



JL MORISON

BUILDING GOODNESS

9th October, 2017

To
The Manager - CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Dear Sir,

Scrip Code: 506522

Sub.: Submission of Annual Report for the financial year ended 31st March, 2017

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we submit herewith Copy of the Approved Annual Report for the year ended 31st March, 2017.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For J. L. Morison (India) Limited



Karishma Patel
Company Secretary & Compliance Officer
Membership No.: A35372

Encl: A/a

CC: The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata - 700 001

J. L. MORISON (INDIA) LTD.

Corp. Office : Peninsula Business Park, Tower 'A', 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 India Tel: 91 22 2497 5031, 6141 0300 Fax: 91 22 2495 0317
Regd. Office : Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata - 700 001. India Tel.: 91 33 2248 0114 / 15 Fax: 91 33 2248 1200
Email : info@jlmorison.com www.jlmorison.com CIN : L51109WB1934PLC088167

OVERCOMING CHALLENGES

WE DON'T GROW WHEN THINGS ARE EASY,
WE GROW WHEN WE FACE CHALLENGES!



ANNUAL REPORT

2016 -17

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Sensitive teeth don't know the difference between creamy ice cream and electric drills. They both feel the same, indistinguishable taste for hot, sour and sweet foods. Sensitive teeth can be corrected if you brush your teeth with Emoform - R toothpaste, packed with EMS-Salt that tone up and firm your gums. Plus KNO₃ in a unique Swiss Formula that effectively fights off sensitivity. Now you can happily bite into piping hot pakodas and creamy ice cream without having them bite back at you.

BOARD OF DIRECTORS

RAGHU NANDAN MODY	CHAIRMAN
SAKSHI MODY	DIRECTOR
SANDIP DAS	EXECUTIVE DIRECTOR & CEO (upto 31 st January, 2017)
SOHAN SARDA	EXECUTIVE DIRECTOR & CEO (w.e.f. 1 st February, 2017)
	CHIEF FINANCIAL OFFICER (upto 31 st January, 2017)
SANJAY KOTHARI	INDEPENDENT DIRECTOR
DINESH SHARMA	INDEPENDENT DIRECTOR
CHAKRAPANI BRAJESH MISRA	INDEPENDENT DIRECTOR
LALIT KUMAR BARARIA	INDEPENDENT DIRECTOR (w.e.f. 1 st February, 2017)
RAVINDRA GAJELLI	CHIEF FINANCIAL OFFICER (w.e.f. 1 st February, 2017)
KARISHMA PATEL	COMPANY SECRETARY & COMPLIANCE OFFICER (w.e.f. 19 th May, 2016)

BANKER

CANARA BANK

AUDITORS

HARIBHAKTI & Co. LLP
CHARTERED ACCOUNTANTS
MUMBAI – 400 059

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.jlmorison.com/corporate

82nd Annual General Meeting of the Company will be held on Monday, the 25th September, 2017 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156

HEAD OFFICE:

PENINSULA BUSINESS PARK, TOWER “A”,
8TH FLOOR, SENAPATI BAPAT MARG,
LOWER PAREL, MUMBAI - 400 013
PHONE: (022) 6141 0300
FAX: (022) 2495 0317

BRANCHES

MUMBAI
KOLKATA
NEW DELHI
CHENNAI

WORKS

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

CONTENTS

	Page No.
Notice	1
Directors' Report	9
Report on Corporate Governance	28
Auditors' Certificate on Corporate Governance	37
Management Discussion and Analysis Report	40
Independent Auditors' Report	41
Balance Sheet	45
Statement of Profit and Loss	46
Cash Flow Statement	47
Significant Accounting Policies and Notes Forming Part of the Financial Statements	48

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

CIN: L51109WB1934PLC088167

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

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

NOTICE

Notice is hereby given that the Eighty-Second Annual General Meeting of the members of **J. L. Morison (India) Limited** will be held on Monday, the 25th September, 2017 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Directors' and Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2017 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 10% (Re. 1 per share) on the 13,65,034 Equity shares of Rs. 10/- each of the Company for the year ended 31st March, 2017 be and is hereby declared out of the current profits of the Company and that the same be paid, to those shareholders whose names appear on the Company's Register of Members as on 25th September, 2017 and that the dividend warrants be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment."

3. To appoint a Director in place of Mr. Raghu Nandan Mody (DIN:00053329), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Raghu Nandan Mody (DIN: 00053329), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

4. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139(2), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Lodha & Co., Chartered Accountants, Mumbai (having Firm Registration No.: 301051E), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Statutory Auditors M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (having Firm Registration No.103523W), to hold office for a period of 5 (five) consecutive years from the conclusion of this 82nd Annual General Meeting until the conclusion of the 87th Annual General Meeting of the Company to be held for the year ending 31st March, 2022, subject to the ratification of the members of the Company every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Lalit Kumar Bararia (DIN:00204670) who was appointed as an Additional (Independent) Director of the Company for a period of 5 years with effect from 1st February, 2017 pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 to hold office upto 31st January, 2022, who shall not be liable to retire by rotation."

6. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sohan Sarda (DIN: 00129782) who was appointed as an Additional Director of the Company w.e.f. 1st February, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the appointment of Mr. Sohan Sarda (DIN: 00129782) as an Executive Director and CEO of the Company for a period of 3 years w.e.f 1st February, 2017 be and is hereby approved, upon the terms and conditions as detailed in Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee and approved by Audit Committee, the revision in remuneration payable to Mr. Sohan Sarda (DIN:00129782), Executive Director & CEO of the Company w.e.f. 1st April, 2017 for remaining period of his tenure as detailed in the Explanatory statement attached to this Notice be and is hereby approved, with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sohan Sarda as an Executive Director and CEO of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Place : Mumbai
Date : 2nd May, 2017

Karishma Patel
Company Secretary & Compliance Officer

Registered Office:

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

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of the Notice.
- Members are requested to bring Attendance slip along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting (including through remote e-voting).
- Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
- Relevant documents referred to in accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
- Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on “General Meetings” the particulars of Directors seeking appointment/re-appointments at the ensuing Annual General Meeting are stated in Explanatory Statement of the notice.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing Annual General Meeting.

10. Members holding shares in identical order of names in more than one folio are requested to write to the Company/Registrar and Share Transfer Agents (RTA) enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
11. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents quoting their Folio Number. Members holding shares in the electronic form may update such details with their respective Depository Participants.
12. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2008-2009 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2010 is due for transfer to the IEPF in month of October, 2017. The shareholders whose dividend remained unclaimed for the financial year 2009-10 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 27th September, 2016 (date of the previous Annual General Meeting) under "Investor Relations" section on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.
Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.
In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
14. Queries on accounts and operations of the Company, if any, may please be sent to the Company ten days in advance of the meeting so that the answers can be made available at the meeting.
15. Members are requested to forward all share transfers and other communications to the (RTA) of the Company and are further requested to always quote their folio number/DP ID –Client ID in all correspondences with the Company.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
17. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2017, if approved at the ensuing Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Monday, 25th September, 2017; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
18. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.
You are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
The e-mail ID provided shall be updated subject to successful verification of your signatures as per records available with the RTA of the Company.
19. The Register of Directors' and Key Managerial Personnel's Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
20. The Notice of the 82nd Annual General Meeting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email IDs, physical copies of the aforesaid documents are being sent by courier.
21. Members may also note that the 82nd Annual Report for the year 2016-17 is also available on the website of the Company www.jlmorison.com/corporate for their record.

22. Information and other instructions relating to the e-voting:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 82nd Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
- (c) The facility for voting through ballot papers shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The remote e-voting shall commence on Friday, 22nd September, 2017 (9.00 a.m.) and ends on Sunday, 24th September, 2017 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 18th September, 2017.
- (g) A person, whose name is recorded in the Register of Members maintained by the RTA or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, 18th September, 2017 shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot papers.
- (h) The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary, (FCS No.: 4515/CP No.: 2251) as Scrutinizer to scrutinize the voting through remote e-voting process and ballot papers in a fair and transparent manner.
- (i) Any person who acquires shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. Monday, 18th September, 2017. may obtain User Id and password by sending request at evoting@nsdl.co.in or contact to CB Management Services (P) Ltd., (RTA) at (033) 40116700. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.
The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer's report and submit to the Chairman. The result declared along with consolidated scrutinizer's report shall be placed on the website of the Company www.jlmorison.com/corporate and on the website of the NSDL <https://www.evoting.nsdl.com/>. The results shall simultaneously be communicated to the stock exchanges.
- (j) Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the meeting i.e. Monday, 25th September, 2017.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "JLM e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No).

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of J. L. Morison (India) Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of NSDL website at www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in or rajivr@nsdl.co.in, phone No. (022) 2499 4738 or 1800-222-990. Further queries relating to remote e-voting may be addressed to Ms. Karishma Patel, Company Secretary & Compliance Officer, Peninsula Business Park, 8th Floor, Tower "A", Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, email: investors@jlmorison.com, Phone No. (022) 6141 0300.
- C. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Lalit Kumar Bararia, being eligible, was appointed as an Additional Independent Director by the Board of Directors for a period of 5 (five) years with effect from 1st February, 2017 till 31st January, 2022, subject to approval of shareholders at the ensuing Annual General Meeting. Mr. Lalit Kumar Bararia, aged 62 years, is a member of the Institute of Chartered Accountants of India and has over 40 years of experience in the field of Management Consultancy, Accounts, Taxation and Finance.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Lalit Kumar Bararia has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a director of the Company. The Nomination and Remuneration Committee has also approved his appointment as Independent Director for a period of 5 years.

In the opinion of the Board, Mr. Lalit Kumar Bararia fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The letter of appointment is available for inspection by members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Lalit Kumar Bararia as an Independent Director. Accordingly, the Board recommends an Ordinary Resolution in relation to appointment of Mr. Lalit Kumar Bararia as an Independent Director for the approval by the shareholders of the Company.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice. Mr. Lalit Kumar Bararia is not holding any shares in the Company.

Except Mr. Lalit Kumar Bararia, being appointee, none of the other Directors and/or Key Managerial Personnel of Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

Item Nos. 6 & 7

Mr. Sohan Sarda, was appointed as an Additional Director under Section 161 of the Companies Act, 2013 w.e.f. 1st February, 2017. Mr. Sohan Sarda, aged 42 years, is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and has over 20 years of experience in the field of Management Accounts, Taxation and Finance. He has been associated with the Company since 2005. He does not hold any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sohan Sarda holds office upto the date of this Annual General Meeting. The Company has received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Further he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Upon recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, Mr. Sohan Sarda was also appointed as an Executive Director & CEO of the Company for a period of 3 (three) years w.e.f. 1st February, 2017, subject to the approval of the members of the Company. As recommended by Nomination and Remuneration Committee and approved by Audit Committee, the remuneration payable to Mr. Sohan Sarda was revised w.e.f. 1st April, 2017 for the remaining period of his tenure. The details of terms of appointment and revision in remuneration payable to Mr. Sohan Sarda are as follows:

Sr. No.	Particulars	Remuneration w.e.f. 1 st February, 2017 till 31 st March, 2017	Remuneration w.e.f. 1 st April, 2017 for remaining period of his tenure.
1.	Salary	₹ 2,10,000/- per month and other allowance of ₹ 98,967/- per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.	₹ 2,31,000/- per month and other allowance of ₹ 1,42,113/- per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.
2.	Medical	a. Reimbursement of medical expenses not exceeding ₹ 15,000/- per annum; b. Medical insurance premium for self, spouse and dependent children – upto Rs. 3 Lacs per annum; c. Personal Accident insurance premium for him and family upto Rs. 3 Lacs per annum.	a. Reimbursement of medical expenses not exceeding ₹ 15,000/- per annum; b. Medical insurance premium for self, spouse and dependent children – upto ₹ 3 Lacs per annum; c. Personal Accident insurance premium for him and family upto ₹ 3 Lacs per annum.
3.	Leave Travel Concession	As per rules of the Company, not exceeding ₹ 1,50,000/- per annum.	As per rules of the Company, not exceeding ₹ 2,00,000/- per annum.
4.	Provident and other funds including gratuity	As per rules of the Company's Scheme.	As per rules of the Company's Scheme.
5.	Motorcar with Driver	Motor Car with Driver.	Motor Car with Driver.
6.	Leave encashment*	Encashment of leave accumulation as per the rules of the Company.	Encashment of leave accumulation as per the rules of the Company.

* Mr. Sohan Sarda will be entitled to leave as per the rules of the Company.

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sohan Sarda as an Executive Director & CEO. Accordingly, the Board recommends the resolutions as set out at item nos. 6 and 7 of the Notice in relation to appointment of Mr. Sohan Sarda as an Executive Director & CEO and revision in his remuneration as aforesaid for the approval of the shareholders of the Company.

Except, Mr. Sohan Sarda, being appointee, none of the other Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolutions.

Additional information as required under Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information:		
1.	Nature of Industry	The Company is engaged in the business of manufacturing, marketing and distribution of personal care, life style and FMCG products.
2.	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1934.

3.	Incase of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	EPS: ₹ 9.99 Return on Networth: 1.64%
5.	Foreign Investment or Collaborations, if any.	Nil

II. Information about the appointee

1.	Background details	Mr. Sohan Sarda is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast knowledge and experience in the field of Management, Accounts, Taxation and Finance. He is associated with the Company since 2005.
2.	Past Remuneration	₹ 37,95,599/- p.a.
3.	Recognition or awards	Mr. Sohan Sarda is having good experience in the industry in which the company operates.
4.	Job profile and his suitability	He is Executive Director & CEO of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
5.	Remuneration proposed	₹ 50,25,000/-(approx.) p.a.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	At par with the industry standards in which the Company operates.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with Company and other managerial personnel.

III. Other Information

1.	Reasons of loss or inadequate profits	Due to increase in competition, demonetization and stress on margin, the Company could not achieve high levels of profits.
2.	Steps taken or proposed to be taken for improvement	The Company has taken cost cutting measures to improve profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits by improved margins in future.

INFORMATION OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT AS PER REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 "GENERAL MEETING" IS GIVEN BELOW:

Particulars	Mr. Raghu Nandan Mody	Mr. Lalit Kumar Bararia	Mr. Sohan Sarda
Date of Birth	18.02.1939	20.09.1954	05.06.1974
Date of Appointment	28.05.1987	01.02.2017	01.02.2017
Expertise in specific functional area/Brief Resume	He has over 44 years of experience as a leading industrialist with extensive and varied experience in setting up businesses in different kind of industrial products.	He has over 40 years of experience in the field of Management Consultancy, Accounts, Taxation and Finance.	He has vast knowledge and experience in the field of Accounts, Taxation and Finance. He is associated with the Company since 2005.
Qualification	Graduate from Cambridge University	He is a member of Institute of Chartered Accountants of India.	He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.
No. of equity shares held in the Company	250	Nil	Nil

Particulars	Mr. Raghu Nandan Mody	Mr. Lalit Kumar Bararia	Mr. Sohan Sarda
List of Directorship in other entities	1. Hindustan Composites Limited 2. Rasoi Limited 3. Prabhukrupa Overseas Limited 4. Rasoi Express Private Limited	Takahashi Agencies Private Limited	Nil
Membership/Chairmanship of Committees of other listed entities	<u>Hindustan Composites Limited</u> Audit Committee - Member Stakeholder's Relationship Committee - Member Corporate Social Responsibility Committee - Member <u>Rasoi Limited</u> Audit Committee - Member	Nil	Nil
No. of Board Meetings attended during the year	2	N.A.	N.A.
Terms and Conditions of re-appointment	He is liable to retire by rotation.	He is not liable to retire by rotation.	He is not liable to retire by rotation.
Remuneration to be paid (if applicable)	Not applicable.	Not applicable.	₹ 50,25,000/- (approx) p. a.
Relationship with any Director (s)/Key Managerial Personnel of the Company.	Grand father-in-law of Mrs. Sakshi Mody	Not related with any Directors, Key Managerial Personnel of the Company.	Not related with any Directors, Key Managerial Personnel of the Company.
Justification for appointing as an Independent Director	Not applicable	He has over 40 years of experience in the field of Management Consultancy, Accounts, Taxation and Finance. His association would be immense of benefit to the Company and it is desirable to avail services of Mr. Lalit Kumar Bararia as an Independent Director.	Not applicable

By Order of the Board of Directors

Place : Mumbai
Date : 2nd May, 2017

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

Karishma Patel
Company Secretary & Compliance Officer

DIRECTORS' REPORT

To the Members,

J. L. Morison (India) Limited

Your Directors present 82nd Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March, 2017.

1. FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Sr. No.	Particulars	Current Year ended on 31 st March, 2017	Previous Year ended on 31 st March, 2016
1.	Total Revenue (net)	8,015.07	9,647.31
2.	Profit before Finance Cost, Depreciation & Amortization expenses and tax	205.08	608.23
3.	Finance Cost	5.80	6.39
4.	Depreciation and Amortization expenses	146.74	146.92
5.	Profit before exceptional items and tax	52.54	454.92
6.	Provision for tax	(83.85)	176.10
7.	Profit after tax	136.39	278.82
8.	Balance of profit as per last Balance Sheet	1,116.61	854.22
9.	Balance available for appropriation	1,253.00	1,133.04
10.	Proposed dividend	-	13.65
11.	Dividend Tax	-	2.78
12.	Transfer to General Reserve	-	-
13.	Transfer to Balance Sheet	1,253.00	1,116.61

2. DIVIDEND & RESERVES:

Your Directors have pleasure in recommending payment of dividend of Re. 1/- being 10% per share on Equity Share of ₹ 10/- each. This will absorb total cash outflow of ₹ 16.43 Lacs (previous year ₹ 16.43 Lacs) including Corporate Dividend Distribution Tax of ₹ 2.78 Lacs (previous year ₹ 2.78 Lacs). During the year the Company has not transferred any amount to General Reserve.

