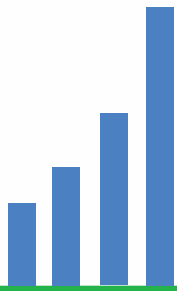


ANNUAL REPORT 2021-22



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BOARD OF DIRECTORS

| | |
|-------------------------|---|
| MR. RAGHU NANDAN MODY | CHAIRMAN |
| MR. SOHAN SARDA | EXECUTIVE DIRECTOR & CEO |
| MR. SANJAY KOTHARI | INDEPENDENT DIRECTOR |
| MR. DINESH SHARMA | INDEPENDENT DIRECTOR |
| MR. LALIT KUMAR BARARIA | INDEPENDENT DIRECTOR |
| MRS. ANNAPURNA DUBEY | INDEPENDENT DIRECTOR |
| MR. RAVINDRA GAJELLI | CHIEF FINANCIAL OFFICER |
| MS. SONAL NAIK | COMPANY SECRETARY & COMPLIANCE OFFICER (UPTO 16 TH SEPTEMBER, 2021) |
| MR. RAVI VAISHNAV | COMPANY SECRETARY & COMPLIANCE OFFICER (W.E.F. 17 TH SEPTEMBER, 2021) |

BANKER

CANARA BANK

STATUTORY AUDITORS

M/s. LODHA & CO.
CHARTERED ACCOUNTANTS
MUMBAI – 400 001

REGISTERED OFFICE:

RASOI COURT,
20, SIR R. N. MUKHERJEE ROAD,
KOLKATA – 700 001
PHONE: (033) 2248 0114/5
WEBSITE: www.jlmorison.com

87th Annual General Meeting of the Company will be held on Monday, the 26th September, 2022 at 11.45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160.

CORPORATE OFFICE:

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

BRANCHES

MUMBAI
KOLKATA
NEW DELHI
CHENNAI

WORKS

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

REGISTRAR AND SHARE TRANSFER AGENT

CB MANAGEMENT SERVICES (P) LIMITED
P-22, BONDEL ROAD, KOLKATA - 700 019.
TEL. NO.: (033) 40116700
E-MAIL: rta@cbmsl.com

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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

NOTICE

Notice is hereby given that 87th Annual General Meeting of the Members of J. L. Morison (India) Limited will be held on Monday, 26th September, 2022 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, 2022 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, 2022 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, 2022 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 having face value of Rs. 10/- each fully paid up for the financial year ended 31st March, 2022 be and is hereby declared out of the profits of the said financial year and that the same be paid to those shareholders whose names appear on the Company's Register of Members / List of Beneficiaries as on Monday, 19th September, 2022 and that the dividend be paid only to those shareholders who are entitled to receive the payment of the same.”

3. To appoint a director in place of Mr. Sohan Sarda (DIN: 00129782), who retires by rotation and being eligible, offered himself for re-appointment as a 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 Section 152(6) of the Companies Act, 2013, Mr. Sohan Sarda (DIN: 00129782), 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 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (having ICAI Firm Registration Number-103523W/W100048), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors viz. M/s. Lodha & Co., Chartered Accountants, Mumbai, to hold office for a period of 5 (five) consecutive years from conclusion of this 87th Annual General Meeting up to the conclusion of 92nd Annual General Meeting of the Company to be held for the financial year ending 31st March, 2027, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

5. To approve payment of performance linked incentive to Mr. Sohan Sarda (DIN: 00129782), Whole Time Director (designated as Executive Director and CEO) of the Company and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors of the Company and such other approvals as may be necessary, the approval of the Members of the Company be and is hereby accorded for payment of Annual Performance link Incentive amounting to Rs. 3,50,000/- to Mr. Sohan Sarda, Whole Time Director (designated as Executive Director and CEO) of the Company for the Financial Year 2021-22.

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

6. To approve the revision in remuneration payable to Mr. Sohan Sarda (DIN: 00129782), 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the 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 and Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the revision in remuneration payable to Mr. Sohan Sarda (DIN: 00129782), Whole Time Director (designated as Executive Director & CEO) of the Company w.e.f. 1st April, 2022, for remaining period of his current tenure i.e. upto 31st March, 2023, as detailed in the Explanatory Statement attached to the notice, be and is hereby approved.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the 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, incentive and other allowances as approved by this resolution shall be payable as minimum remuneration to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution.”

