


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

NOTICE

Notice is hereby given that 85th Annual General Meeting of the Members of J. L. Morison (India) Limited will be held on Monday, 30th November, 2020 at 11.45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160 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, 2020 together with the reports of the Board of 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, 2020 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 31st March, 2020 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% i.e. Re. 1 (Rupee One only) per share on Equity Shares of face value of Rs. 10/- each fully paid up for the financial year 2019-20 be and is hereby declared out of the profits of the financial year 2019-20 and that the same be paid to those shareholders whose names appear on the Company's Register of Members/List of Beneficiaries as on Friday 20th November, 2020 and that the dividend be given only to those shareholders who are entitled to receive the payment of dividend.”

3. To appoint a director in place of Mrs. Sakshi Mody (DIN: 06518139), who retires by rotation and being eligible, offers herself 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, Mrs. Sakshi Mody (DIN: 06518139), Director of the Company, who retires by rotation and being eligible, had offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Sohan Sarda (DIN: 00129782), as a Whole Time Director (designated as Executive Director and CEO) of the Company and in this regard, 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 Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the reappointment of Mr. Sohan Sarda (DIN: 00129782) as a Whole Time Director of the Company (designated as Executive Director and CEO) for a period from 1st February, 2020 to 31st March, 2023 be and is hereby approved, upon the terms and conditions as detailed in Explanatory Statement annexed to this notice 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 Whole Time Director (designated as 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 in the respective financial year(s) to him.

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.”

5. To approve the appointment Mrs. Annapurna Dubey (08760434) as an Independent, Non-Executive Director of the Company and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17(1)(a) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mrs. Annapurna Dubey (DIN: 08760434 and ID Registration No.: IDDB-NR-202003-019528), who was appointed as an Additional Independent Non-Executive Director of the Company with effect from 18th June, 2020 in accordance with the provisions of the Articles of Association of the Company and

pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for Independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of five years w.e.f. 18th June, 2020 to 17th June, 2025, who shall not be liable to retire by rotation;

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

Place: Mumbai

Date: 3rd November, 2020

Sonal Naik

Company Secretary & Compliance Officer

Registered Office:

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

NOTES:

- 1. 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 PROXY FORMS, 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.**

Further, 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.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses is annexed hereto and forms part of the Notice.
3. The Registrar of Companies, Kolkata, West Bengal, vide order dated 17th August, 2020 has granted an extension for holding 85th Annual General Meeting of the Company for the financial year ended 31st March, 2020 by 3 months under second proviso to Section 96(1) of the Companies Act, 2013.
4. Members/proxies are requested to bring Attendance slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DP-ID for easier identification of attendance at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. 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 and vote at the Annual General Meeting (including through remote e-voting).
8. Route-map of the venue of the 85th Annual General Meeting of the Company is provided in the Annual Report for the convenience of the members.
9. Members attending Annual General Meeting at the venue are required to take proper precautions for attending the meeting (such as wearing of masks, hand gloves, maintaining of social distancing, proper hand washing and sanitization, etc.) considering COVID-19 pandemic situation.
10. Relevant documents referred to in accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 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 ensuing Annual General Meeting.
11. Brief resume of directors proposed to be appointed/reappointed at the ensuing Annual General Meeting in terms of Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings, is annexed to the Notice.

12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21st November, 2020 to Monday, 30th November, 2020 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 85th Annual General Meeting.
13. 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.
14. 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 demat form may update such details with their respective Depository Participants.
15. The Company has transferred the unpaid or unclaimed dividend declared upto financial year 2011-12 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 31st March, 2013 is due for transfer to the IEPF in the month of October, 2020. The Shareholders whose dividend remained unclaimed for the financial year 2012-13 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 31st March, 2020 under "Investor Relations" section on the website of the Company at www.jlmorison.com/corporate. 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 Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 626 shares in respect of which dividend declared for the financial year 2011-12 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection Fund via corporate action through Central Depository Services (India) Limited. A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said Rules. The said details are available on the Company's website viz. www.jlmorison.com/corporate and are also available on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: <http://www.mca.gov.in/> and on the website of IEPF viz. www.iepf.gov.in

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2012-13 has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

16. 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.
17. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form.
18. Members are requested to forward their all 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.
19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
20. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting the NECS mandate form, available on Company's website viz. www.jlmorison.com/corporate.
21. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2020, if approved by the members at the ensuing Annual General Meeting, will be paid between 8th December, 2020 to 21st December, 2020 to those members whose names stand registered in the Register of Members as on Friday, 20th November, 2020 and 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. In case the Company is unable to pay the dividend to any member by the electronic mode due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft.

22. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if it is more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

23. The aforementioned documents are required to be submitted by sending email at investors@jlmorison.com during the period commencing before 23.59 Hr. IST on 23rd November, 2020. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

Members are requested to submit their e-mail ID and other details vide the e-mail updation form available on Company's website viz. www.jlmorison.com/corporate. The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the RTA.