3. PERFORMANCE:

During the year the 3 divisions were merged so as to generate synergies of operation and cost saving in the long term. The performance of the Company was satisfactory considering the competition and other factors like Demonetization & impending GST implementation. Emoform, the medicated toothpaste for sensitive teeth has been facing tough challenges due to aggressive OTC promotions and mass advertising by International/Domestic brands.

The Company continues to explore newer opportunities including launch of new products in the own brands.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

4. SHARE CAPITAL OF THE COMPANY:

The paid up equity share capital of your Company is ₹ 1,36,50,340/- (Rupees One Crore Thirty Six Lakhs Fifty Thousand Three Hundred Forty only) divided into 13,65,034 Equity Shares of ₹ 10/- (Rupee Ten) each.

5. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture or associate Company during the financial year.

6. EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as "Annexure A".

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Articles of Association of the Company, Mr. Raghu Nandan Mody (DIN: 00053329), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

b) Appointment:

The Board of Directors of the Company appointed Mr. Sohan Sarda (DIN: 00129782) as an Executive Director & CEO w.e.f. 1st February, 2017 for a period of 3 years, subject to the approval of shareholders at the ensuing Annual General Meeting. Also Mr. Lalit Kumar Bararia (DIN: 00204670) was appointed as an Additional Independent Director of the Company w.e.f. 1st February, 2017 for a period of 5 consecutive years, subject to approval of shareholders at the ensuing Annual General Meeting. The Company has received notices along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Directors of the Company. Your Board recommends their appointment.

Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravindra Gajelli was appointed as Chief Financial Officer of the Company w.e.f. 1st February, 2017.

c) Cessation:

Mr. Sandip Das, Executive Director & CEO of the Company has resigned from the services of the Company w.e.f. closing working hours of 31st January, 2017. The Board places on record its appreciation for the valuable contribution made by him during his tenure as the Director of the Company.

d) Declaration from Independent Directors:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Annual performance evaluation by the Board:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committee. The Board has devised questionnaire to evaluate the performances of each of executive and non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance at Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <http://www.jlmorison.com/public/downloads/Independent-Directors.pdf>

f) Key Managerial Personnel (KMP):

Sr. No.	Name of the KMP	Designation
1.	Mr. Sandip Das	Executive Director & CEO (upto 31 st January, 2017)
2.	Mr. Sohan Sarda	Executive Director & CEO (w.e.f. 1 st February, 2017)
3.	Mr. Ravindra Gajelli	Chief Financial Officer (w.e.f. 1 st February, 2017)
4.	Mr. Kuldip Balasia	V.P. - Corporate Affairs & Company Secretary & Compliance Officer (resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f. closing hours of 29 th April, 2016)
5.	Ms. Karishma Patel	Company Secretary & Compliance Officer (w.e.f. 19 th May, 2016)

8. MANAGERIAL REMMUNERATION AND OTHER DETAILS:

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as "Annexure B".

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is provided in a separate annexure forming part of this report. Further in terms of Section 136 of the Act, the Report and accounts are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the registered office of the Company during the working hours and any member interested in obtaining a copy of the same may write to the company secretary and the same will be furnished on request.

9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Report on Corporate Governance.

10. AUDIT COMMITTEE AND ITS COMPOSITION:

As on 31st March, 2017, the Audit Committee comprised of Mr. Sanjay Kothari, Mr. Dinesh Sharma, Mr. Chakrapani Brajesh Misra and Mr. Sohan Sarda.

Mr. Sanjay Kothari is the Chairman of Audit Committee of the Company. Ms. Karishma Patel, Company Secretary of the Company acts as Secretary of the Audit Committee.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control, financial reporting process and vigil mechanism.

Other details with respect to Audit Committee are given in Corporate Governance Report.

11. MEETINGS OF THE BOARD:

The Board met four times during the year, the details of which are given in the Report on Corporate Governance. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3) of the Companies Act, 2013 state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the directors have selected such accounting policies and applied them consistently and made judgments 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 on 31st March, 2017 and of the profit of the company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis and are entered into based on considerations of various business exigencies, such as synergy in operations, their specialization, etc and to further the Company's interests.

During the year, the Company had entered into contract / arrangement / transaction with related party, the details of which as referred to in Section 188(1) of the Companies Act, 2013 in prescribed Form AOC 2 under Companies (Accounts) Rules, 2014 is appended as "Annexure C".

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same is as under: <http://www.jlmorison.com/public/downloads/Policy%20on%20Related%20Party%20transaction.pdf>

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loans, guarantee or investment under Section 186 of the Companies Act, 2013 is given under Notes to Accounts of financial statements.

16. CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 read with Companies (Corporate Social Responsibility) Rules, 2014, the Company has formed Corporate Social Responsibility Committee and Policy on Corporate Social Responsibility (CSR). As part of its initiatives under CSR, the Company has made contribution to Prime Minister's National Relief Fund for socio-economic development of

the country. This contribution is in accordance with Schedule VII of the Companies Act, 2013.

The details as per the provisions of Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014 is annexed herewith as "Annexure D".

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

18. RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

19. WHISTLE BLOWER POLICY / VIGIL MECHANISM POLICY:

The Company has a Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil Mechanism Policy is explained in the Report on Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2016-17, no employee or director was denied access to the Audit Committee.

20. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and Rules made thereunder, the term of office of M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company will end at the conclusion of the 82nd Annual General Meeting of the Company.

The Board of Directors places on record its appreciation for the services rendered by M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

Subject to the approval of the Members, the Board of Directors of the Company has recommended the appointment of M/s. Lodha & Co., Chartered Accountants, Mumbai (ICAI Firm Registration Number - 301051E) as the Statutory Auditors of the Company pursuant to Section 139(2) of the Companies Act, 2013 to hold office as such for a consecutive period of 5 (five) years, subject to ratification every year in the Annual General Meeting

Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the shareholders of the Company.

21. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. M Baldeva Associates, Company Secretaries, Thane as Secretarial Auditors to undertake Secretarial Audit of the Company for the year 2016-17. The Secretarial Audit Report is annexed herewith as "Annexure E" and forming part of this report.

22. INTERNAL AUDITORS:

The Company has appointed M/s. SMMP & Associates, Chartered Accountants, Mumbai, as its Internal Auditors. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliances with operating systems, accounting procedures and policies at all locations of the Company and reports the same on quarterly basis to the Audit Committee.

23. REMARKS ON QUALIFICATION BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS:

There is no qualification/adverse remarks in Statutory Audit Report.

With respect to observation made by the Secretarial Auditors in their report, we would like to state that due to technical issue on MCA portal there was delay in filing e-form MGT-14. However no penalty was levied for the delayed filing of the said form.

24. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Regulations 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following have been made a part of the Annual Report and are attached to this report:

- Management Discussion and Analysis Report
- Corporate Governance Report
- Auditors' Certificate regarding compliance of conditions of Corporate Governance

25. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale

and complexities of its operations. The internal and operational audit is entrusted to M/s. SMMP & Associates, a reputed firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and compliance to Accounting Policies and procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls Systems followed by the company.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The details of Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are appended to this report as “**Annexure –F**”.

27. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted an Internal Compliant Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was received by the Committee.

28. LISTING:

The equity shares of the Company continue to be listed on BSE Limited and the Calcutta Stock Exchange Limited.

29. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude for the continued co-operation and patronage extended by the esteemed Customers, Shareholders, Bankers, Trade Partners and Employees and look forward for their continued support in the future as well.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 2nd May, 2017

Raghu Nandan Mody
Chairman
DIN:00053329

Sohan Sarda
Executive Director & CEO
DIN: 00129782

Annexure to Directors' Report

Annexure A

Form No. MGT-9

Extract of Annual Return

(As on the financial year ended on 31st March, 2017)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L51109WB1934PLC088167
2.	Registration Date	15 th October, 1934
3.	Name of the Company	J. L. Morison (India) Limited
4.	Category/Sub-Category of the Company	Indian Non-Government Company limited by shares
5.	Address of the Registered office and contact details	"Rasoi Court", 20, Sir R. N. Mukherjee Road, Kolkata – 700 001 Phone: (033) 2248 0114/15 Fax: (033) 2248 1200 Email: investors@jlmorison.com Website: www.jlmorison.com/corporate
6.	Whether listed Company (Yes/No):-	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	CB Management Services (P) Limited P-22, Bondel Road, Kolkata, West Bengal – 700 019 Phone: 2280 6692/2282 3643 Fax: 91 33 4011 67 39 e-mail: rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/ Services	NIC Code of the Product	% to total turnover of the company
1.	Tooth Paste	20235	25.07
2.	Hair Colour	20236	32.88
3.	Baby Products	22209	32.11

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: The Company does not have any holding, subsidiary or associate company

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding.

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	385	-	385	0.03	385	-	385	0.03	-
(b) Central Government	-	-	-	-	-	-	-	-	-
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	9,97,356	-	9,97,356	73.06	10,21,922	-	10,21,922	74.86	1.80
(e) Banks/ FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	9,97,741	-	9,97,741	73.09	10,22,307	-	10,22,307	74.89	1.80
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Total Shareholding of Promoter (A)= (A) (1)+(A)(2)	9,97,741	-	9,97,741	73.09	10,22,307	-	10,22,307	74.89	1.80
B. Public shareholding									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	70	0.01	70	-	70	70	0.01	-
(c) Central Government	-	-	-	-	-	-	-	-	-
(d) State Government(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	70	0.01	70	-	70	70	0.01	-
2. Non-institutions									
(a) Bodies Corporate									
(i) Indian	1,12,214	410	1,12,624	8.25	1,20,354	410	1,20,764	8.85	0.60
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1,20,138	51,765	1,71,903	12.59	1,15,270	48,740	1,64,010	12.02	(0.57)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	55,232	-	55,232	4.05	55,232	-	55,232	4.05	-
(c) Others (specify)									
(i) Director	-	-	-	-	-	-	-	-	-
(ii) Trust	26,190	-	26,190	1.92	990	-	990	0.07	(1.85)
(iii) Non-Resident Individuals - Rep.	155	105	260	0.02	151	105	256	0.01	(0.01)
(iv) Non-Resident Individuals - Non Rep.	858	156	1014	0.07	1,249	156	1,405	0.10	0.03
Sub-Total (B)(2)	3,14,787	52,436	3,67,223	26.90	2,93,246	49,411	3,42,657	25.10	(1.80)
Total Public Shareholding (B)= (B) (1)+(B)(2)	3,14,787	52,506	3,67,293	26.91	2,93,246	49,481	3,42,727	25.11	(1.80)
C. Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	13,12,528	52,506	13,65,034	100.00	13,15,553	49,481	13,65,034	100.00	-

ii) Shareholding of Promoters and Promoters group:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Rasoi Limited	2,72,800	19.98	-	2,72,800	19.98	-	-
2	Looklink Finance Limited	1,13,319	8.30	-	1,13,319	8.30	-	-
3	Pallawi Resources Limited	94,600	6.93	-	94,600	6.93	-	-
4	Surdas Trading &Mfg Co.Limited	78,742	5.77	-	78,742	5.77	-	-
5	Leaders Healthcare Limited	67,603	4.95	-	67,603	4.95	-	-
6	Pallawi Trading & Mfg Co. Limited	30,000	2.20	-	30,000	2.20	-	-
7	Hindustan Composites Limited	2,72,800	19.98	-	2,72,800	19.98	-	-
8	Axon Trading &Mfg Co. Limited	20,490	1.50	-	20,490	1.50	-	-
9	Lotus Udyog Limited	18,400	1.35	-	18,400	1.35	-	-
10	Goodpoint Advisory Services And Investments Limited	14,000	1.03	-	14,000	1.03	-	-
11	Noble Trading Company Limited	8,866	0.65	-	8,866	0.65	-	-
12	Silver Trading And Services Limited	5,736	0.42	-	5,736	0.42	-	-
13	Sun Light Marketing Services Pvt. Ltd.	-	-	-	24,566	1.80	-	1.80
14	Raghu Nandan Mody	250	0.02	-	250	0.02	-	-
15	Varunn Mody	135	0.01	-	135	0.01	-	-
Total		9,97,741	73.09	-	10,22,307	74.89	-	1.80

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No	Shareholders' Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Sun Light Marketing Services Pvt. Ltd.					
A	At the beginning of year		-	-		
B	Changes during the year					
	Date	Reason				
	09.12.16	Buy	121	0.01	121	0.01
	16.12.16	Buy	131	0.01	252	0.02
	23.12.16	Buy	6,411	0.47	6,663	0.49
	30.12.16	Buy	17,903	1.31	24,566	1.80
C	At the end of year		-	-	24,566	1.80

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholders' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Perito Tessili Designs LLP				
A	At the beginning of year	68,000	4.98	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	68,000	4.98
2	Shaunak Jagdish Shah				
A	At the beginning of year	27,200	1.99	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	27,200	1.99

Sr. No	Shareholders' Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
3	Jayshree Bhartia Foundation					
A	At the beginning of year		25,200	1.85	-	-
B	Changes during the year					
	Date	Reason				
	23.12.2016	Sell	25,200	1.85	-	-
C	At the end of year		-	-	-	-
4	Dalmia Securities Private Limited					
A	At the beginning of year		15,691	1.15	-	-
B	Changes during the year					
	Date	Reason				
	15.04.2016	Buy	20	-	15,711	1.15
	29.04.2016	Buy	169	0.01	15,880	1.16
	27.05.2016	Buy	258	0.02	16,138	1.18
	03.06.2016	Buy	74	0.01	16,212	1.19
	10.06.2016	Buy	699	0.05	16,911	1.24
	17.06.2016	Buy	162	0.01	17,073	1.25
	24.06.2016	Buy	24	-	17,097	1.25
	30.06.2016	Buy	76	0.01	17,173	1.26
	01.07.2016	Buy	124	0.01	17,297	1.27
	08.07.2016	Buy	64	-	17,361	1.27
	29.07.2016	Buy	20	-	17,381	1.27
	05.08.2016	Buy	756	0.06	18,137	1.33
	12.08.2016	Buy	344	0.03	18,481	1.35
	26.08.2016	Buy	842	0.06	19,323	1.42
	02.09.2016	Buy	577	0.04	19,900	1.46
	09.09.2016	Buy	21	-	19,921	1.46
	20.09.2016	Buy	59	-	19,980	1.46
	23.09.2016	Buy	23	-	20,003	1.47
	30.09.2016	Buy	39	-	20,042	1.47
	07.10.2016	Buy	83	0.01	20,125	1.47
	14.10.2016	Buy	100	0.01	20,225	1.48
	21.10.2016	Buy	330	0.02	20,555	1.51
	28.10.2016	Buy	412	0.03	20,967	1.54
	04.11.2016	Buy	449	0.03	21,416	1.57
	11.11.2016	Buy	274	0.02	21,690	1.59
	18.11.2016	Buy	1006	0.07	22,696	1.66
	25.11.2016	Buy	1005	0.07	23,701	1.74
	02.12.2016	Buy	19	-	23,720	1.74
	23.12.2016	Buy	300	0.02	24,020	1.83
	30.12.2016	Buy	876	0.06	24,896	1.85
	06.01.2017	Buy	95	0.01	24,991	1.83
	13.01.2017	Buy	273	0.02	25,264	1.85
	20.01.2017	Buy	136	0.01	25,400	1.86
	03.02.2017	Buy	43	-	25,443	1.86
	10.02.2017	Buy	480	0.04	25,923	1.90
	17.02.2017	Buy	266	0.02	26,189	1.92

Sr. No	Shareholders' Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	24.02.2017	Buy	124	0.01	26,313	1.93
	03.03.2017	Buy	596	0.04	26,909	1.97
	10.03.2017	Buy	279	0.02	27,188	1.99
	17.03.2017	Buy	218	0.02	27,406	2.01
	24.03.2017	Buy	6,808	0.50	34,214	2.51
	24.03.2017	Sell	34,214	2.51	-	-
	At the end of the year		-	-	-	-
5	Jagdish Amritlal Shah					
A	At the beginning of year		14,432	1.06	-	-
B	Changes during the year		No change during the year			
C	At the end of year		-	-	14,432	1.06
6	Jamson Securities Private Limited					
A	At the beginning of year		13,600	1.00	-	-
B	Changes during the year					
	Date	Reason				
	17.03.2017	Sell	393	0.03	13,207	0.97
	24.03.2017	Sell	6,407	0.47	6,800	0.50
C	At the end of year				6,800	0.50
7	Jagruti Shaunak Shah					
A	At the beginning of year		13,600	1.00	-	-
B	Changes during the year		No change during the year			
C	At the end of year		-	-	13,600	1.00
8	Narain Prasad Dalmia					
A	At the beginning of year		6,626	0.48	-	-
B	Changes during the year		No change during the year			
C	At the end of year		-	-	6,626	0.48
9	BNK Securities Private Limited					
A	At the beginning of year		2,900	0.21	-	-
B	Changes during the year		No change during the year			
C	At the end of year		-	-	2,900	0.21
10	BNK Commodities Private Limited					
A	At the beginning of year		2,000	0.15	-	-
B	Changes during the year		No change during the year			
C	At the end of year		-	-	2,000	0.15
11	Mount Infra Finance Private Limited					
A	At the beginning of year		-	-	-	-
B	Changes during the year					
	Date	Reason				
	31.03.2017	Buy	34,348	2.52	-	-
C	At the end of year		-	-	34,348	2.52

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of share	% of total shares of the company	No. of shares	% of total shares of the company
1.	Raghu Nandan Mody				
A	At the beginning of the year	250	0.02	-	-
B	Changes during the year	No changes during the year			
C	At the end of year	-	-	250	0.02
2.	Kuldip Balasia*				
A	At the beginning of the year	1	0.00	-	-
B	Changes during the year	No changes during the year			
C	At the end of year	-	-	1	0.00

* Resigned w.e.f. Closing working hours of 29th April, 2016.