7. To approve Related Party Transactions with Leaders Healthcare Limited and in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with Leaders Healthcare Limited, a related party, for purchase and sale of goods / materials; giving or taking properties on lease and availing or rendering various services, on such terms and conditions as may be mutually agreed upon between the Company and Leaders Healthcare Limited, provided that total amount of such transactions put together shall not exceed Rs. 45,00,00,000/- (Rupees Forty-Five Crores only) in any financial year, for a period of 9 years with effect from 1st October, 2022 to 30th September, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary to execute such documents, deeds, agreements, writings, papers and/ or agreements as may be required and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem fit, necessary or appropriate for giving effect to this resolution.”

8. To approve re-appointment of Mr. Sohan Sarda (DIN: 00129782), as 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 of the Companies Act, 2013 read with the 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), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors, the re-appointment of Mr. Sohan Sarda (DIN: 00129782) as Whole Time Director of the Company (designated as Executive Director and CEO) for a period of 3 years with effect from 1st April, 2023 to 31st March, 2026, be and is hereby approved, upon the terms and conditions as detailed in the Explanatory Statement annexed to this notice with the authority to the Board of Directors of the Company to revise the terms and conditions with respect to remuneration from time to time, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, within the overall limits as provided in the 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 remuneration including salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration in the respective financial year(s) to him subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time.

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 this resolution.”

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

**Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. A34607**

Place: Mumbai

Date: 10th August, 2022

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 Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 ('the Act'), in respect of special businesses is annexed hereto and forms part of the Notice.
Additional information, as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
3. Members/proxies are requested to bring Attendance slip along with their copy of Annual Report to the Meeting.
4. 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.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Act authorizing their representative to attend and vote at the Annual General Meeting (including through remote e-voting).
7. Route-map of the venue of the 87th Annual General Meeting of the Company is provided in the Annual Report for the convenience of the members.
8. 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., amidst COVID-19 pandemic situation.
9. Relevant documents referred to in accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act 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 and during the meeting.
10. Brief resume of directors proposed to be reappointed or whose remuneration is proposed to be approved at the ensuing 87th Annual General Meeting in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on "General Meetings" is annexed to the Notice.
11. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2022 to Monday, 26th September, 2022 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 87th Annual General Meeting.

12. 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.
13. Members holding shares in physical form are requested to notify immediately any change in their address or bank details 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.
14. As required under the provisions of Section 124 of the Act, the Company has transferred the unpaid or unclaimed dividend declared upto financial year 2013-14 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, 2015 is due for transfer to the IEPF in the month of October, 2022. The Shareholders whose dividend remained unclaimed for the financial year 2014-15 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, 2022 under "Investor Relations" section on the website of the Company at www.jlmorison.com. 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 requires a Company to transfer into DEMAT account of the 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 1,504 Equity shares in respect of which dividend declared for the financial year 2013-14 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more into the DEMAT account of the Investor Education and Protection Fund via corporate action through Central Depository Services (India) Limited.

A member desirous to claim back his shares from the 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 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 2014-15 has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

15. 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.
16. As per Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with the depositories. The request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. Hence, members who hold shares in physical form, are requested to consider converting their holdings into dematerialized form, so they can transfer their shares in future, if so desire. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. However, members can continue to hold shares in physical form.
17. Members are requested to forward all their 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.
18. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
19. Schedule I of the Listing Regulations mandates to all listed companies to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders. Accordingly, 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 form ISR-1 and ISR-2, available on Company's website viz. www.jlmorison.com, with the RTA of the Company.
20. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31st March, 2022, if approved by the members at the ensuing 87th Annual General Meeting, will be paid between 3rd October, 2022 to 18th October, 2022 to those members whose names stand registered in the Register of Members as on Monday, 19th September, 2022 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 by other permitted mode. However, in case of any disruption in the postal services due to pandemic or any other reasons the same will be sent upon restoration of normalcy of postal services.

21. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividend 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 Form 15G/Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.

