337	-

(H) Remittances in Foreign Currency on account of Dividends (Net)

Particulars	31-Mar-2010	31-Mar-2009
Shareholders (Nos.)	1	1
Shares (Nos.)	33,600	33,600
Amount (Rs.)	84,000	84,000

(I) Foreign Currency Exposure

Particulars	Non-hedged		Hedged	
	Currency	Amount	Currency	Amount
Creditors	USD	18,38,866 (5,000)	USD	15,67,756 (52,71,759)
	JPY	85,05,000 -	-	-
	GBP	59,133 (4,914)	-	-
Advance to Creditors	USD	49,231 (6,360)	-	-
	GBP	2,464 -	-	-

(Previous Year figures in bracket)

- (J) During the year the Company has deferred the premium of Rs.1,71,838/- (Previous year Rs. Nil) paid on exchange forward contract and Rs. 62,213/- charged to Profit and loss account.

14 Previous year's figures have been regrouped/re-arranged and reclassified wherever considered necessary.

Signatures to Schedules 1 to 16
For & on behalf of the Board of Directors

R N Mody
Chairman

Varunn Mody
Executive Director

Lt. Gen (Retd) K S Brar
Director

Atul Tandan
Director

Sohan Sarda
GM - Finance

Date: 21st May, 2010
Place: Mumbai

Additional Information as required under part IV to Schedule VI of the Companies Act, 1956.
Balance Sheet Abstract and Company's General Business Profile
I. Registration Details :

Registration No.	088167	State Code:	21
Balance Sheet Date	31.03.2010		

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue:	NIL	Right Issue:	NIL
Bonus Issue:	NIL	Private Placement:	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities:	9,23,335	Total Assets:	9,23,335
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Sources of Funds :

Paid up Capital:	13,650	Reserves & Surplus:	7,00,610
Secured Loans:	1,79,838	Unsecured Loans:	22,642
Deferred tax liability:	5,875		

Application of Funds:

Net Fixed Assets:	1,99,882	Investments	2,03,158
Net Current Assets:	5,20,295	Misc.Expenditure:	NIL
Accumulated Losses:	NIL		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	7,84,914	Total Expenditure	8,29,492
Micellaneous income	47,639		
Before Tax	3,062	Profit/Loss After Tax	7,309
Earning per Share:(Rs.)	5.35	Dividend Rate	10%

V. Generic name of three Products/Services of Company (as per monetary terms)

Item Code No. (ITC)	Product Description
330499	Skin care / Face creams
330491	Talcum Powder
330690	Medicated Tooth paste

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ECS MANDATE FORM FOR PAYMENT OF DIVIDEND ON EQUITY SHARES

(In case of physical shares - send to our Share Transfer Agent
In case of demat shares - send to your Depository Participant)

1. Name of First Shareholder (in block letters) :
2. Address :
3. Regd. Folio No. :
(If not Dematerialised)
D P ID No. :
Client I D No. :
(If dematerialised)
4. Particulars of Bank Account
 - A. Bank Name :
 - B. Branch Name & City with Pin Code :
 - C. Account No.(as appearing on the cheque Book) :
 - D. Account Type (Please tick) :

SB	Current	Cash Credit
----	---------	-------------
 - E. 9 Digit MICR code of the Bank & Branch appearing on the cheque issued by the Bank :

--	--	--	--	--	--	--	--	--
5. Please attach a photo copy of a cheque leaf or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the codes numbers.

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reason of incomplete or incorrect information, I would not hold the Company responsible. In case of ECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument.

Place :

Date :

Signature of the shareholders

Certified that the particulars furnished above are correct as per our records.

Place :

Date :

Signature of the Bank's Officer

- Notes :**
1. Kindly fill all columns. Incomplete forms shall not be entertained.
 2. Please ignore this form, if the same is already submitted.
 3. In lieu of the Bank Certificate to be obtained , shareholders can attach a Blank ' cancelled' cheque or a photocopy thereof.

J. L. MORISON (INDIA) LIMITED

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

ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

I hereby accord my presence at the Seventy Fifth Annual General Meeting of the Company to be held on 9th September, 2010 at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 at 11.30 a.m.

Folio No.: _____ or

DP ID No.: _____ Client ID No. : _____

Name of the Shareholder / Proxy _____
(in block letters)

Signature of the Shareholder or proxy attending the meeting

..... Tear Here

J. L. MORISON (INDIA) LIMITED

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

PROXY FORM

Folio No.: _____ or

DP ID No.: _____ Client ID No. : _____

I / We _____ of _____, being a member / members of J. L. MORISON (INDIA) LIMITED hereby appoint _____ of _____ failing him _____ of _____ failing him _____ of _____ as my / our proxy to attend and vote for me / us and on my / our behalf at the Seventy Fifth Annual General Meeting of the said Company to be held on 9th September, 2010 at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 at 11.30 a.m. and at any adjournment thereof.

Affix Re. 1 Revenue Stamp

Signed this _____ day of _____ 2010

Signature/s of the Shareholder/s

Note: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the meeting.





Book Post



J.L.MORISON (INDIA) LIMITED

If undelivered please return to

Registered Office:

'RASOI COURT',
20, Sir R N Mukherjee Road,
Kolkata-700 001.

Head Office :

'Crystal'79, Dr. Annie Besant Road,
Worli, Mumbai-400 018, India.
Tel. : 91-22-2497 5031-35
Fax : 91-22-2495 0317
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