V. INDEBTEDNESS:-

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lacs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2016				
1) Principal Amount	191.38	23.00	-	214.38
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	191.38	23.00	-	214.38
Change in Indebtedness during the financial year				
+ Addition	-	-	-	-
-Reduction	57.09	-	-	57.09
Net change	57.09	-	-	57.09
Indebtedness at the end of the financial year 31.03.2017		-	-	
1) Principal Amount	134.29	23.00	-	157.29
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	134.29	23.00	-	157.29

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

(Amount in ₹)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		*Sandip Das	**Sohan Sarda	
		Executive Director & CEO	Executive Director & CEO	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	38,85,107	5,76,000	44,61,107
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	36,300	6600	42,900
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		*Sandip Das	**Sohan Sarda	
		Executive Director & CEO	Executive Director & CEO	
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of Profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	39,21,407	5,82,600	45,04,007
	Ceiling as per the Act	5% of the net profits of the Company – Rs. 4,30,336/- or ₹ 84,00,000/-per annum whichever is higher.		

*Salary for the period 1st April, 2016 to 31st January, 2017 is considered here.

(Resigned from the Company w.e.f. closing working hours of 31st January, 2017)

**Salary for the period 1st February, 2017 to 31st March, 2017 is considered here.

(Mr. Sohan Sarda was re-designated as an Executive Director & CEO of the Company w.e.f. 1st February, 2017.)

B. Remuneration of other directors:

(Amount in ₹)

Sr. No	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Sanjay Kothari	Dinesh Sharma	Chakrapani Misra			
	- Fee for attending board committee meetings	47,000	32,000	60,000			1,39,000
	- Commission	-	-	-			-
	- Others	-	-	-			-
	Total (1)	47,000	32,000	60,000			1,39,000
2	Other Non Executive Directors				Raghu Nandan Mody	Sakshi Mody	-
	- Fee for attending board committee meetings				11,000	20,000	31,000
	- Commission				-	-	0
	- Others				-	-	0
	Total (2)				11,000	20,000	31,000
	Total (B)= (1+2)	47,000	32,000	60,000	11,000	20,000	1,70,000
	Total Managerial Remuneration (A+B)						46,74,007*
	Overall Ceiling as per the Act	10% of the net profits of the Company – ₹ 8,60,671/- or ₹ 84,00,000/- per annum, whichever is higher					

* Including sitting fees.

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

(Amount in ₹)

Sr. No	Particulars of Remuneration	Name of the KMP				Total Amount
		*Kuldip Balasia (upto 29.04.2016)	**Sohan Sarda – CFO (upto 31.01.2017)	***Ravindra Gajelli – CFO (w.e.f. 01.02.2017)	****Karishma Patel– CS (w.e.f. 19.05.2016)	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	2,00,598	33,79,999	2,64,132	4,34,144	42,78,873
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	39,600	6,600	-	46,200
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - As % of Profit - Others, specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (C)	2,00,598	34,19,599	2,70,732	4,34,144	43,25,073

* Salary for the period 1st April, 2016 to 29th April, 2017 is considered here.**Salary for the period 1st April, 2016 to 31st January, 2017 is considered here.***Salary for the period 1st February, 2017 to 31st March, 2017 is considered here.****Salary for the period 19th May, 2016 to 31st March, 2017 is considered here.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:-

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTIES/ PUNISHMENT/ COMPOUNDING FEES IMPOSED	AUTHORITY(RD/ NCLT/COURT)	APPEALS MADE, IF ANY (GIVE DETAILS)
A. COMPANY					
PENALTY	NIL	NIL	NIL	NIL	NIL
PUNISHMENT	NIL	NIL	NIL	NIL	NIL
COMPOUNDING	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
PENALTY	NIL	NIL	NIL	NIL	NIL
PUNISHMENT	NIL	NIL	NIL	NIL	NIL
COMPOUNDING	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
PENALTY	NIL	NIL	NIL	NIL	NIL
PUNISHMENT	NIL	NIL	NIL	NIL	NIL
COMPOUNDING	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Place: Mumbai
Date: 2nd May, 2017Raghu Nandan Mody
Chairman
DIN:00053329Sohan Sarda
Executive Director & CEO
DIN: 00129782

Annexure B

(A) DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are as under:

Sr. No.	Name of the Director	Designation	Ratio of the remuneration to the median remuneration of the employees of the Company for the financial year 2016-17
1.	Mr. Sandip Das (upto 31 st January, 2017)	Executive Director & CEO	13.00
2.	Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Executive Director & CEO	13.18

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, are as under:

Sr. No.	Name of Director/ KMP and Designation	Designation	% Increase in Remuneration in the Financial Year 2016-17
1.	Mr. Sandip Das (upto 31 st January, 2017)	Executive Director & CEO	13.51%
2.	Mr. Kuldip Balasia (upto 29 th April, 2016)	V.P. Corporate Affairs & Company Secretary & Compliance Officer	29.62%
3.	Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Executive Director & CEO	13.61%
4.	Ms. Karishma Patel (w.e.f. 19 th May, 2016)	Company Secretary & Compliance Officer	N.A.
5.	Mr. Ravindra Gajelli (w.e.f. 1 st February, 2017)	Chief Financial Officer	N.A.

- (iii) The percentage increase in the median remuneration of employees in the financial year: **15.47%**
- (iv) There were **338** permanent employees on the rolls of Company as on 31st March, 2017;
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2016-17 was 11.54% whereas the managerial remuneration for the same financial year was 2.83%. This was based on the recommendation of the Nomination and Remuneration committee to revise the remuneration as per the Remuneration policy of the Company.
- (vi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 2nd May, 2017

Raghu Nandan Mody
Chairman
DIN:00053329

Sohan Sarda
Executive Director & CEO
DIN: 00129782

Annexure C
FORM AOC - 2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contract / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2016-17.
2. **Details of material contracts or arrangements or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship	Leaders Healthcare Limited, Group Company	Rasoi Limited, Group Company
(b) Nature of contracts / arrangements / transactions	Purchase of goods	Purchase of goods
(c) Duration of the contracts / arrangements / transactions	14 th June, 2013 to 31 st July, 2023	1 st July, 2015 to 30 th June, 2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of goods on prevailing market rates, not exceeding ₹ 30 Crores p.a.	Purchase of goods on prevailing market rates, not exceeding ₹ 25 Crores p.a.
(e) Date(s) of approval of the Board	10 th May, 2013	20 th May, 2015
(f) Amount paid in advance, if any	NIL	NIL

For and on behalf of the Board of Directors

Place: Mumbai
Date: 2nd May, 2017

Raghu Nandan Mody
Chairman
DIN:00053329

Sohan Sarda
Executive Director & CEO
DIN: 00129782

ANNEXURE D

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2016-17

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company aims at spending a defined portion of its net profits for the betterment of society through:

- Providing financial and other assistance to students who belong to socially economically weaker sections;
- Supporting efforts for community health in slums and areas inhabited by weaker sections;
- Supporting the programs and efforts for environment protection and enhancement;
- Promoting, encouraging and supporting the social and cultural heritage and traditions of our society;
- Taking proactive measures for the well-being of society, as per needs.

The CSR Policy of the Company can be viewed at: http://www.jlmorison.com/public/downloads/CSR_Policy_JLM.pdf

2. The Composition of the CSR Committee:

Sr. No.	Name of the Members	Status
1.	Mr. Sanjay Kothari	Chairman
2.	Mr. Sandip Das (upto 31 st January, 2017)	Member
3.	Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Member
4.	Mrs. Sakshi Mody	Member

3. Average Net Profit of the Company for last three years – ₹ 3,01,18,409/-

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 6,02,368/-

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year - ₹ 6,50,000/- (including ₹ 8,572/- unspent amount for F.Y. 2015-16)

(b) Amount unspent, if any – Nil

(c) Manner in which the amount spent during the financial year is detailed below –

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) State and District where projects or programmes was undertaken	Amount Outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads 1) Direct Expenditure on projects or programs 2) Over heads	Cumulative expenditure upon to the reporting period	Amount Spent: Direct or through implementing agency
1.	For providing relief to the families of those killed under natural calamities	Socio Economic Development	Prime Minister's Office, South Block, New Delhi	₹ 6,50,000	₹ 6,50,000	₹ 6,50,000	Through Prime Minister's National Relief Fund (PMNRF)
	Total			₹ 6,50,000	₹ 6,50,000	₹ 6,50,000	

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount: **Not Applicable**.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 2nd May, 2017

Sohan Sarda
Executive Director & CEO
DIN: 00129782

Sanjay Kothari
Chairman of CSR Committee
DIN: 00258316

Annexure E
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
J. L. Morison (India) Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **J. L. Morison (India) Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (iv) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); and
 - (ix) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws specifically applicable to the Company:
 - a. The Drugs and Cosmetics Act, 1940; and
 - b. The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS – 1 and SS – 2) issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited, Mumbai and the Calcutta Stock Exchange Limited, Kolkata.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above *except delay in filing of e-form MGT-14 with the Registrar of Companies, West Bengal.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director/CEO, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no major corporate event having a major bearing on the company's affairs.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. 6180 CP No. 11062

Place : Thane

Date : 2nd May, 2017

This report is to be read with my letter of even date which is annexed as Annexure-I and forms an integral part of this report.

‘Annexure I’

To,
The Members,
J. L. Morison (India) Limited

My report of even date is to read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. 6180 CP No. 11062

Place : Thane

Date : 2nd May, 2017

Annexure F

Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo

A	Conservation of energy			
	(i)	the steps taken or impact on conservation of energy	Installation of CFL lights inside the factory, Use of Maximum daylight. Educating the staff on monitoring, electrical consumption and switching off appliances when they are not required.	
	(ii)	the steps taken by the company for utilising alternative sources of energy	N.A.	
	(iii)	the capital investment on energy conservation equipments	N.A.	
B	Technology absorption			
	(i)	the efforts made towards technology absorption	N.A.	
	(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.	
	(iii)	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.	
	(iv)	the expenditure incurred on Research and Development	N.A.	
C	Foreign exchange earnings and outgo		2016-17 (₹ in Lacs)	2015-16 (₹ in Lacs)
	(i)	The foreign exchange outgo (actual outflows)	1748.68	2191.18
	(ii)	The foreign exchange earned (actual inflows)	Nil	Nil

For and on behalf of the Board of Directors

Place: Mumbai
Date : 2nd May, 2017

Raghu Nandan Mody
Chairman
DIN:00053329

Sohan Sarda
Executive Director & CEO
DIN: 00129782

REPORT ON CORPORATE GOVERNANCE

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

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

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among 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, 2017, the Board of Directors comprised of total Seven Directors, out of which four are Independent Directors, one is Executive Director and two are Non-Executive Non Independent Director.

Mr. Sandip Das (DIN: 02860902), Executive Director & CEO of the Company resigned from the services of the Company w.e.f. closing working hours of 31st January, 2017.

Mr. Sohan Sarda (DIN: 00129782), Chief Financial Officer of the Company has been appointed as an Executive Director & CEO of the Company for a period of 3 (Three) years w.e.f. 1st February, 2017, subject to the approval of members of the Company in the ensuing Annual General Meeting.

Mr. Lalit Kumar Bararia (DIN: 00204670) was appointed as an Independent Director of the Company for a period of 5 (Five) years w.e.f. 1st February, 2017 upto 31st January, 2022, subject to approval of the members of the Company in the ensuing Annual General Meeting.

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

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

b) 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 meetings.

Matters discussed at Board meetings generally relates to Company's performance, quarterly /half yearly results, review of the reports of the Internal Auditors, Audit Committee and compliances with their recommendations, suggestions, non-compliance of any regulatory, statutory or listing requirements etc.

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

The Board Meeting dates are decided well in advance and communicated to Directors to enable them to plan for their schedule in order to attend the meetings.

During the year under review, the Board of Directors met 4 (four) times viz. 19th May, 2016, 11th August, 2016, 27th October, 2016 and 31st January, 2017.

The details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2016-17 and at the last Annual General Meeting, their directorships in other companies and membership/chairmanship in Committees are as follows:

Name of Director	Category	No. of Board Meetings held	Attendance particulars		No. of other Directorship	Committee Positions (including Company)	
			Board Meeting	Last AGM		Member ships	Chairman
Mr. Raghu Nandan Mody	Chairman & Promoter	4	2	Yes	3	3	-
Mrs. Sakshi Mody	Non-Executive Director & Promoter	4	4	No	2	-	-
Mr. Sandip Das (Resigned w.e.f. closing working hours of 31 st January, 2017)	Executive Director & CEO	4	4	Yes	-	2	-

Mr. Sanjay Kothari	Independent Director	4	3	Yes	1	-	2
Mr. Dinesh Sharma	Independent Director	4	3	Yes	-	1	-
Mr. Chakrapani Misra	Independent Director	4	4	Yes	-	2	-
Mr. Sohan Sarda (Appointed w.e.f. 1 st February, 2017)	Executive Director & CEO	-	-	N.A.	-	2	-
Mr. Lalit Kumar Bararia (Appointed w.e.f. 1 st February, 2017)	Independent Director	-	-	N.A.	-	-	-

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

d) Number and date of Board Meetings held:

Four Board Meetings were held during the year 2016-2017. The dates on which the meetings were held are as follows:

Date of Board Meeting	Strength of the Board	No. of Directors present
19 th May, 2016	6	6
11 th August, 2016	6	4
27 th October, 2016	6	5
31 st January, 2017	6	5

e) Disclosure of relationship between directors inter se:

None of the directors of the Company are related with each other except Mrs. Sakshi Mody, who is grand daughter-in-law of Mr. Raghu Nandan Mody, Chairman of the Company.

f) Number of shares and convertible instruments held by non-executive directors:

Mr. Raghu Nandan Mody, Non-Executive Director holds 250 equity shares of ₹ 10/- each of the Company.

None of the other non-executive directors are holding any shares or convertible instruments in the Company.

g) Weblink where details of familiarization programmes imparted to independent Directors is disclosed :

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are disclosed on the Company's website at the link: <http://www.jlmorison.com/public/downloads/Independent-Directors.pdf>

3. AUDIT COMMITTEE:

a) Brief description of terms of reference:

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

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:
 - Changes, if any, in accounting policies and practices and reasons for the same. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Qualifications in draft audit report.
- Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of Section 134 (5) of the Companies Act, 2013.

- Review with management quarterly/half yearly/yearly financial statements before submission to the Board for approval.
- Recommending the appointment/re-appointment/removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
- Reviewing the Company's financial and risk management policies.
- Compliance with the Stock Exchanges and legal requirements concerning financial statements.
- Approval or any subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.

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.

b) Composition:

The Audit Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Sandip Das, Mr. Dinesh Sharma and Mr. Chakrapani Misra as its members till 31st January, 2017.

Upon resignation of Mr. Sandip Das, Executive Director & CEO, the Audit Committee was re-constituted w.e.f. 1st February, 2017 and the re-constituted Committee comprises of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Sohan Sarda, Mr. Dinesh Sharma and Mr. Chakrapani Misra as its members.

Ms. Karishma Patel, Company Secretary of the Company acts as Secretary to the Committee and she is also Compliance Officer of the Company.

c) Meeting and attendance during the year:

The Audit Committee met four times viz. 19th May, 2016, 11th August, 2016, 27th October, 2016, and 31st January, 2017 during the year under review. The number of meetings attended by each member during the year ended 31st March, 2017 is as follows:

Name of the member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	4	3
Mr. Dinesh Sharma	Member	4	3
Mr. Sandip Das (upto 31 st January, 2017)	Member	4	4
Mr. Chakrapani Misra	Member	4	4
Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Member	N.A.	N.A.

4. NOMINATION AND REMUNERATION COMMITTEE:

a) Brief description of terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee are to recommend the Company's policy on remuneration packages for the Managing Director/Executive Director/KMPs and reviewing the structures, design and implementation of remuneration policy.

b) Composition:

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

c) Meeting and attendance during the year:

The Nomination and Remuneration Committee met twice during the year viz. 19th May, 2016 and 31st January, 2017. The composition of the Committee as on 31st March, 2017 and number of meetings attended by each member during the financial year ended on that date is as follows:

Name of the member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	2	2
Mr. Raghu Nandan Mody	Member	2	1
Mr. Dinesh Sharma	Member	2	2

Ms. Karishma Patel, Company Secretary of the Company acts as Secretary to the Committee.

d) Performance evaluation criteria for Independent Directors:

Pursuant to the Section 178(2) Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company evaluates the performances of the Board as whole, individually of all the directors including Independent Directors and Chairman and all the Committees. The questionnaires are prepared considering the business of the Company. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

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

e) Remuneration Policy:

The details of the Remuneration policy forms part of this Annual Report.