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.

24. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
25. 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, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the 85th Annual General Meeting and will be open for inspection during the Annual General Meeting also.
26. The Notice of the 85th Annual General Meeting, along with Annual Report for the Financial year 2019-20 and instructions for e-voting, 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 through permitted mode.
27. Members may also note that the 85th Annual Report for the year 2019-20 is also available on the website of the Company www.jlmorison.com/corporate.

28. 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 85th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an 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 polling papers shall be made available at the 85th 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 polling 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, 27th November, 2020 (9.00 a.m.) and ends on Sunday, 29th November, 2020 (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. Friday, 20th November, 2020, 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 a shareholder, he / she shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 20th November, 2020.
- (g) A person, whose name is recorded in the Register of Members maintained by the Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 20th November, 2020 only shall be entitled to avail the facility of remote e-voting and voting at meeting through polling papers and the person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (h) The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary, (FCS No.: 4515/CP No.:2551) as a Scrutinizer to scrutinize the voting through remote e-voting process and polling 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. Friday, 20th November, 2020, may obtain the 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.
- (j) The Scrutinizer, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated scrutinizer's report and submit the same to the Chairman of the meeting or to such other person as may be authorized by the Chairman who shall countersign the same and declare the result of the voting forthwith. The results 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 www.evoting.nsdl.com. The results shall simultaneously be communicated to the stock exchange.
- (k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 30th November, 2020.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if your folio number is 001*** and EVEN is 101456 then your user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

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

Details on Step 2 is given below:**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990 or send request at evoting@nsdl.co.in. Any query or grievance connected with remote e-voting may be address to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel No. +91 22 24994545 /1800-222-990 or Mr. Amit Vishal, Senior Manager – NSDL at Amitv@nsdl.co.in/+91 22 24994738.

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

Item No. 4

Mr. Sohan Sarada, was appointed as Whole Time Director (designated as Executive Director & CEO) of the Company with effect from 1st February, 2017 under the provisions of Companies Act, 2013 and rules made thereunder. He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and has over 23 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.

The Board of Directors at its meeting held on 31st January, 2020, on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and taking into consideration Mr. Sohan Sarada’s professional qualification as well as his significant contribution to the Company’s growth and in planning and implementing the Company’s business strategies, reappointed him as Whole Time Director (designated as Executive Director & CEO) of the Company for a further period from 1st February, 2020 to 31st March, 2023 on following terms and conditions.

Sr. No.	Particulars	Remuneration
1.	Salary	Rs. 2.73 Lakhs per month and other allowance of Rs. 1.85 Lakhs 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.	Provident and other funds including gratuity	Provident fund Rs. 0.32 Lakhs per month and other funds as per rules of the Company’s scheme.
3.	Medical	a. Reimbursement of medical expenses not exceeding Rs. 0.24 Lakhs per annum; b. Medical insurance cover for self, spouse, and dependent children – upto Rs. 3.00 Lakhs per person per annum; c. Personal accident insurance cover for him and family upto Rs. 3.00 Lakhs per annum.
4.	Leave Travel Concession	As per rules of the Company, not exceeding Rs. 2.00 Lakhs per annum.
5.	Motorcar with Driver	Motor Car with Driver.
6.	Leave encashment*	Encashment of leave accumulation as per the rules of the Company.

*Mr. Sohan Sarada 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 continued association would be of immense benefit to the Company and it is desirable to continue availing the services of Mr. Sohan Sarada as an Executive Director & CEO. Accordingly, the Board recommends special resolution as set out at Item No. 4 of the Notice for the approval of the shareholders of the Company.

Relevant details relating to appointment of Mr. Sohan Sarada as required under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - 1 to this Notice.

Except, Mr. Sohan Sarada, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

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.	In case 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: Rs. 30.48 Return on Networth: 2.83 %
5.	Foreign Investment or Collaborations, if any.	Nil
II. Information about the appointee		
1.	Background details	Mr. Sohan Sarma is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast knowledge in the field of Management, Accounts, Taxation and Finance. He is associated with the Company since 2005.
2.	Past Remuneration	Rs. 59.08 Lakhs p.a.
3.	Recognition or awards	Mr. Sohan Sarma 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	Rs. 61.08 Lakhs p.a. (approx.)
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 and stress on margins, 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 operating efficiency and trying to increase turnover to increase profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits by improved margins in future.

Item No. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Annapurna Dubey (DIN:08760434) as an Additional Independent Director of the Company with effect from 18th June, 2020 under Sections 149, 150 and 152 of the Companies Act, 2013 and holds office as such upto the date of forthcoming Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from her.

In the opinion of the Board, she fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Mrs. Annapurna Dubey is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from her all statutory disclosures /declarations including her consent to act as a Director. The draft letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1.00 p.m. on any working day of the Company, except Saturday.