5. REMUNERATION OF DIRECTORS:

- a) No Non-Executive Directors had any pecuniary relationship or transactions with the Company during the financial year 2016-17.
- b) None of the Non - Executive Directors is being paid any remuneration except sitting fees. Sitting fees to Non-executive Directors is being paid at the rate of ₹ 5,000/- for each meeting of the Board, Audit Committee, Stakeholders' Relationship Committee and ₹1,000/- for each Nomination and Remuneration Committee attended by them.
- c) Details of remuneration/sitting fees paid to Directors during the year ended 31st March, 2017 and shares held by them on that date are as follows:

(Amount in ₹)

Name	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting fees	Total	Total no. of shares held
Mr. Raghu Nandan Mody	-	-	-	11,000	11,000	250
Mr. Sanjay Kothari	-	-	-	47,000	47,000	-
Mr. Sandip Das* (upto 31 st January, 2017)	21,47,710	15,15,972	2,57,725	-	39,21,407	-
Mr. Dinesh Sharma	-	-	-	32,000	32,000	-
Mrs. Sakshi Mody	-	-	-	20,000	20,000	-
Mr. Chakrapani Misra	-	-	-	60,000	60,000	-
Mr. Sohan Sarda ** (w.e.f. 1 st February, 2017)	4,20,000	1,12,200	50,400	-	5,82,600	-
Mr. Lalit Bararia (w.e.f. 1 st February, 2017)	-	-	-	-	-	-

* Salary for the period 1st April, 2016 to 31st January, 2017 is considered here, exclusive of contribution to gratuity.

**Salary for the period 1st February, 2017 to 31st March, 2017 is considered here.

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

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**Composition:**

The Stakeholders' Relationship Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Sandip Das and Mr. Chakrapani Misra as its members till 31st January, 2017.

The Stakeholder's Relationship Committee was re-constituted w.e.f. 1st February, 2017 and the re-constituted Committee comprises of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Chakrapani Misra and Mr. Sohan Sarda as its members.

The Stakeholder's Relationship Committee met four times viz. 19th May, 2016, 11th August, 2016, 27th October, 2016, and 31st January, 2017 during the year under review. The number of meetings attended by each member during the year ended 31st March, 2017 is as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	4	3
Mr. Chakrapani Misra	Member	4	4
Mr. Sandip Das (Upto 31 st January, 2017)	Member	4	4
Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Member	N.A.	N.A.

Ms. Karishma Patel, Company Secretary of the Company acts as Secretary to the Committee and she is compliance officer of the Company.

Status of investors' complaints/services requests:

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

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Composition:

The Corporate Social Responsibility Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mrs. Sakshi Mody and Mr. Sandip Das as its members till 31st January, 2017.

The Corporate Social Responsibility Committee was re-constituted w.e.f. 1st February, 2017 and the re-constituted Committee comprises of Mr. Sanjay Kothari as Chairman of the Committee, Mrs. Sakshi Mody and Mr. Sohan Sarda as its members.

The Corporate Social Responsibility Committee met once during the year on 27th October, 2016. The composition of the Committee as on 31st March, 2017 and the attendance of each member in the meeting is as follows:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sanjay Kothari	Chairman	1	-
Mrs. Sakshi Mody	Member	1	1
Mr. Sandip Das (Upto 31 st January, 2017)	Member	1	1
Mr. Sohan Sarda (w.e.f. 1 st February, 2017)	Member	N.A.	N.A.

Ms. Karishma Patel, Company Secretary of the Company acts as Secretary to the Committee.

8. GENERAL BODY MEETINGS:

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

Financial year	Time	Date	Location
2013-14	11.00 a.m.	11 th September, 2014	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017
2014-15	11.45 a.m.	11 th September, 2015	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017
2015-16	2.30 p.m.	27 th September, 2016	RabindraTirtha, 33-1111, Major Arterial Road, 3 rd Rotary, New Town, Kolkata – 700 156.

• Special resolutions at last three AGMs:

AGM	Particulars of Special Resolutions
11 th September, 2014	<ol style="list-style-type: none"> Appointment of Mr. Bipin Vengsarkar as an Executive Director of the Company for a period of 3 (three) years w. e. f. 1st November, 2013. Appointment of Mrs. Sakshi Mody as an Executive Director of the Company for a period of 3 (three) years w. e. f. 29th May, 2014. Authority to the Board of Directors to borrow money, whether secured or unsecured, exceeding aggregate of the paid up capital and free reserves subject to maximum limit of Rs.100 Crores. Authority to the Board of Directors to create mortgages/charges/hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto an amount as approved by the shareholders of the company under section 180(1)(c) of the Companies Act, 2013. Adoption of new set of Articles of Association of the Company. Authority to the Board of Directors of the Company to keep the Registers, Returns etc. at a place other than the Registered Office of the Company.
11 th September, 2015	<ol style="list-style-type: none"> Appointment of Mr. Sandip Das as an Executive Director & CEO of the Company for a period of 3 (three) years w.e.f. 24th December, 2014. Revision in Remuneration of Mrs. Sakshi Mody, Executive Director – Strategy of the Company w.e.f. 1st April, 2015 for the remaining period of her tenure. Approval for purchase of goods from M/s. Rasoi Limited, a related party for a period of 10 years w.e.f. 1st July, 2015 to 30th June, 2025, provided that the total amount of such purchase shall not exceed ₹ 25.00 Crores per annum.
27 th September, 2016	<ol style="list-style-type: none"> Revision in remuneration of Mr. Sandip Das, Executive Director & CEO of the Company w.e.f. 1st April, 2016 for the remaining period of his tenure.

• Postal Ballot:

During the year 2016-17, there was no special resolution passed through postal ballot process.

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

9. MEANS OF COMMUNICATION:

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

News Papers	Date of Board meeting	Date of Publishing
Aajkal (Bengali) and Financial Express (English)	19 th May, 2016	21 st May, 2016
	11 th August, 2016	13 th August, 2016
	27 th October, 2016	29 th October, 2016
	31 st January, 2017	1 st February, 2017

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

New releases, presentations, among others: All Corporate Announcements made to the Stock Exchanges during the year 2016-17 are available on the website of the Company.

During the year 2016-17, the Company has not made any presentations to institutional investors or analysts.

10. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting: 25th day of September, 2017 at 2.30 p.m at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.

b. Financial Year: 1st April to 31st March,

c. Dividend Payment Date: Credit / Dispatch between 10th October, 2017 to 16th October, 2017.

d. Listing on Stock Exchanges:

a) BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

b) The Calcutta Stock Exchange Limited

7 Lyons Range, Kolkata - 700 001

e. Listing Fees:

The Company has paid the listing fees to the BSE Limited for the financial year 2017-18. The Company will pay the listing fees to Calcutta Stock Exchange Limited (CSE) up on receipt of the Bill for the financial year 2017-18.

f. Stock Code:

BSE: 506522

CSE:020005

ISIN:INE430D01015

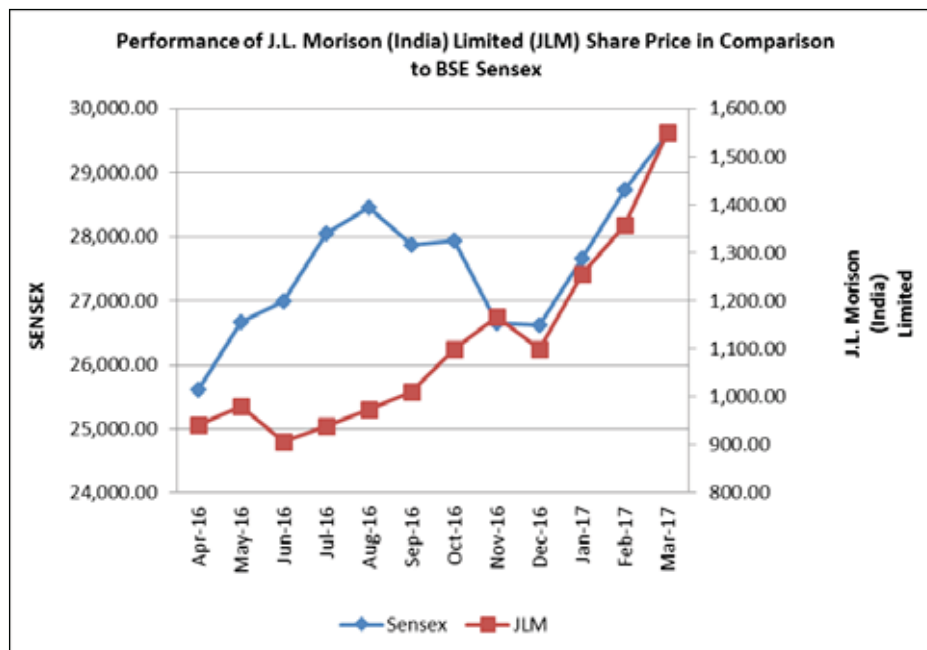
g. Stock Market Price Data:

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

Month	Share price of the Company on BSE (₹)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April, 2016	1,015.00	901.25	942.00	26,100.54	24,523.20	25,606.62
May, 2016	1,161.00	881.00	981.00	26,837.20	25,057.93	26,667.96
June, 2016	984.45	900.00	906.15	27,105.41	25,911.33	26,999.72
July, 2016	1,020.75	906.00	938.95	28,240.20	27,034.14	28,051.86
August, 2016	1,010.00	791.00	973.00	28,532.25	27,627.97	28,452.17
September, 2016	1,125.00	931.00	1,010.00	29,077.28	27,716.78	27,865.96
October, 2016	1,143.90	1,002.00	1,100.00	28,477.65	27,488.30	27,930.21
November, 2016	1,245.00	1,000.00	1,167.60	28,029.80	25,717.93	26,652.81
December, 2016	1,250.00	1,010.00	1,100.00	26,803.76	25,753.74	26,626.46
January, 2017	1,331.30	1,050.00	1,256.00	27,980.39	26,447.06	27,655.96
February, 2017	1,390.00	1,178.00	1,357.80	29,065.31	27,590.10	28,743.32
March, 2017	1,675.00	1,301.50	1,550.00	29,824.62	28,716.21	29,620.50

*Source: www.bseindia.com

- h. **Performance of J. L. Morison (India) Limited share price in comparison to BSE Sensex (Based on closing Price) for the financial year ended 31st March, 2017.**



i. **Trading of Securities:**

The securities of the Company were not suspended from trading during the year 2016-17.

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

CB Management Services (P) Ltd.

P-22, Bondel Road, Kolkata – 700 019,

Phone No. (033) 4116700, Fax: (033) 40116739

E-mail: rta@cbmsl.com.

k. **Share Transfer System:**

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

l. **Distribution of Shareholding as on 31st March, 2017:**

Shares having nominal value of ₹			No. of holders	%	No. of shares	%
From	To					
1	—	5000	3303	99.43	178732	13.09
5001	—	10000	3	0.09	21402	1.57
10001	—	20000	4	0.12	60432	4.43
20001	—	30000	4	0.12	102256	7.49
30001	—	40000	1	0.03	34348	2.52
40001	—	50000	-	-	-	-
50001	—	100000	4	0.12	308945	22.63
100001 and above			3	0.09	658919	48.27
TOTAL			3322	100.00	1365034	100.00

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

As on 31st March, 2017, 96.38% of the total shares of the Company were in dematerialized form.

n. Convertible Instrument:

The Company has not issued any American Depositary Receipts (ADRs)/ Global Depositary Receipts (GDRs), warrants or any convertible instruments during the financial year ended 31st March, 2017.

o. Commodity Price risk or foreign exchange risk and hedging activities:

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

p. Plant Location:

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

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

J. L. Morison (India) Limited,

Rasoi Court,

20, Sir R. N. Mukherjee road,

Kolkata – 700 001

Phone : 033 22480114/22480115

Fax : 033 22481200

Email : investors@jlmorison.com

Website: www.jlmorison.com/corporate

Registrar and Share Transfer Agent Office

CB Management Services (P) Ltd.

P-22, Bondel Road, Kolkata – 700 019

Phone: (033) 4116700, Fax : (033) 40116739

e-mail: rta@cbmsl.com

Corporate Office

Peninsula Business Park, Tower "A",

8th Floor, Senapati Bapat Marg,

Lower Parel,

Mumbai – 400 013

Phone: 022 61410300

Fax : 022 24950317

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

During the year the Company had transactions with its promoters, directors or with their relatives etc. None of the transactions with any of the related parties were in conflict with the interest of the Company. The transactions with the related parties, as per the requirements of the Accounting Standard 18, are disclosed in Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website at www.jlmorison.com/corporate under Investor Relation Section.

b. Compliance by the Company:

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

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

The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2016-17, no employee was denied access to the Audit Committee.

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

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

e. Policy for determining "material" subsidiaries: As the company does not have any subsidiaries, the policy for determining the "material" subsidiaries has not been made.**f. Commodity price risks and commodity hedging activities:** The Company does not deal in commodity price risks and commodity hedging activities.**g. Code of conduct for Prevention of Insider Trading:** The Company has adopted a Code of Conduct for prevention of Insider Trading for its management, directors, employees, and other connected persons. The code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and employees whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the code.

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

12. Compliance of the requirement of Corporate Governance Report:

During the year 2016-17, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

14. Disclosure of the Compliance with Corporate Governance

The Company has complied with the Regulations 17 to 20, 22, 23, 25 to 27 and Clauses (b) and (i) sub-regulations 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2016-17, whenever applicable. Regulations 21 and 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

15. Disclosure of accounting treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

16. Related Party Disclosures:

The disclosures as required by Accounting Standard (AS-18) on “Related Party” are given in appended financial statements under notes to accounts.

17. Disclosure with respect to demat suspense account/unclaimed suspense account

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2017. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

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

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

Declaration – Code of Conduct

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct during the year ended 31st March, 2017.

For J. L. Morison (India) Limited

Place: Mumbai
Date: 2nd May, 2017

Sohan Sarda
Executive Director & CEO

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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 ('the Company'), for the year ended on 31st March, 2017, as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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 Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the year ended on 31st March, 2017.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
(ICAI Firm Registration No 103523W)

Place: Mumbai
Date: 2nd May, 2017

Sumant Sakhardande
Partner
Member No: 034828

REMUNERATION POLICY

1. PREFACE

This Remuneration policy of the **J. L. MORISON (INDIA) LIMITED** is formulated to determine the appointment of and remuneration payable to Directors, Key Managerial Personnel ('KMPs') and the Senior Management Personnel ('SMPs') of the Company.

The Board of Directors of the Company has adopted this Remuneration Policy, on the recommendation of the Remuneration Committee, in its meeting held on 29th May, 2014.

2. COMMENCEMENT

This remuneration policy governs Policy relating to directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Companies Act, 2013.

3. DEFINITIONS

For the purpose of this policy all terms shall have same meaning as defined under Companies Act, 2013.

4. PURPOSE

This policy is framed to attain following objectives:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

5. PRINCIPLES OF REMUNERATION

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behavior that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The policy is built on the following principles:

- Vision And Strategy**- Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- Transparent** -The policy and its execution are clear and practical.
- Aligned within the company's objectives** - The remuneration policy is aligned with the company's short term and long term objectives, compatible with those of management and other employees.
- Long-term orientated** - The incentives focus on long-term value creation.
- Compliant** - Company adopts the highest standards of good corporate governance.
- Simple** - The policy and its execution are as simple as possible and easily understandable to all stakeholders.
- Internal equity**- The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organization. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- External equity**- The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.
- Flexibility**- Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- Performance-Driven Remuneration**- The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- Affordability and sustainability**- The Company shall ensure that remuneration is affordable on a sustainable basis.

6. NOMINATION AND REMUNERATION COMMITTEE

- a. **Composition** - The Remuneration Committee of the Board of Directors is re-named as Nomination and Remuneration Committee. Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.
- b. **Responsibility & Duties** - The responsibility and duties of Nomination and Remuneration Committee are as follows:
 - i. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
 - ii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
 - iii. Formulating framework and/ or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc. for Executives and reviewing it on a periodic basis;
 - iv. Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognized;
 - v. Formulating the policy to ensure that:
 1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 2. relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
 3. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

7. SELECTION AND APPOINTMENT OF THE BOARD MEMBERS

Nomination & Remuneration Committee shall evaluate the Board's Performance, ascertain their availability and make suitable recommendations to the Board. The Committee shall identify suitable candidates in the event of any vacancy being created on the Board on account of retirement, resignation or demise of any existing Board member. Based on the recommendations of the Committee, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member.

The Board then makes an invitation (verbal/written) to the new member to join the Board as a Director. On acceptance of the same, the new Director will be appointed by the Board.

In the evaluation of Board Members, the Nominations Committee will have regard to normally accepted nomination criteria, including:

- (a) honesty and integrity;
- (b) the ability to exercise sound business judgment;
- (c) appropriate experience and professional qualifications;
- (d) absence of conflicts of interest or other legal impediments to serving on the Board;
- (e) willingness to devote the required time; and
- (f) availability to attend Board and Committee meetings.

8. PROCESS OF EVALUATION

The Nomination & Remuneration Committee of the Board will be responsible for the evaluation of Board's and individual directors' performance.

9. PUBLICATION

The policy shall form part of Directors' report to be issued by the Board of Directors in terms of Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overall Review

Indian Economy

The Indian Economy continues to grow at around 7% with the hope that this growth rate will increase further in the future.

The Commodity price has been predictable this year and the crude price continues to remain soft and the Rupee is also strengthening against the USD. The Government of India with its reforms and infrastructure spending expected to drive employment and consumption in the long term.

FMCG (Fast Moving Consumer Goods) Sector

FMCGs are all consumable items (other than groceries/pulses), mostly in packaged form that one needs to buy at regular intervals. These are items which are used daily, and so have a quick rate of consumption, and a high return. FMCG can broadly be categorized into three segments: Personal Care, Home care, Food & Beverages.

The middle class Indian population, as well as the rural sector, present a huge potential for this sector. This sector has faced some headwinds due to demonetization and the impending GST in the short and medium term, but long term impact of the decisions of the government are expected to be positive.

Product Range

Our Company is engaged in the marketing of deodorants, fragrances, personal healthcare and grooming products, medicated toothpaste and baby care products. It has consciously stressed on growing its own branded products led by the baby care feeding bottles and accessories range of products. We continue to launch new products.

Business Outlook

While the company continues to invest and build the business, the impending GST may cause disruptions in the business in the short and medium term.

Risks and Concerns

The Foreign Collaborator / Licensor companies, with whom J. L. Morison (India) Limited 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.

However it is pertinent to note that your management has been able to satisfy the expectations of our foreign partners and in fact as expressed in this report enhance its level of relations with our foreign partners.

Cheaper imports from China and aggressive competition from MNC's continues to be a risk.

Internal Control Systems and Adequacy

The Company believes that Internal Control is necessary for 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 organization, which requires a very good quality of manpower resources. It lays great emphasis on evaluating the human resources in a fair manner and rewarding timely 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 personalized organization culture, rewarding unique initiatives. As at 31st March, 2017 the Company has strength of 338 employees.

Company's Financial Performance and Analysis

The Company's financial performance and analysis is already discussed in 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 requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

INDEPENDENT AUDITOR'S REPORT

To the Members of J. L. Morison (India) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of J. L. Morison (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "**Annexure 1**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "**Annexure 2**".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in financial statements – Refer Note C(28) on Contingent Liabilities to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the management (Refer Note No. C(43)) to the financial statements.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sumant Sakhardande

Partner

Membership No.034828

Place: Mumbai

Date: 2nd May, 2017

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' IN THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF J. L. MORISON (INDIA) LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- (iv) Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delay in few cases.

AND

According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period more than six months from the date they became payable.

- (b) According to the information and explanation given to us, the dues outstanding with respect to income tax, sales tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount ₹	Period to which the amount relates	Forum where dispute is pending
Under Sales Tax Act				
West Bengal Sales Tax	Sales Tax	53,018	1995-96	Deputy Commissioner of Commercial Taxes, Revisional Board, West Bengal
West Bengal Sales Tax	Sales Tax	58,099	1998-99	Assistant Commissioner of Commercial Taxes, Corporate Division, West Bengal
Odisha Sales Tax	Sales Tax	37,128	2004-05	Assistant Commissioner of Commercial Taxes, Cuttack
Jharkhand Sales Tax	Sales Tax	28,638	2005-06	Assistant Commissioner of Commercial Taxes, Ranchi
Jharkhand Sales Tax	Sales Tax	56,774	2006-07	Assistant Commissioner of Commercial Taxes, Ranchi
Kerala Sales Tax	Sales Tax	77,968	2005-06	Deputy Commissioner of Commercial Taxes, Ernakulam
Kerala Sales Tax	Sales Tax	17,387	2006-07	Deputy Commissioner of Commercial Taxes, Ernakulam
Total (A)		3,29,012		
Under Entry Tax Act				
Kolkata Entry Tax	Entry Tax	8,35,223	2013-14 to 2016-17	High Court of Kolkata
Total (B)		8,35,223		
Under Income Tax Act				
Income Tax Act	Income Tax	1,56,55,718	A.Y. 2003-04	High Court of Kolkata
Income Tax Act	Income Tax	14,96,235	A.Y. 2005-06	High Court of Kolkata
Income Tax Act	Income Tax	3,78,279	A.Y. 2009-10	Commissioner of Income Tax
Income Tax Act	Income Tax	7,740	A.Y. 2011-12	Commissioner of Income Tax
Total (C)		1,75,37,972		

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to bank. Further, the company does not have any dues payable to financial institutions, governments or debenture holders.
- (ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) 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 by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sumant Sakhardande

Partner

Membership No.034828

Place: Mumbai

Date: 2nd May, 2017

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 2 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' IN THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF J. L. MORISON (INDIA) LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of J. L. Morison (India) Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sumant Sakhardande

Partner

Membership No.034828

Place: Mumbai

Date: 2nd May, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	C(1)	1,36,50,340	1,36,50,340
(b) Reserves and surplus	C(2)	82,03,79,867	80,67,41,038
		83,40,30,207	82,03,91,378
(2) NON-CURRENT LIABILITIES			
(c) Long-term borrowings	C(3)	23,00,000	23,00,000
(d) Deferred tax liabilities (Net)	C(4)	1,31,74,629	1,47,96,597
(e) Other long-term liabilities	C(5)	21,00,000	30,50,000
(f) Long-term provisions	C(6)	75,83,870	35,40,853
		2,51,58,499	2,36,87,450
(3) CURRENT LIABILITIES			
(g) Short-term borrowings	C(7)	1,34,29,387	1,91,37,734
(h) Trade payables	C(8)		
Dues to Micro and Small Enterprises		6,04,720	3,31,490
Dues to others		2,46,71,242	4,77,69,152
(i) Other current liabilities	C(9)	4,58,02,573	4,13,95,134
(j) Short-term provisions	C(10)	53,65,076	71,87,135
		8,98,72,998	11,58,20,645
Total		94,90,61,704	95,98,99,473
II ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed assets	C(11)		
Property, plant and equipments		17,38,27,710	18,18,90,603
Intangible assets		83,57,631	1,10,31,859
Capital work-in progress		-	-
(b) Non-current investments	C(12)	35,07,40,816	32,63,68,372
(c) Long-term loans and advances	C(13)	1,23,15,633	61,95,558
		54,52,41,790	52,54,86,392
(2) CURRENT ASSETS			
(d) Current investments	C(14)	1,71,26,205	1,80,231
(e) Inventories	C(15)	18,87,52,439	16,72,71,452
(f) Trade receivables	C(16)	2,28,95,985	8,12,68,575
(g) Cash and bank balances	C(17)	90,92,490	1,60,25,062
(h) Short-term loans and advances	C(18)	16,38,80,430	16,66,09,436
(i) Other current assets	C(19)	20,72,365	30,58,325
		40,38,19,914	43,44,13,081
Total		94,90,61,704	95,98,99,473
SIGNIFICANT ACCOUNTING POLICIES	B		
ACCOMPANYING NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS	C(1 - 44)		

As per our attached report of even date

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration No.: 103523W/W100048

Sumant Sakhardande

Partner

Membership No.: 034828

Raghu Nandan Mody

Chairman

DIN :00053329**Sohan Sarda**

Executive Director & CEO

DIN :02860902

Place: Mumbai

Date: 2nd May, 2017**Karishma Patel**

Company Secretary & Compliance Officer

Ravindra Gajelli

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note No.	Year ended 31 st March, 2017 ₹	Year ended 31 st March, 2016 ₹
I Revenue from operations (Gross)	C(20)	79,37,99,810	94,06,01,619
Less : Excise		2,18,49,342	21,30,702
Revenue from operations (Net)		77,19,50,468	93,84,70,917
II Other Income	C(21)	2,95,56,724	2,62,60,201
III Total Revenue (I+II)		80,15,07,192	96,47,31,118
IV Expenses			
(a) Cost of materials consumed	C(22)	7,77,45,116	1,84,19,114
(b) Purchase of stock in trade (Personal care products)		37,16,11,451	50,19,08,320
(c) Changes in inventories of finished goods, semi-finished goods and stock in trade	C(23)	(3,31,09,941)	1,18,30,442
(d) Employee benefits expense	C(24)	14,24,21,517	13,42,17,645
(e) Finance costs	C(25)	5,79,839	6,39,427
(f) Depreciation and amortisation expense	C(26)	1,46,74,485	1,46,92,123
(g) Other expenses	C(27)	22,23,30,672	23,75,32,370
Total Expenses		79,62,53,139	91,92,39,441
V Profit Before Exceptional Items and Tax (III-IV)		52,54,053	4,54,91,677
VI Tax Expense			
Current Tax		45,59,635	1,69,08,626
MAT Credit entitlement for current year		(35,95,655)	-
Deferred Tax		(16,21,969)	5,80,273
Short/(Excess) provision for earlier year (s)		(77,26,787)	1,21,365
VII Profit for the year (V-VI)		1,36,38,829	2,78,81,413
VIII Earning per equity share of face value ₹ 10/- (P.Y. ₹ 10/-) each	C(34)		
Basic		9.99	20.43
Diluted		9.99	20.43
SIGNIFICANT ACCOUNTING POLICIES	B		
ACCOMPANYING NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS	C(1 - 44)		

As per our attached report of even date

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration No.: 103523W/W100048

For and on behalf of the Board of Directors

Sumant Sakhardande

Partner

Membership No.: 034828

Raghu Nandan Mody

Chairman

DIN :00053329

Sohan Sarda

Executive Director & CEO

DIN :02860902

Place: Mumbai

Date: 2nd May, 2017**Karishma Patel**

Company Secretary & Compliance Officer

Ravindra Gajelli

Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	For the year ended 31 st March, 2017		For the year ended 31 st March, 2016	
	₹		₹	
A. Cash flow from operating activities:				
Net Profit before Tax and Extraordinary Items		52,54,053		4,54,91,677
Depreciation & Amortisation	1,46,74,485		1,46,92,123	
Interest Paid	5,79,839		6,39,427	
Rent Received	(48,95,000)		(48,24,000)	
Dividend Income	(7,62,462)		(8,42,155)	
(Profit)/Loss on sale of Fixed Assets	10,65,499		1,68,774	
(Profit)/Loss on sale of Investments	(19,70,849)		(33,27,563)	
Interest Received on Debentures	(2,06,164)		(3,68,169)	
Interest Received on Bonds	(17,75,490)		(40,07,242)	
Interest Income	(1,99,46,759)		(1,28,91,072)	
Donation	-		48,23,200	
		(1,32,36,901)		(59,36,677)
Operating Profit Before Working Capital Changes		(79,82,848)		3,95,55,000
Movements in working capital:				
Increase / (Decrease) in trade payables	(2,28,24,680)		82,67,425	
Increase / (Decrease) in long term provisions	40,43,017		3,27,186	
Increase / (Decrease) in short term provisions	23,47,430		1,25,083	
Increase / (Decrease) in Other current liabilities	44,33,104		8,76,300	
Increase / (Decrease) in Other long term liabilities	(9,50,000)		(86,300)	
Decrease / (Increase) in trade receivables	5,83,72,590		(3,76,70,958)	
Decrease / (Increase) in inventories	(2,14,80,987)		(1,84,34,495)	
Decrease / (Increase) in long term loans and advances	6,34,464		39,93,454	
Decrease / (Increase) in short term loans and advances	3,67,29,006		(5,60,15,137)	
Decrease / (Increase) in other current assets	25,98,657		(26,03,852)	
		6,39,02,601		(10,12,21,294)
Cash generated from / (used in) the operation		5,59,19,753		(6,16,66,294)
Direct Tax (Paid)/Refund		(25,18,292)		(1,20,79,388)
Net Cash generated from / (used in) operating activities "A"		5,34,01,461		(7,37,45,682)
B. Cash Flow from Investing Activities				
Purchase of fixed assets	(37,23,380)		(2,64,19,700)	
Proceeds from sale of fixed assets	4,06,500		11,30,327	
Purchase of current investments	(40,85,00,000)		(23,06,80,786)	
Sale of current investments	39,35,24,875		23,15,80,954	
Purchase of non-current investments	(2,62,77,326)		(5,12,14,705)	
Sale of non current investments	-		14,14,87,062	
Investments in bank deposits	(76,403)		(2,44,655)	
Intercompany deposits(Given)	(3,40,00,000)		(1,97,15,133)	
Interest Received	2,05,34,615		1,29,19,607	
Rent Received	48,95,000		48,24,000	
Dividend Income	7,62,462		7,61,363	
Net Cash generated from / (used in) investing activities "B"		(5,24,53,657)		6,44,28,333
C. Cash Flow from Financing Activities				
Proceeds /(repayment) of short term borrowings	(57,08,347)		81,82,966	
Dividend & Dividend Tax	(16,68,593)		(15,86,477)	
Interest Paid	(5,79,839)		(6,39,427)	
Net Cash generated from / (used in) financing activities "C"		(79,56,779)		59,57,062
Net Increase/(decrease) in Cash & Cash Equivalent (A+B+C)		(70,08,975)		(33,60,287)
Cash & Cash equivalent at the beginning of the year		1,48,63,064		1,82,23,350
Cash & Cash equivalent as at end of the year		78,54,089		1,48,63,064
Cash and Cash Equivalents include:				
Cash in hand		5,70,587		4,09,830
Bank Balances with Scheduled Banks				
- in current accounts		72,83,502		1,44,27,569
- unpaid dividend account		-		25,665
- in fixed deposits		12,38,401		11,61,998
		90,92,490		1,60,25,062
Less: Fixed Deposits not considered as cash equivalents		12,38,401		11,61,998
Total		78,54,089		1,48,63,064

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements notified under Companies (Accounting Standards) Rules, 2006 (as amended).

As per our attached report of even date

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration No.: 103523W/W100048

Sumant Sakhardande

Partner

Membership No.: 034828

Place: Mumbai

Date: 2nd May, 2017

For and on behalf of the Board of Directors

Raghu Nandan Mody

Chairman

DIN :00053329

Karishma Patel

Company Secretary & Compliance Officer

Sohan Sarda

Executive Director & CEO

DIN :02860902

Ravindra Gajelli

Chief Financial Officer

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

A. CORPORATE INFORMATION:

J.L. Morison (India) Limited (The Company) is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India. The Company is engaged in the trading of personal care products and manufacturing of hair care products at Waluj, Aurangabad, Maharashtra.

B. SIGNIFICANT ACCOUNTING POLICIES:

1. **Basis of Preparation:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act 2013 ("The Act") read with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policy has been consistently applied by the Company.

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

2. **Change in Accounting Policy:**

Accounting for Proposed Dividend

As per the requirements of pre-revised AS 4, the Company used to create a liability for dividend proposed/ declared after the balance sheet date if dividend related to periods covered by the financial statements. Going forward, as per AS 4(R), the company cannot create provision for dividend proposed/ declared after the balance sheet date unless a statute requires otherwise. Rather, company will need to disclose the same in notes to the financial statements.

Accordingly, the company has disclosed dividend proposed by board of directors after the balance sheet date in the note C(1).

Had the company continued with creation of provision for proposed dividend, its surplus in the statement of profit and loss account would have been lower by ₹ 16.43 lakhs and current provision would have been higher by ₹ 16.43 lakhs (including dividend distribution tax).

3. **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.

4. **Fixed Assets:**

Property plant and equipment (PPE)

Property plant and equipment (PPE) are capitalized on the day they are ready for use and are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes the purchase price and all identifiable cost incurred to bring the assets to its working condition and location. Borrowing costs relating to acquisition of PPE 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.

Subsequent expenditures related to an item of Property plant and equipment (PPE) are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Assets which are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible assets

Intangible assets comprising software are stated at cost of acquisition net of recoverable taxes less accumulated amortization/ depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

The amortization period and the amortization method are reviewed at least at each financials year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

5. **Depreciation:**

Property plant and equipment (PPE)

Depreciation is provided using the straight line method on a pro-rata basis as per useful lives as prescribed under Part C of Schedule II of Companies Act, 2013 except for leasehold land which is amortized over 95 years. Individual assets costing rupees five thousand or less are considered as low value assets and are depreciated in full in the year of purchase.

Intangible assets

Computer Software amortized over a period of 5 years

6. **Impairment of Fixed Assets:**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factor. An impairment loss is recognized 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.

7. Investments:

Investments are classified into long term investments and current investments. Investments that are intended to be held for one year or more are classified as long - term investments and investments that are intended to be held for less than one year are classified as current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

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 cost or fair value. In respect of current investments, the shortfall in the book value when compared to market value of said investment on individual basis is charged to revenue account.

8. Investment Property:

An investment in Land or Building which is not intended to be occupied substantially for use by, or in the operation of the company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Depreciation on building component of investment property has been provided based on straight line method using the useful life as specified in Schedule II to the Companies Act, 2013.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

9. Inventory Valuation:**Raw Materials and Packing Materials**

Raw Materials and Packing Materials are valued at cost (determined on weighted average basis).

Semi-Finished Goods and Finished Goods

Semi-Finished Goods and Finished Goods are valued at lower of cost and net realizable value. Cost includes material cost, direct and indirect labour cost, attributable factory overheads and excise duty. Cost is determined first in first out basis.

Traded Goods

Stock in trade are valued 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.

10. 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. Monetary assets and liabilities denominated in foreign currencies are stated at the exchange rate prevailing on the date of the Balance Sheet.

11. Derivatives Transaction:

Gains / losses arising on settlement of derivative transactions entered into by the Company are recognized in the Statement of Profit and Loss. Provision for losses in respect of outstanding contracts as on Balance Sheet date is made based on mark to market valuations of such contracts.

12. 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.

Dividend

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

Others

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

13. 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 statement of profit and loss account and are not deferred.

Compensated Absences

Compensated Absences liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Actuarial gains/losses are immediately taken to statement of Profit & Loss and are not deferred.

(ii) Defined contribution plans

These are Plans in which the Company pays predefined 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 and certain state plans like Employees State Insurance. The Company's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that the payment covers.

14. 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 year. Deferred tax assets are recognized 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 recognized if there is virtual certainty that sufficient future taxable income will be available to realize 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.

Minimum Alternative Tax credit is recognized 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. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified year.