A brief resume of Mrs. Annapurna Dubey and other relevant details relating to her appointment as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 1 to this Notice.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Annapurna Dubey as an Independent Director. Accordingly, the Board recommends the resolution as set out at item no. 5 in relation to her appointment as an Independent Director for period upto 5 (five) consecutive years with effect from 18th June, 2020 for the approval by the Members of the Company.

Mrs. Annapurna Dubey does not hold any shares in the Company.

Except Mrs. Annapurna Dubey, being an appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

Annexure - 1

INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AS PER REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IS GIVEN BELOW:

Particulars	Mrs. Sakshi Mody (DIN: 06518139)	Mr. Sohan Sarda (DIN:00129782)	Mrs. Annapurna Dubey (DIN:08760434)
Age	35 years	46 years	39 years
Date of First Appointment on the Board	29 th May, 2014	1 st February, 2017	18 th June, 2020
Experience (including expertise in specific functional area)/ Brief Resume	She has wide range of experience, working in different types of media like print, television, online and public relation.	He has vast knowledge and experience in the field of Accounts, Taxation and Finance. He is associated with Company since 2005.	She has rich experience in diversified areas of Taxation and Finance.
Qualification	Graduation from University of Virginia, USA.	He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.	She is a member of the Institute of Chartered Accountants of India and has done special certification in AMFI Mutual Fund Advisors Module 2003 and Pre-Audit of World Bank Funded Projects.
Shareholding in the Company as on 31 st March, 2020	NIL	NIL	NIL
List of Directorship in other entities	NIL	Compo Advics (India) Private Limited	NIL
Membership/Chairmanship of Committees of other entities	NIL	NIL	NIL
Number of Board Meetings attended during the year	3	4	N.A.
Terms and Conditions of appointment/ re-appointment	She is liable to retire by rotation.	He is proposed to be re-appointed as a Whole Time Director for a term from 1 st February, 2020 to 31.03.2023, not liable to retire by rotation.	She is proposed to be appointed as an Independent Director for a period of 5 consecutive years w.e.f. 18 th June, 2020 to 17 th June, 2025, not liable to retire by rotation.
Remuneration last drawn (including sitting fees & Commission)	Sitting fees - Rs. 0.60 Lakhs	Rs. 59.08 Lakhs p. a.	N. A.
Remuneration proposed to be paid	Only sitting fees for attending Board and Committees meetings to be paid.	Rs. 61.08 Lakhs p.a. (approx.)	Only sitting fees for attending Board and Committees meetings to be paid.
Relationship with any Director(s)/Key Managerial Personnel of the Company.	She is not related inter-se to any Director(s) or Key Managerial Personnel(s) as per provisions of Section 2(77) of the Companies Act, 2013.	He is not related inter-se to any Director(s) or Key Managerial Personnel(s) as per provisions of Section 2(77) of the Companies Act, 2013.	She is not related inter-se to any Director(s) or Key Managerial Personnel(s) as per provisions of Section 2(77) of the Companies Act, 2013.
Summary of Performance Evaluation/Justification for choosing the appointees for appointment as Independent Directors	Not applicable	Not applicable	As provided in Explanatory Statement.

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

Place: Mumbai
Date: 3rd November, 2020

Sonal Naik
Company Secretary & Compliance Officer

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

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, 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 85th Annual General Meeting of the Company to be held on Monday, 30th November, 2020 at 11.45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160 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, 2020 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, 2020.		
3.	Ordinary Resolution for appointment of a Director in place of Mrs. Sakshi Mody (DIN: 06518139), who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business:			
4.	Special Resolution for re-appointment of Mr. Sohan Sarda (DIN: 00129782) as a Whole Time Director (designated as Executive Director & CEO) of the Company for a period from 1 st February, 2020 to 31 st March, 2023.		
5.	Ordinary Resolution for appointment of Mrs. Annapurna Dubey (DIN: 08760434) as an Independent Director of the Company for a period of five consecutive years w.e.f. 18 th June, 2020.		

Signed this _____ day of _____ 2020

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 deem appropriate.

J. L. MORISON (INDIA) LIMITED

CIN: L51109WB1934PLC088167

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

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

(To be completed and presented at the entrance)

ATTENDANCE SLIP
85TH ANNUAL GENERAL MEETING ON 30TH NOVEMBER, 2020

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 **85TH ANNUAL GENERAL MEETING** of the Company to be held on Monday, 30th November, 2020 at 11.45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160.

 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 e-voting period starts from Friday, 27th November, 2020 (9:00 am) and ends on Sunday, 29th November, 2020 (5:00 pm). The e-voting module shall be disabled by NSDL for voting thereafter.

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

ROUTE MAP TO THE VENUE OF THE 85TH AGM OF J. L. MORISON (INDIA) LIMITED