15. Cash & Cash Equivalent:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

16. Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

17. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax 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 is adjusted for the effects of all dilutive potential equity shares.

18. Leases:

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

19. Provisions, Contingent Liabilities and Contingent Assets:

Contingent Liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when, no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Where no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Contingent assets are neither recognized nor disclosed in financial statements.

C NOTES TO ACCOUNTS :**1. SHARE CAPITAL**
AUTHORISED

30,00,000 equity shares of ₹ 10 each
(Previous year 30,00,000 equity shares of ₹ 10 each)

ISSUED, SUBSCRIBED AND FULLY PAID-UP

13,65,034 equity shares of ₹ 10 each, fully paid-up
(Previous year 13,65,034 equity shares of ₹ 10 each, fully paid-up)

	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
	3,00,00,000	3,00,00,000
	3,00,00,000	3,00,00,000
	1,36,50,340	1,36,50,340
Total	1,36,50,340	1,36,50,340

a) Rights of equity shareholders

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

For the year ended 31st March, 2017, the amount of per share dividend to be recognized as distributions to equity shareholders will be ₹ 1 (Previous Year ₹ 1) subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	Equity shares		Equity shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	13,65,034	1,36,50,340	13,65,034	1,36,50,340
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	13,65,034	1,36,50,340	13,65,034	1,36,50,340

c) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31 st March, 2017		As at 31 st March, 2016	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Hindustan Composites Limited	2,72,800	19.98	2,72,800	19.98
Rasoi Limited	2,72,800	19.98	2,72,800	19.98
Looklink Finance Limited	1,13,319	8.30	1,13,319	8.30
Pallawi Resources Limited	94,600	6.93	94,600	6.93
Surdas Trading & Mfg Co. Limited	78,742	5.77	78,742	5.77

d) The Company has not issued any shares by way of bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately preceding the reporting date.**2. RESERVES AND SURPLUS**
Capital Reserve

	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
	23,80,00,000	23,80,00,000
Total (A)	23,80,00,000	23,80,00,000

		As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
General Reserve		45,70,80,288	45,70,80,288
	Total (B)	45,70,80,288	45,70,80,288
Surplus			
As per last balance sheet		11,16,60,750	8,54,22,265
Add: Profit for the year		1,36,38,829	2,78,81,413
		12,52,99,579	11,33,03,678
Less : Appropriations			
Proposed Dividend on equity shares (Refer note B (2))		-	13,65,034
Dividend Distribution Tax (Refer note B (2))		-	2,77,894
Net surplus	Total (C)	12,52,99,579	11,16,60,750
	Total (A+B+C)	82,03,79,867	80,67,41,038
3. LONG TERM BORROWINGS			
Unsecured			
Other Loans & Advances		23,00,000	23,00,000
	Total	23,00,000	23,00,000
The above loan carries interest @14% p.a. (Previous year 14% p.a. and is repayable / renewable in October, 2018)			
4. DEFERRED TAX LIABILITIES (NET)			
i) Deferred tax liabilities			
Difference between Income Tax Depreciation and Book Depreciation		2,34,65,022	2,29,06,979
	(A)	2,34,65,022	2,29,06,979
ii) Deferred tax assets			
Expenses allowable u/s 43B on payment basis. Disallowances under Income Tax Act, 1961		1,02,90,393	81,10,382
	(B)	1,02,90,393	81,10,382
Deferred tax liabilities (Net)(A-B)		1,31,74,629	1,47,96,597
5. OTHER LONG TERM LIABILITIES			
Security deposits (includes stockiest deposits carrying interest ranging from 7% to 8% p.a. and repayable / renewable at the end of the agreement term which ranges from more than one year and up to three years).		21,00,000	30,50,000
	Total	21,00,000	30,50,000
6. LONG TERM PROVISIONS			
Provision for employee benefits			
Leave encashment (Unfunded) (Refer note C(30))		75,83,870	35,40,853
	Total	75,83,870	35,40,853
7. SHORT TERM BORROWINGS			
Secured			
Loan repayable on demand			
Cash credit facility from banks		1,34,29,387	1,91,37,734
	Total	1,34,29,387	1,91,37,734
[Secured by hypothecation of goods and book debts and equitable mortgage on specific immovable properties of the Company. Average interest rate is in the range of 11.40% p.a. to 11.90% p.a. (P.Y. 11.90% p.a. to 12.45% p.a.)]			

8. TRADE PAYABLES

Due to Micro and Small Enterprises (Refer note C (40))
Due to Others

	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
	6,04,720	3,31,490
	2,46,71,242	4,77,69,152
Total	2,52,75,962	4,81,00,642

9. OTHER CURRENT LIABILITIES

Unclaimed dividends
Salaries and reimbursements
Contribution to provident fund
Advance received from customers
Trade Payables - Capital goods
Statutory dues
Other Payables
Rent Deposit
Outstanding Liabilities

	- *	25,665
	1,14,68,441	1,31,13,792
	14,52,736	12,34,151
	60,93,875	15,63,357
	5,54,591	10,97,314
	1,10,10,787	76,18,186
Other Payables		
	8,25,000	66,300
	1,43,97,143	1,66,76,369
Total	4,58,02,573	4,13,95,134

*Unclaimed Dividend amounting to ₹ 2,11,715/- was paid by way of Demand Drafts which are not yet encashed by the shareholders in the Bank.

10. SHORT TERM PROVISIONS**(i) Provision for employee benefits**

Provision for leave encashment (Unfunded) (Refer note C(30))
Provision for Gratuity (Funded) (Refer note C(30))

7,83,475	11,80,284
45,81,601	18,37,362

(ii) Other provisions

Proposed dividend (Refer note B(2))
Provision for dividend distribution tax (Refer note B(2))
Provision for Income tax (Net of Advance Tax - ₹ Nil, Previous year ₹ 3,55,33,237/-)

-	13,65,034
-	2,77,894
-	25,26,561
Total	53,65,076

11. FIXED ASSETS

Particulars	Gross Block				Depreciation/Amortization				Net Block	
	As on 1 st April, 2016	Additions	Deductions	As on 31 st March 2017	As on 1 st April, 2016	For the Year	Deductions/ Adjustments	As on 31 st March 2017	As on 31 st March 2017	As on 31 st March 2016
A. Property plant and equipments(PPE)										
Land (Freehold)	1,13,731	-	-	1,13,731	-	-	-	-	1,13,731	1,13,731
Land (Lease Hold)*	56,56,012	-	-	56,56,012	10,06,659	55,987	-	10,62,646	45,93,366	46,49,353
Factory Building	2,93,36,843	-	-	2,93,36,843	1,33,94,263	12,45,862	-	1,46,40,125	1,46,96,718	1,59,42,580
Building (Residential Flats & Office Premises)**	12,85,23,992	-	-	12,85,23,992	75,00,208	20,32,688	-	95,32,896	11,89,91,096	12,10,23,784
Plant Machinery and Equipment	2,44,09,748	9,87,200	5,34,379	2,48,62,569	93,29,482	10,28,474	5,34,379	98,23,577	1,50,38,992	1,50,80,266
Furniture & Fixture	1,56,49,145	5,600	9,95,306	1,46,59,439	1,01,40,662	10,63,937	7,23,078	1,04,81,521	41,77,918	55,08,483
Office Equipment	1,47,17,643	33,959	4,40,701	1,43,10,901	1,19,37,351	12,66,768	4,28,502	1,27,75,617	15,35,284	27,80,292
Vehicles	3,25,43,806	23,87,451	48,47,821	3,00,83,436	1,85,01,182	29,52,303	36,60,862	1,77,92,625	1,22,90,811	1,40,42,624
Computers	1,43,49,016	3,09,171	3,19,008	1,43,39,179	1,15,99,526	6,68,254	3,18,395	1,19,49,385	23,89,794	27,49,490
Sub Total (A)	26,52,99,936	37,23,381	71,37,215	26,18,86,102	8,34,09,333	1,03,14,273	56,65,216	8,80,58,392	17,38,27,710	18,18,90,603
B. Intangible Assets										
Software	1,38,79,015	-	-	1,38,79,015	28,47,156	26,74,228	-	55,21,384	83,57,631	1,10,31,859
Sub Total (B)	1,38,79,015	-	-	1,38,79,015	28,47,156	26,74,228	-	55,21,384	83,57,631	1,10,31,859
Total (A+B)	27,91,78,951	37,23,381	71,37,215	27,57,65,117	8,62,56,489	1,29,88,501	56,65,216	9,35,79,776	18,21,85,341	19,29,22,462

*Amortised over lease period **includes cost of shares of society

Previous year

₹

Particulars	Gross Block				Depreciation/Amortization				Net Block	
	As on 1 st April, 2015	Additions	Deductions	As on 31 st March 2016	As on 1 st April, 2015	For the Year	Deductions/ Adjustments	As on 31 st March 2016	As on 31 st March 2016	
A. Property plant and equipments (PPE)										
Land (Freehold)	49,36,931	-	48,23,200	1,13,731	-	-	-	-	1,13,731	
Land (Lease Hold)*	56,56,012	-	-	56,56,012	9,50,672	55,987	-	10,06,659	46,49,353	
Factory Building	2,38,26,842	55,10,001	-	2,93,36,843	1,25,95,649	7,98,614	-	1,33,94,263	1,59,42,580	
Building(Residential Flats & Office Premises)/(Freehold)**	12,85,23,992	-	-	12,85,23,992	54,67,519	20,32,689	-	75,00,208	12,10,23,784	
Plant Machinery and Equipment	92,91,481	1,51,18,267	-	2,44,09,748	89,86,123	3,43,359	-	93,29,482	1,50,80,266	
Furniture & Fixture	1,50,44,118	6,05,027	-	1,56,49,145	90,68,803	10,71,859	-	1,01,40,662	55,08,483	
Office Equipment	1,46,91,319	2,32,204	2,05,880	1,47,17,643	1,05,14,540	16,24,665	2,01,854	1,19,37,351	27,80,292	
Vehicles	3,14,45,832	27,50,368	16,52,394	3,25,43,806	1,62,35,282	36,15,385	13,49,485	1,85,01,182	1,40,42,624	
Computers	1,45,39,760	1,88,917	3,79,661	1,43,49,016	1,09,60,100	9,19,043	2,79,617	1,15,99,526	27,49,490	
Sub Total (A)	24,79,56,287	2,44,04,784	70,61,135	26,52,99,936	7,47,78,688	1,04,61,601	18,30,956	8,34,09,333	18,18,90,603	
B. Intangible Assets										
Software	1,31,79,263	20,14,916	13,15,164	1,38,79,015	3,36,161	25,44,541	33,546	28,47,156	1,10,31,859	
Sub Total (B)	1,31,79,263	20,14,916	13,15,164	1,38,79,015	3,36,161	25,44,541	33,546	28,47,156	1,10,31,859	
Total (A+B)	26,11,35,550	2,64,19,700	83,76,299	27,91,78,951	7,51,14,849	1,30,06,142	18,64,502	8,62,56,489	19,29,22,462	

*Amortised over lease period **includes cost of shares of society

12. NON-CURRENT INVESTMENTS**Non Trade Investments (Valued at cost unless stated otherwise)**

Investment properties

Equity instruments

Investments in bonds and debentures

	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
	9,01,82,500	9,18,68,481
	20,98,07,097	20,98,07,563
	5,07,51,219	2,46,92,328
Total	35,07,40,816	32,63,68,372

Particulars	Associates/ JV/Control entity/others	Face Value ₹	No. of Shares		Extent of Holding (%)		Quoted / Unquoted	Partly Paid / Fully paid	₹	
			31 st March 2017	31 st March 2016	31 st March 2017	31 st March 2016			31 st March 2017	31 st March 2016
Investments in properties (Gross)	-	-	-	-	-	-	-	-	10,82,06,786	10,82,06,786
Less: Accumulated depreciation	-	-	-	-	-	-	-	-	1,80,24,286	1,63,38,305
Closing Written Down Value	-	-	-	-	-	-	-	I	9,01,82,500	9,18,68,481
Equity Instruments										
Casil Health Products Limited (Previous year face value of ₹ 10/-)	Others	10/-	100	100	0.20	0.20	Quoted	Fully Paid	2,335	2,335
Glaxo Smithkline Pharmaceutical Limited (Previous year face value of ₹ 10/-)	Others	10/-	70	70	0.00017	0.00017	Quoted	Fully Paid	4,200	4,200
Hindustan Unilever Limited (Previous year face value of ₹ 1/-)	Others	1/-	1,593	1,593	0.000077	0.000077	Quoted	Fully Paid	24,263	24,263
Rasoi Limited (Previous year face value of ₹ 10/-)	Others	200/-	18,003	3,60,062	18.64	18.64	Quoted	Fully Paid	8,36,65,261	8,36,65,727
Hindustan Composites Limited (Previous year face value of ₹ 10/-)	Others	10/-	3,69,234	3,69,234	7.50	7.50	Quoted	Fully Paid	12,60,81,038	12,60,81,038
Aggregate amount of quoted investments (Market value ₹ 120,34,40,282/-previous year ₹ 64,43,17,295/-)								(A)	20,97,77,097	20,97,77,563
NKGSB Cooperative Bank Ltd.	Others	10/-	2,500	2,500	0.0047	0.0047	Unquoted	Fully Paid	25,000	25,000
Super Bazar The Cooperative Stores Limited	Others	10/-	500	500	5.00	5.00	Unquoted	Fully Paid	5,000	5,000
Aggregate amount of unquoted investments								(B)	30,000	30,000
								II=(A+B)	20,98,07,097	20,98,07,563
Bonds/Debentures										
7.37% NTPC Tax free bond (Series 3A) 05/10/2035	Others	1,000/-	9,369	9,369	-	-	Quoted	Fully Paid	93,70,874	95,44,441
7.25% IRFC Tax free bonds (Tranche 1 Series 3A) 21/12/2035	Others	1,000/-	15,100	15,100	-	-	Quoted	Fully Paid	1,51,03,020	1,51,47,887
10.75% The Tata Power Company Ltd. RR NCD 21AG72	Others	10,00,000/-	25	-	-	-	Quoted	Fully Paid	2,62,77,325	-
Aggregate amount of quoted investments (Market value ₹ 53,421,793/-previous year ₹ 2,53,20,123/-)								III	5,07,51,219	2,46,92,328
Total (I+II+III)									35,07,40,816	32,63,68,372

13. LONG TERM LOANS AND ADVANCES**Unsecured, considered good**

Security deposits	32,77,042	33,93,456
Prepaid expenses	6,20,494	8,96,017
Capital advances	-	2,20,000

Other loans and advances

Loans and advances to employees	1,80,000	3,23,000
Advance Income Tax (net of provision for taxation ₹ 3,62,56,829 (Previous year ₹ Nil)	67,54,539	-
Balances with statutory / government authorities	14,83,558	13,63,085

Total	1,23,15,633	61,95,558
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14. CURRENT INVESTMENTS

Investments in mutual funds (Valued at cost or MV whichever is lower)

	1,71,26,205	1,80,231
Total	1,71,26,205	1,80,231

Particulars	No. of Units		Quoted / Unquoted	Partly Paid / Fully paid	₹	
	31 st March 2017	31 st March 2016			31 st March 2017	31 st March 2016
Investment in Mutual Fund						
Baroda Pioneer Liquid Fund – Plan B Growth	9,166.009	99.160	Quoted	Fully paid	1,71,16,756	1,71,164
Axis Liquid Fund - Daily Dividend (CFDDR)	9.445	9.064	Quoted	Fully paid	9,449	9,067
Aggregate amount of quoted investments (Market value ₹ 1,72,11,749/- previous year ₹ 1,81,667/-)*						
Total					1,71,26,205	1,80,231

*As per NSE closing price as on 31st March, 2017**15. INVENTORIES**

Raw Materials (Valued at cost)	1,12,16,529	1,94,47,807
Packing Materials (Valued at cost)	74,19,455	1,08,17,131
Semi-Finished Goods (valued at lower of cost or NRV)	1,58,14,854	-
Finished Goods (Valued at lower of cost or NRV)	2,68,73,000	27,14,254
Stock-in-trade (Valued at lower of cost or NRV [Including in transit ₹ 1,00,72,799 (previous year ₹ 1,30,04,124)]	12,74,28,601	13,42,92,260
Total	18,87,52,439	16,72,71,452

16. TRADE RECEIVABLES**Unsecured, considered good**

Outstanding over six months from the date they are due for payment	43,32,403	11,92,028
Others	1,85,63,582	8,00,76,547
Total	2,28,95,985	8,12,68,575

	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
17. CASH AND BANK BALANCES		
A) Cash and Cash Equivalents		
Balances with banks		
In Current Accounts	72,83,502	1,44,27,569
In Dividend Accounts	-	25,665
Cash in hand	5,70,587	4,09,830
	78,54,089	1,48,63,064
B) Other Bank balances		
In Fixed Deposits with original maturity for more than 3 months but less than 12 months	1,50,000	1,51,800
In Margin money (deposit with original maturity of more than 12 months)*	10,88,401	10,10,198
Total	90,92,490	1,60,25,062
*Margin money are lying with banks against bank guarantees and non fund based limits		
18. SHORT-TERM LOANS AND ADVANCES		
Other Short Term Loans and Advances (Unsecured, considered good)		
Inter Corporate Deposit		
-to related Parties (Refer Note no. C (32))	10,00,00,000	10,00,00,000
-to Others	3,40,00,000	-
Prepaid expenses	30,49,681	30,36,908
Loans and advances to employees	14,87,857	7,62,250
Advance to suppliers	68,09,961	1,53,31,307
Balances with statutory / government authority	1,75,32,931	1,63,78,971
Advance recoverable in cash or kind	10,00,000	3,11,00,000
Total	16,38,80,430	16,66,09,436
19. OTHER CURRENT ASSETS		
Interest accrued	20,66,705	4,54,473
Other Receivables	5,660	26,03,852
Total	20,72,365	30,58,325
	For the Year ended 31st March, 2017 ₹	For the Year ended 31st March, 2016 ₹
20. REVENUE FROM OPERATIONS		
Sale of products – Personal Care Products	79,13,32,172	93,79,84,852
Less : Excise Duty*	2,18,49,342	21,30,702
	76,94,82,830	93,58,54,150
Other operating revenue		
Miscellaneous Income	24,67,638	26,16,767
Total	77,19,50,468	93,84,70,917

*Excise duty on sales amounting to ₹ 2,18,49,342 (Previous year ₹ 21,30,702) has been reduced from sales in Profit and Loss Account and excise duty on increase/decrease in stock amounting to ₹ 24,51,099 (Previous year ₹ 5,35,689) been considered as expenses in note C (27) of financial statements.

	For the Year ended 31 st March, 2017 ₹	For the Year ended 31 st March, 2016 ₹
21. <u>OTHER INCOME</u>		
Dividend		
From long term investments	7,62,081	7,61,363
From current investments	381	80,792
Interest:		
From Bonds	17,75,490	40,07,242
From Debentures	2,06,164	3,68,169
From Others	1,99,46,759	1,28,91,072
Rent	48,95,000	48,24,000
Profit on sale / redemption on Investments	19,70,849	33,27,563
Total	2,95,56,724	2,62,60,201
22. <u>COST OF MATERIALS CONSUMED</u>		
Opening Stock		
Raw Materials	1,94,47,807	-
Packing Materials	1,08,17,131	-
	3,02,64,938	-
Purchases		
Raw Materials	4,96,80,052	3,28,47,524
Packing Materials	1,64,36,110	1,58,36,528
	6,61,16,162	4,86,84,052
Closing Stock		
Raw Materials	1,12,16,529	1,94,47,807
Packing Materials	74,19,455	1,08,17,131
	1,86,35,984	3,02,64,938
Consumption		
Raw Materials	5,79,11,330	1,33,99,717
Packing Materials	1,98,33,786	50,19,397
Total	7,77,45,116	1,84,19,114
<u>Details of Cost of Material Consumed</u>		
Powder	1,83,33,131	78,09,090
Cream	3,95,78,199	55,90,627
Packing Materials	1,98,33,786	50,19,397
Total	7,77,45,116	1,84,19,114
23. <u>CHANGES IN INVENTORIES OF FINISHED GOODS, SEMI-FINISHED GOODS AND STOCK - IN – TRADE</u>		
Opening Stock : (Personal care products)		
Trading goods	13,42,92,260	14,88,36,956
Finished goods	27,14,254	-
	13,70,06,514	14,88,36,956
Closing Stock :- (Personal care products)		
Trading goods	12,74,28,601	13,42,92,260
Finished goods	2,68,73,000	27,14,254
Semi-Finished goods	1,58,14,854	-
	17,01,16,455	13,70,06,514
Total	(3,31,09,941)	1,18,30,442



	For the Year ended 31 st March, 2017 ₹	For the Year ended 31 st March, 2016 ₹
24. <u>EMPLOYEE BENEFITS EXPENSE</u>		
Salaries, wages and bonus	12,12,25,553	11,60,36,714
Contributions to -		
Provident fund and other funds	96,28,879	91,32,270
Gratuity Expense (Refer Note no. C (30))	39,30,535	28,27,464
Leave encashment (Refer Note no. C (30))	51,93,951	40,51,759
Staff welfare expenses	24,42,599	21,69,438
Total	14,24,21,517	13,42,17,645
25. <u>FINANCE COSTS</u>		
Interest expense	5,79,839	6,39,427
Total	5,79,839	6,39,427
26. <u>DEPRECIATION AND AMORTISATION EXPENSE</u>		
Depreciation/Amortization on property, plant and equipment (Refer note C (11))	1,29,88,501	1,30,06,142
Depreciation on Investment property (Refer note C (12))	16,85,984	16,85,981
Total	146,74,485	146,92,123
27. <u>OTHER EXPENSES</u>		
Rent	7,97,539	7,96,085
Repairs and maintenance:		
Building	17,89,031	78,63,108
Machinery	3,28,293	10,21,437
Others	58,31,332	65,75,238
Excise Duty on Increase/Decrease in inventory	24,50,199	5,35,689
Power and fuel charges	21,24,700	20,46,614
Insurance	15,33,400	16,11,402
Rates and Taxes	47,04,823	67,95,746
Travelling and Conveyance expenses	1,33,40,686	1,48,35,893
Legal and Professional fees	2,03,85,015	2,97,67,119
Freight and Forwarding expenses	1,75,23,325	1,93,19,165
Clearing and Forwarding expenses	1,78,07,528	1,80,95,688
Advertising and Sales Promotion expenses	8,00,37,421	6,96,47,026
Royalty	3,53,82,757	3,00,89,188
Commission (other than sole selling agent)	38,70,306	46,34,778
Exchange fluctuation	(6,85,139)	35,98,122
Loss on sale of Fixed Assets	10,65,499	1,68,774
Donation	40,00,000	1,10,23,200
CSR Expense (Refer Note No. C (42))	6,50,000	1,50,000
Miscellaneous expenses (Refer Note No. C (29))	93,93,957	89,58,098
Total	22,23,30,672	23,75,32,370

28. CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR IN RESPECT OF

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
A) Contingent Liabilities		
Income tax	1,87,17,354	1,82,72,241
Sales tax matters in dispute (including interest wherever applicable)	3,80,798	41,36,847
Statutory dues	66,20,000	66,20,000
B) Commitments		
Estimated amount of contracts remaining to be executed on account of capital commitment	-	5,25,234

The Company is a defendant in various legal actions and a party to claims as above, which arose during the ordinary course of business. The Company's management believes based on the facts presently known, that the results of these actions will not have a material impact on the Company's financial statements. It is not practicable for the Company to estimate the timings of cash flows, if any, in respect of the above.

29. AUDITORS REMUNERATION (EXCLUDING SERVICE TAX)

Particulars	For the Year ended 31 st March, 2017 ₹	For the Year ended 31 st March, 2016 ₹
Statutory audit fees	4,65,000	4,65,000
Others Services	2,30,000	2,30,000
Reimbursement of out-of-pocket expenses	4,780	17,396
Total	6,99,780	7,12,396

30. RETIREMENT BENEFIT**A) Defined Benefit Plans**

The following table sets out the funded status of the gratuity plan and unfunded status of compensated absences and the amounts recognized in the Company's financial statements as at 31st March, 2017

a) Gratuity Fund (Funded)**i) Changes in benefit obligation:**

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Projected benefit obligations, beginning of the year	1,19,39,101	1,01,43,308
Interest cost	9,18,579	8,11,465
Service cost	23,96,332	20,15,999
Benefits paid	9,13,730	18,43,759
Actuarial (gain) / loss	23,74,062	8,12,088
Projected benefit obligation, end of the year	1,67,14,344	1,19,39,101

ii) Change in fair value of plan assets:

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Fair value of the plan assets, beginning of the year	1,01,01,739	83,21,967
Expected return on plan assets	7,23,366	8,06,175
Employers' contribution	11,86,296	28,17,356
Benefits paid	9,13,730	18,43,759
Actuarial Gain/(Loss) on plan Asset	10,35,072	-
Fair value of plan assets at the end of the year	1,21,32,743	1,01,01,739
Bank balance	-	-
Total fair value of plan assets at the end of the year	1,21,32,743	1,01,01,739
Excess of obligation over plan assets	45,81,601	18,37,362
Accrued liability	45,81,601	18,37,362

iii) Reconciliation of fair value of assets and obligation:

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Present value of the obligation	1,67,14,344	1,19,39,101
Fair value of plan assets	1,21,32,743	1,01,01,739
Un-funded liability / (assets)	45,81,601	18,37,362
Old outstanding liability related to previous year	-	-
Unrecognized actuarial gains/losses	-	-
Un-funded liability / (assets) recognized in balance sheet	45,81,601	18,37,362

iv) Expenses recognized during the year:

Particulars	For the Year ended 31 st March, 2017 ₹	For the Year ended 31 st March, 2016 ₹
Service cost	23,96,332	20,15,999
Interest on defined benefit obligation	9,18,579	8,11,465
Actual return on plan assets	(7,23,366)	(8,06,175)
Net actuarial (gain)/loss recognized in the year	13,38,990	8,12,088
Net loss to be provided as expense in P&L.	39,30,375	28,27,464

v) Actual Return on Plan Assets :

Expected return on plan assets	7.50%	9.69%
Net Actuarial (gain)/losses on plan assets	(10,35,072)	-
Actual Return on Plan Assets	7,23,366	8,06,175

vi) Investment details:

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

vii) Actuarial assumptions:

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Mortality table	Indian Assured Lives Mortality (2006-08) (Ultimate)	Indian Assured Lives Mortality (2006-08) (Ultimate)
Retirement age	58 years	58 years
Withdrawal rates	2% to 15%	1.00% per annum
Rate of discounting	7.50% per annum	8.00% per annum
Rate of increase in compensation level	8.00% per annum	5.00% per annum

viii) Amounts for the current and previous five years are as follows:

Particulars	31 st March, 2017 ₹	31 st March, 2016 ₹	31 st March, 2015 ₹	31 st March, 2014 ₹	31 st March, 2013 ₹
Defined benefit obligation	1,67,14,344	1,19,39,101	1,01,43,308	85,44,457	73,09,046
Plan assets (including bank balance)	1,21,32,739	1,01,01,739	83,21,967	76,28,153	57,97,325
Surplus / (Deficit)	(45,81,601)	(18,37,362)	(18,21,341)	(9,16,304)	(15,11,721)
Experience adjustments on Plan liabilities loss / (gain)	23,74,062	8,12,088	1,88,705	2,82,810	8,09,609
Experience on plan assets	2,65,722	1,40,418	91,459	2,23,188	33,511

ix) Contribution expected to be paid to the plan during next F.Y. is ₹ 22,90,800 (P.Y. ₹ 11,39,514)

b) **Compensated Absences**i) **Changes in Benefit Obligation:**

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Actuarial Value of Projected Benefit Obligations (PBO) (Opening Balance)	47,21,137	42,84,890
Interest cost	3,15,781	3,42,791
Service cost	12,52,987	14,01,809
Benefits paid / accrued	15,47,743	36,15,512
Actuarial Gain / Loss on obligations	36,25,183	23,07,159
PBO at the end (Closing Balance)	83,67,345	47,21,137

ii) **Balance Sheet Statement:**

Particulars	As at 31 st March, 2017 ₹	As at 31 st March, 2016 ₹
Present value of the Obligation	83,67,345	47,21,137
Fair value of plan assets	-	-
Un-funded liability	83,67,345	47,21,137
Unrecognized actuarial gains / losses	-	-
Un-funded liability recognized in Balance Sheet	83,67,345	47,21,137

iii) **Statement of Profit and Loss:**

Particulars	For the Year ended 31 st March, 2017 ₹	For the Year ended 31 st March, 2016 ₹
Interest cost	3,15,781	3,42,791
Service cost	12,52,987	14,01,809
Expected return on plan assets	-	-
Actuarial (Gain) / Loss recognized	36,25,183	23,07,159
Net Loss to be provided as expense in Statement of Profit & Loss	51,93,951	40,51,759

iv) **Actuarial Assumptions :**

Date of Valuation	31 st March, 2017	31 st March, 2016
Discounting Rate	7.50% per annum	8.00% per annum
Rate of Increase in compensation level	8.00% per annum	5.00% per annum
Rate of Return on plan assets	N.A.	N.A.

v) **Amounts for the current and previous five years are as follows:**

Experiences	2016-2017 ₹	2015-2016 ₹	2014-2015 ₹	2013-2014 ₹	2012-2013 ₹
Defined Benefit Obligation	83,67,345	47,21,137	42,84,890	33,02,423	40,72,437
Plan Assets (including bank balance)	N.A.	N.A.	N.A.	N.A.	N.A.
Surplus / (Deficit)	N.A.	N.A.	N.A.	N.A.	N.A.
Experience Adjustments on Plan Liabilities Loss / (Gain)	36,25,183	23,07,159	28,04,841	11,55,672	3,46,296
Experience on Plan Assets	N.A.	N.A.	N.A.	N.A.	N.A.

B) Define Contribution Plan

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

Particulars	For the year ended 31 st March, 2017 ₹	For the year ended 31 st March, 2016 ₹
a) <u>Provident Fund</u>		
Employers contribution to Provident Fund	42,50,548	37,04,693
Employers contribution to Pension Scheme	33,13,221	32,88,897
b) <u>Employee State Insurance Corporation (ESIC)</u>		
Employers contribution to ESIC	13,22,297	14,71,045

31. SEGMENT REPORTING

As the Company's business activity fall within a single primary business segment viz Personal Care products and its operation are within India, the disclosure requirement of Accounting Standard – 17 "Segment Reporting" notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

32. 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/ Relatives of KMP have significant influence**

Rasoi Limited
Hindustan Composites Limited
Looklink Finance Limited
Pallawi Resources Limited
Surdas Trading & Mfg. Co. Limited
Pallawi Trading & Mfg. Co. Limited
Axon Trading & Mfg. Co. Limited
Lotus Udyog Limited
Goodpoint Advisory Services and Investments Limited
Leaders Healthcare Limited
Rasoi Express Private Limited
Noble Trading Company Limited
Silver Trading & Services Limited
Prabhukripa Overseas Limited
Compo Advics (India) Private Limited
Manoj Mody Foundation - (Mr. Raghu Nandan Mody)

b) Key Management Personnel (KMP) and Relatives of KMP

Mr. Raghu Nandan Mody - Chairman
Mr. Varunn Mody - Relative of KMP
Mrs. Sakshi Mody - Director
Mr. Sandip Das - Executive Director & CEO (upto 31st January, 2017)
Mr. Sohan Sarda - Executive Director & CEO (w.e.f. 1st February, 2017)

B) Related Party Transactions:

Particulars	Key Management Personnel (KMP) ₹		Enterprises where KMP/ Relatives of KMP have significant influence ₹		Total ₹	
	For the year ended		For the year ended		For the year ended	
	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016
Loan Given / (Received back)						
Compo Advics (India) Private Limited	-	-	-	2,20,00,000	-	2,20,00,000
Total	-	-	-	2,20,00,000	-	2,20,00,000
Donation Given						
Manoj Mody Foundation	-	-	-	58,23,200	-	58,23,200
Total	-	-		58,23,200	-	58,23,200
Rent received from						
Hindustan Composites Limited	-	-	13,20,000	13,20,000	13,20,000	13,20,000
Manoj Mody Foundation	-	-	-	1,32,000	-	1,32,000
Total	-	-	13,20,000	14,52,000	13,20,000	14,52,000
Rent paid to						
Pallawi Resources Limited	-	-	60,000	60,000	60,000	60,000
Pallawi Resources Limited- Service Tax	-	-	8,950	7,611	8,950	7,611
Total	-	-	68,950	67,611	68,950	67,611
Interest received from						
Compo Advics (India) Private Limited	-	-	1,31,99,096	1,24,76,404	1,31,99,096	1,24,76,404
Total	-	-	1,31,99,096	1,24,76,404	1,31,99,096	1,24,76,404
Professional Fees paid to						
Prabhukripa Overseas Limited	-	-	28,75,000	28,62,500	28,75,000	28,62,500
Mr.Varunn Mody	28,75,000	30,00,000	-	-	28,75,000	30,00,000
Total	28,75,000	30,00,000	28,75,000	28,62,500	57,50,000	58,62,500
Payment for Services received from						
Rasoi Express Private Limited	-	-	40,69,750	49,76,719	40,69,750	49,76,719
Total	-	-	40,69,750	49,76,719	40,69,750	49,76,719
Purchase of Finished Goods from						
Leaders Healthcare Limited	-	-	10,72,87,531	15,52,47,811	10,72,87,531	15,52,47,811
Rasoi Limited	-	-	4,19,93,620	1,74,61,028	4,19,93,620	1,74,61,028
Total	-	-	14,92,81,151	17,27,08,839	14,92,81,151	17,27,08,839
Remuneration paid to						
Mr. Sandip Das	39,21,407	33,73,067	-	-	39,21,407	33,73,067
Mrs. Sakshi Mody	-	44,65,138	-	-	-	44,65,138
Mr. Sohan Sarda	5,82,600	-	-	-	5,82,600	-
Total	45,04,007	78,38,205			45,04,007	78,38,205
Director sitting fee paid to						
Mr. Raghu Nandan Mody	11,000	10,000	-	-	11,000	10,000
Mrs. Sakshi Mody	20,000	-	-	-	20,000	-
Total	31,000	10,000	-	-	31,000	10,000
Dividend received from						
Rasoi Limited	-	-	3,60,062	3,60,062	3,60,062	3,60,062
Hindustan Composites Limited	-	-	3,69,234	3,69,234	3,69,234	3,69,234
Total	-	-	7,29,296	7,29,296	7,29,296	7,29,296
Dividend paid to						
Rasoi Limited	-	-	2,72,800	2,72,800	2,72,800	2,72,800
Hindustan Composites Limited	-	-	2,72,800	2,72,800	2,72,800	2,72,800
Looklink Finance Limited	-	-	1,13,319	1,13,319	1,13,319	1,13,319
Pallawi Resources Ltd.	-	-	94,600	94,600	94,600	94,600
Surdas Trading & Mfg. Co. Limited	-	-	78,742	78,742	78,742	78,742
Pallawi Trading & Mfg. Co. Limited	-	-	30,000	30,000	30,000	30,000
Axon Trading & Mfg. Co. Limited	-	-	20,490	20,490	20,490	20,490

Particulars	Key Management Personnel (KMP) ₹		Enterprises where KMP / Relatives of KMP have significant influence ₹		Total ₹	
	For the year ended		For the year ended		For the year ended	
	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016
Lotus Udyog Limited	-	-	18,400	18,400	18,400	18,400
Goodpoint Advisory Serv. and Inv.Ltd.	-	-	14,000	14,000	14,000	14,000
Noble Trading Company Limited	-	-	8,866	8,866	8,866	8,866
Silver Trading & Services Limited	-	-	5,736	5,736	5,736	5,736
Leaders Healthcare Limited	-	-	67,603	67,603	67,603	67,603
Mr. Raghu Nandan Mody	250	250	-	-	250	250
Mr. Varunn Mody	135	135	-	-	135	135
Total	385	385	9,97,356	9,97,356	9,97,741	9,97,741

C) Outstanding Balance as at	Key Management Personnel (KMP) ₹		Enterprises where KMP / Relatives of KMP have significant influence ₹		Total ₹	
	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016
Loan Given						
Compo Advics (India) Private Limited	-	-	10,00,00,000	10,00,00,000	10,00,00,000	10,00,00,000
Investment in						
Rasoi Limited	-	-	8,36,65,262	8,36,65,727	8,36,65,262	8,36,65,727
Hindustan Composites Limited	-	-	12,60,81,038	12,60,81,038	12,60,81,038	12,60,81,038

Notes:

- (i) No amount pertaining to related parties have been provided for as doubtful debts. Also, no amount has been written off / back.
- (ii) The related parties are identified based on information available with the Company.
- (iii) Mr. Sohan Sarda was appointed as an Executive Director & CEO w.e.f 1st February, 2017, Salary from 1st February, 2017 to 31st March, 2017 is considered here.

33. DISCLOSURES UNDER 186(4) OF THE COMPANIES ACT, 2013.

Name	Nature	Amount as at 31 st March, 2017	Period	Purpose
Compo Advics (India) Private Limited	Loan	10,00,00,000	Short Term	General Purpose
Globe Financial Services Pvt. Limited	Loan	40,00,000	On Demand	General Purpose
International Conveyors Limited	Loan	3,00,00,000	On Demand	General Purpose
Investments	For details of Investments made (Refer Note C (12) & C (14))			
Rate of interest ranging from 12% p.a. to 14% p.a.				

34. 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	For the year ended 31 st March, 2017 ₹	For the year ended 31 st March, 2016 ₹
Profit after taxation as per profit and loss account ₹	1,36,38,829	2,78,81,413
Net profit for calculation of basic / diluted EPS ₹	1,36,38,829	2,78,81,413
Weighted average number of equity Shares outstanding Nos.	13,65,034	13,65,034
Basic & diluted earnings per share (Face value ₹ 10 per share)	9.99	20.43

35. COMPANY AS A LESSEE

- (a) Company has taken on lease Office Premises and Godown for the period ranging from 2 to 8 years.
- (b) Lease payments recognized in the statement of profit and loss for the period from 1st April, 2016 to 31st March, 2017 ₹ 48,49,026 (previous year ₹ 42,91,204).

COMPANY AS A LESSOR

During the year ₹ 48,95,000 (Previous year ₹ 48,24,000) has been recognized as Rent income in the Statement of Profit and Loss under the head "Other Income"

36. VALUE OF IMPORTS ON CIF BASIS

Particulars	For the year ended 31 st March, 2017 ₹	For the year ended 31 st March, 2016 ₹
Personal care	21,60,54,597	24,97,35,517
Plant and Machinery	-	8,04,567

37. EXPENDITURE IN FOREIGN CURRENCY (on Accrual basis)

Royalty	3,53,82,755	3,00,89,186
Others	25,88,742	20,53,136

38. FOREIGN CURRENCY EXPOSURE

Particulars	Currency	Non – Hedged			
		31 st March, 2017		31 st March, 2016	
		Amount in foreign currency	Amount in ₹	Amount in foreign currency	Amount in ₹
Creditors	USD	-	-	118.31	7,848
	EURO	1,05,691.68	73,18,895	1,04,488	78,46,567
	GBP	2,238.80	1,81,073	2,239	2,12,883
Advance to creditors	USD	1,286.19	83,394	51,030	33,84,994

39. IMPORTED AND INDIGENOUS MATERIALS CONSUMED

	%	For the year ended 31 st March, 2017	%	For the year ended 31 st March, 2016
		(Values) ₹		(Values) ₹
Raw Materials				
Imported	100.00	5,79,11,330	94.84	1,27,08,227
Indigenous	-	-	5.16	6,91,490
Packing Materials				
Imported	64.40	1,27,72,264	83.53	41,92,920
Indigenous	35.60	70,61,522	16.47	8,26,477

40. DISCLOSURE UNDER MSMED ACT, 2016:

The Company has sent letters to vendors to confirm whether they are covered under micro, small and medium enterprise development act 2006 as well as they have filed required memorandum with prescribed authority. Out of the letter sent to the party, some confirmations have been received till the date of finalization of balance sheet. Based on the confirmation received, the outstanding amounts payable to the vendors under Micro, Small and Medium Enterprises Development Act 2006 are given below :

Particulars	31 st March, 2017 ₹	31 st March, 2016 ₹
The Principal amount remaining unpaid at the end of the year	6,04,720	3,31,490
The Interest amount remaining unpaid at the end of the year	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-
The balance of MSMED parties as at the end of the year	6,04,720	3,31,490

41. PROPOSED DIVIDEND:

The final dividend proposed for the year is as follows

Particulars	31 st March, 2017 ₹	31 st March, 2016 ₹
On Equity Shares of ₹10 each		
Amount of dividend proposed	13,65,034.00	-
Dividend distribution tax on proposed dividend	2,77,894.00	-
Dividend per Equity Share	1.00	-

42. CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE:

Gross amount required to be spent by the Company during the year is ₹ 6,02,368/- (Previous year ₹ 1,58,522/-) and amount actually spent during the year is ₹ 6,50,000 (Previous year ₹ 1,50,000/-), the details of which is as given below:

₹

Particulars	For the year ended 31 st March, 2017			For the year ended 31 st March, 2016		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	-	-	-	-	-	-
On purposes other than above	6,50,000	-	6,50,000	1,50,000	8,572	1,50,000

43. SBN NOTE:

Details of Specified Banks Notes (SBN) held and transacted during the period 8th November, 2016 to 30th December, 2016.

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	14,58,000	1,65,166	16,23,166
(+) Withdrawal from banks	-	21,54,160	21,54,160
(-) Permitted payments	-	(7,67,420)	(7,67,420)
(-) Amount deposited in Banks	(14,58,000)	(24,000)	(14,82,000)
Closing cash in hand as on 30.12.2016	-	15,27,906	15,27,906

Note: "Specified Bank Notes is defined as Bank Notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees."

44. Previous years' figures have been regrouped/reclassified wherever necessary, to conform to current years' classification.

Signatures to Notes 1 to 44 which form an integral part of the financial statements.

As per our attached report of even date

For and on behalf of the Board of Directors

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration No.: 103523W/W100048

Sumant Sakhardande

Partner

Membership No.: 034828

Raghu Nandan Mody

Chairman

DIN :00053329

Sohan Sarda

Executive Director & CEO

DIN :02860902

Place: Mumbai

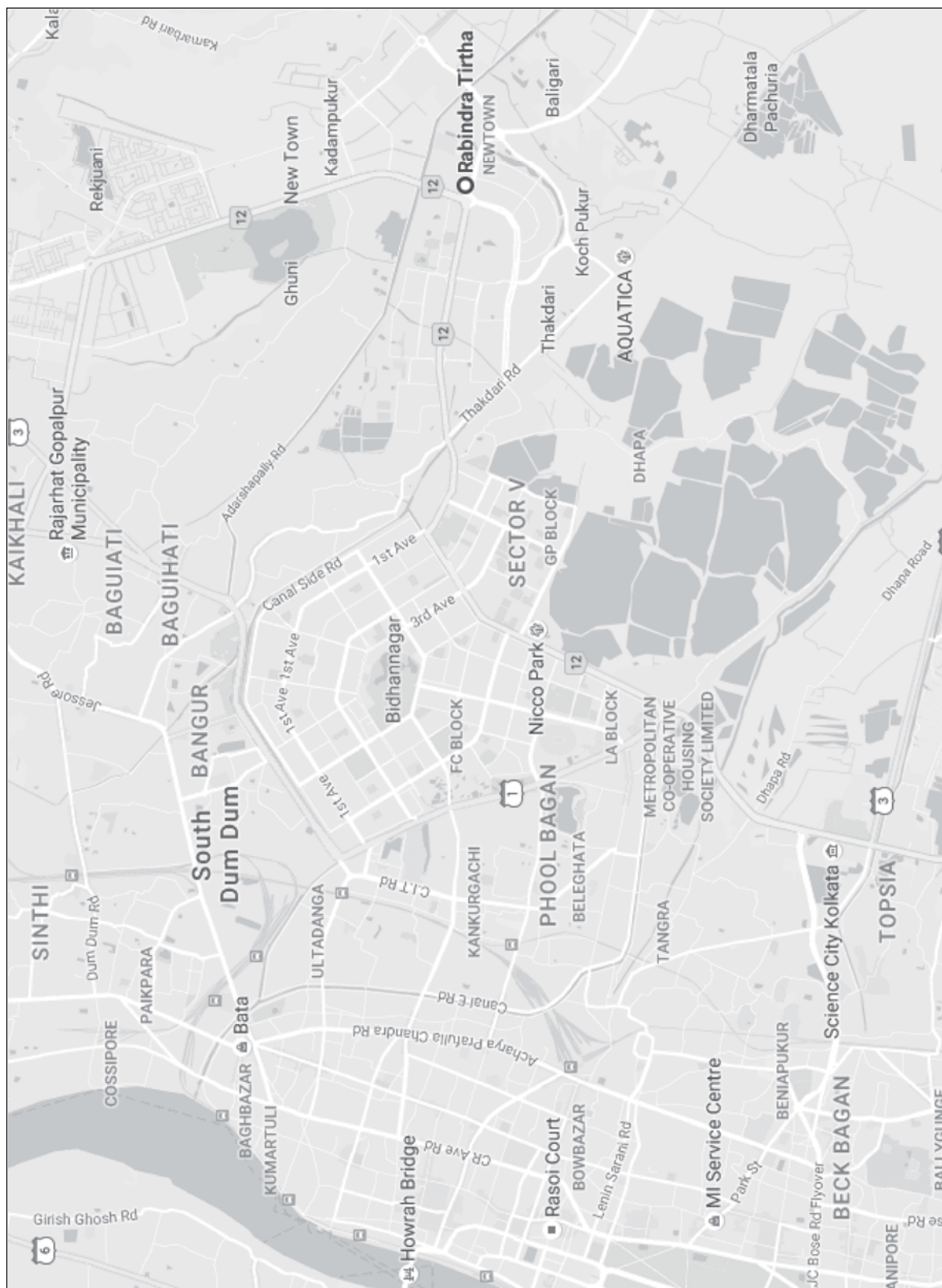
Date: 2nd May, 2017

Karishma Patel

Company Secretary & Compliance Officer

Ravindra Gajelli

Chief Financial Officer

ROUTE MAP TO THE VENUE OF THE 82ND AGM OF J. L. MORISON (INDIA) LTD.

**J. L. MORISON (INDIA) LIMITED**

CIN: L51109WB1934PLC088167

Regd. Office: 'Rasoi Court' 20, Sir R. N. Mukherjee Road, Kolkata – 700 001, Tel.: (033) 2248 0114/5, Fax: (033) 2248 1200

E-mail: investors@jlmorison.com, Website: www.jlmorison.com/corporate

FOR KIND ATTENTION OF SHAREHOLDERS**Dear Shareholders,**

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Shareholder	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail ID	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company **VIZ. "CB MANAGEMENT SERVICES PRIVATE LIMITED, P-22, BONDEL ROAD, KOLKATA – 700 019"**

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For J. L. Morison (India) Limited

Karishma Patel
Company Secretary & Compliance Officer

NECS MANDATE FORM**J. L. MORISON (INDIA) LIMITED**

CIN: L51109WB1934PLC088167

Regd. Office: 'Rasoi Court' 20, Sir R. N. Mukherjee Road, Kolkata – 700 001, Tel.: (033) 2248 0114/5, Fax: (033) 2248 1200,

E-mail: investors@jlmorison.com, Website: www.jlmorison.com/corporate

CB MANAGEMENT SERVICES PRIVATE LIMITED

P-22, Bondel Road, Kolkata – 700 019

Phone: (033) 4116700 Fax : (033) 40116739

e-mail: rta@cbmsl.com


For SHARES HELD IN THE PHYSICAL MODE
 please complete the form and mail to

For SHARES HELD IN THE ELECTRONICMODE
 please inform respective DPs

Dear Sirs,

Sub: Payment of Dividend through NECS

I hereby consent to have the amount of dividend on my Equity Shares credited through National Electronic Clearing Service (NECS).
 The particulars are:

1. Folio No. /Client ID. No./DPID.No. _____

(Folio No. given in equity share certificate(s)/customer ID No. given by your DP's)

2. Shareholders Name: Shri/Smt./Kum./M/s. _____

3. Shareholders Address : _____

4. Telephone No. _____ 5. Mobile No. _____

6. Particulars of the Bank:

• Bank Name: _____

• Branch Name and Address: _____

• Mention the 9 digit code number issued by the bank and Branch appearing on the MICR cheque issue by the bank: _____

• Account Type (please ✓) Savings

Current

Cash Credit

• Account Number (as appearing on the cheque Book): _____

• IFSC Code Number: _____

7. Date from which the mandate should be effective: _____

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the company /Registrars & Share Transfers Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through NECS Facility.

Place: _____

Date: _____

Signature of the first/sole shareholder

Note: 1) Please attach the photocopy of a Cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number.

2) The Form can be downloaded from the company's website: www.jlmorison.com/corporate

J. L. MORISON (INDIA) LIMITED

CIN: L51109WB1934PLC088167

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

Tel No.: (033) 2248 0114/5, Fax: (033) 2248 1200, E-mail: investors@jlmorison.com, Website: www.jlmorison.com/corporate

FORM MGT-11**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the Member(s): _____**Registered Address:** _____

Email Id: _____ Folio No./DP ID/ Client ID : _____

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

Email Id: _____ or failing him/her;

(2) Name: _____

Address: _____

Email Id: _____ or failing him/her;

(3) Name: _____

Address: _____

Email Id: _____

as my/our proxy to attend and vote (on a poll) for me/us and on/our behalf at the 82nd Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote (Optional see note. 2) Please mention no. of shares	
		For	Against
Ordinary Business:			
1.	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2017 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31 st March, 2017.		
3.	Ordinary Resolution for appointment of a Director in place of Mr. Raghu Nandan Mody (DIN: 00053329), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ordinary Resolution for appointment of M/s. Lodha & Co., Chartered Accountants, Mumbai (having FRN: 301051E), as Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Haribhakti & Co. LLP, Chartered Accountants (having FRN: 103523W) and fixing their remuneration.		
Special Business:			
5.	Ordinary Resolution for appointment of Mr. Lalit Kumar Bararia (DIN:00204670) as an Independent Director of the Company for a period of 5 years w.e.f. 1 st February, 2017.		
6.	Ordinary Resolution for appointment of Mr. Sohan Sarda (DIN: 00129782) as Director of the Company w.e.f. 1 st February, 2017.		
7.	Special Resolution for approval and revision in remuneration of Mr. Sohan Sarda (DIN: 00129782), Executive Director & CEO of the Company.		

Signed this _____ day of _____ 2017

 Affix
Revenue
Stamp

Signature of the first Proxy holder

Signature of the second Proxy holder

Signature of the third Proxy holder

Signature of Shareholder

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

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**J. L. MORISON (INDIA) LIMITED**

CIN: L51109WB1934PLC088167

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

Tel.: 033-22480114/5, Fax: 033-22481200, E-mail: investors@jlmorison.com, Website: www.jlmorison.com/corporate

(To be completed and presented at the entrance)

ATTENDANCE SLIP**82ND ANNUAL GENERAL MEETING ON 25TH SEPTEMBER, 2017**

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s) Joint Holder 1 Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the **82ND ANNUAL GENERAL MEETING** of the Company to be held on Monday, the 25th September, 2017 at 2.30 p.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156.

Member's Folio/DP ID/Client ID No.

Member's/Proxy's name
(in Block Letters)

Member's/Proxy's Signature

Note:

- Please fill in the Folio/DP ID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote Electronic Voting Event Number)	USER ID	PASSWORD
Note: Please read the instructions for e-voting given in the Annual Report. The voting period starts from Friday, 22 nd September, 2017 (9:00 am) and ends on Sunday, 24 th September, 2017 (5:00 pm). The voting module shall be disabled by NSDL for voting thereafter.		

Note: PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

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J L MORISON (INDIA) LIMITED

Peninsula Business Park, Tower "A", 8th Floor,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

For any customer feedback, Contact Customer Care in-charge, at above address, Tel. No.: 022 61410300 or email id: customercare@jlmorison.com