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

| | |
|---|---|
| Members having valid PAN updated in the Company's Register of Members | 10% or as notified by the Government of India |
| Members not having PAN or Invalid PAN or PAN is not linked with Aadhaar or specified person under Section 206AB of the Income Tax Act, 1961 | 20% or as notified by the Government of India |

However, no tax shall be deducted on the dividend payable to a resident individual (who has furnished their PAN details) if the total dividend to be received by him during the Financial Year 2022-23 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. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, tax is 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) read with Multilateral Instrument ("MLI") 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 or details as prescribed under Rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by the member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident member
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of the registration certificate issued by the Securities and Exchange Board of India
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the 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) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

The aforementioned documents are required to be submitted by sending email at investor@jlmorison.com before 23.59 Hr. IST on 18th September, 2022.

Please note that in terms of Section 206AB of the IT Act, Rate of TDS @10% under section 194 of the IT Act is subject to provisions of Section 206AB of IT Act which provides for TDS in respect of non-filers of income-tax return.

As per Central Board of Direct Taxes vide Circular No. 11 of 2021 dated 21st June, 2021, for determining TDS rate on dividend, the Company will be using functionality of the Income Tax department to determine the applicability of Section 206AB of the IT Act.

22. Members may please note that the SEBI has, vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, mandated the listed companies to issue securities in dematerialized form only, while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition received from the shareholder/claimant. The shareholders/claimant are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.jlmorison.com. Upon receipt of service request(s) from shareholder/claimant, the RTA of the Company shall verify and process the said request and thereafter issue 'letter of conformation' in lieu of physical securities certificate to the shareholder/claimant, within 30 days of its receipt of such request or after removing objections, if any.

Within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation, the shareholder/claimant shall lodge a dematerialization request with its Depository Participant for dematerializing the securities by submitting the original 'Letter of Confirmation' received from RTA. In case the shareholder/claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to Suspense Escrow Demat Account of the Company opened for the said purpose. It may be noted that any service request can be processed only after the folio is KYC Compliant.

23. 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.

24. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act 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 up to the date of the 87th Annual General Meeting and will be open for inspection during the Annual General Meeting also.

25. The Notice of the 87th Annual General Meeting, along with Annual Report for the Financial year 2021-22 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.

26. Members may also note that the Notice and 87th Annual Report for the financial year ended 31st March, 2022 is also available on the website of the Company i.e. www.jlmorison.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com.

27. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.

28. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 had specified the common and simplified norms for processing certain prescribed service request(s) of shareholders by RTAs and norms for holders of share(s) in physical form for raising the requests with regard to registration or changes / updation of PAN, KYC, nomination and also for banker's attestation of the signature of the shareholder in the event of major mismatch in the signature of the shareholder. All holders of shares in physical form are requested to furnish / update the PAN, Nomination, Contact details, Bank account details and specimen signature to the RTA of the Company viz. CB Management Services (P) Limited at P-22, Bondel Road, Kolkata, West Bengal – 700019 or by email to rta@cbmsl.com from their registered email id in Form ISR-1 and ISR-2 respectively. The respective Forms are available on the website of the Company and RTA.

29. The SEBI has further clarified that Physical folios wherein the PAN, KYC and Nomination details are not available on or after 1st April, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025. Members are advised to register/update their PAN, KYC and Nomination details with the RTA, in compliance with the said Circular for smooth processing of their service request(s).

30. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form

31. The shares of the Company are listed on BSE Limited. Listing fees for the financial year ending 31st March, 2023 has been paid to the stock exchange.
32. The cut-off date for the purpose of determining eligibility of members for voting (both remote e-voting and voting through polling papers at the AGM) in connection with the 87th Annual General Meeting and payment of final dividend for the financial year ended 31st March, 2022 has been fixed as Monday, 19th September, 2022 (The 'cut-off date' wherever appears shall mean Monday, 19th September, 2022)
33. In view of the COVID-19 pandemic and resultant lockdown, all the request(s) received from the shareholders by the Company or its RTA were addressed in accordance with the timelines / relaxations as provided by the Statutory Authorities, from time to time.
34. Information and other instructions relating to the e-voting:
- In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and 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 87th 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').
 - The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
 - The facility for voting through polling papers shall be made available at the 87th 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.
 - 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.
 - The remote e-voting shall commence on Friday, 23rd September, 2022 (9.00 a.m.) and ends on Sunday, 25th September, 2022 (5.00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 19th September, 2022, may cast their vote electronically. Once the vote on a resolution is cast by a shareholder, he /she shall not be allowed to change it subsequently.
 - 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.
 - 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 shall only 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.
 - 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 at the AGM in a fair and transparent manner.
 - 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, may obtain User ID and password by sending request at mail to: 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.
 - The Scrutinizer, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, not later than 2 working day of conclusion of the Meeting, make consolidated scrutinizer's report and submit the same to the Chairperson of the meeting or to such other person as may be authorized by the Chairperson 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 and on the website of the NSDL www.evoting.nsd.com. The results shall simultaneously be communicated to the stock exchange.
 - 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, 26th September, 2022.

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: Access 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:
A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

| | |
|--|---|
| | 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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: <https://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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. 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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) 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 etc.
 - d) 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.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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.nsd.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.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at investors@jlmorison.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at investors@jlmorison.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 4:

M/s. Lodha & Co., Chartered Accountants (FRN: 301051E), were appointed as the Statutory Auditors of the Company at 82nd Annual General Meeting ('AGM'), to hold office for a period of 5 (five) consecutive years from the conclusion of 82nd AGM till the conclusion of ensuing 87th AGM of the Company. Accordingly, M/s. Lodha & Co., hold office as the Statutory Auditors of the Company upto the conclusion of ensuing 87th AGM to be held on 26th September, 2022.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company on the recommendation of the Audit Committee, has recommended for approval of the Members, the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number-103523W/W100048) as the Statutory Auditors of the Company for a period of 5 (five) consecutive years to hold office from the conclusion of this 87th AGM till the conclusion of 92nd AGM to be held for the financial year ending 31st March, 2027. The Board of Directors, based on recommendation of the Audit Committee, also recommended to pay Rs. 8,00,000 p.a. as audit fees to M/s. Haribhakti & Co. LLP, plus applicable taxes, travelling and other out-of-pocket expenses incurred in connection with the Statutory audit on actual basis. There is no material change in the fee payable to M/s. Haribhakti & Co. LLP from that paid to M/s. Lodha & Co, Chartered Accountants, retiring Statutory Auditors.

M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN: 103523W/W100048) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ('ICAI'). The Audit Firm has a valid Peer Review certificate issued by the Peer Review Board of ICAI. It has been in existence since more than last six decades. M/s. Haribhakti & Co. LLP. have been associated as Statutory Auditors with many leading listed public and private companies including those operating in FMCG Sector.

M/s. Haribhakti & Co. LLP, Chartered Accountants, have consented to act as Statutory Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of provisions of Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors and the Audit Committee considered various parameters like expertise, experience, technical knowledge, etc., based on which it has recommended the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

The Board of Directors of the Company recommends the resolution as set out at Item No.4 for the approval of the Members as an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.5:

The Board of Directors at its meeting held on 25th May, 2022, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and considering the performance of the Company in the financial year 2021-22, during which the Company has exceeded the projected Turnover and Net-Profit, proposed to pay performance linked incentive ('Bonus') to some of the Key Managerial Personnel and Senior Managerial Personnel of the Company including Mr. Sohan Sarda, Whole Time-Director of the Company (designated as Executive Director & CEO) of the Company.

In recognition to the exemplary leadership demonstrated by Mr. Sohan Sardha in achieving the desired targets, the Board hereby recommends the special resolution as set out at Item No. 5 of the Notice for the approval of the Members of the Company for payment of Rs. 3,50,000/- as Bonus to Mr. Sohan Sardha for financial year 2021-22.

Except, Mr. Sohan Sardha and his relatives, 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.

Item No. 6:

Mr. Sohan Sardha was re-appointed as Whole Time Director (designated as Executive Director & CEO) of the Company for a period with effect from 1st February, 2020 to 31st March, 2023 under the provisions of Companies Act, 2013 and rules made thereunder. He is a member of the Institute of the Chartered Accountants of India and the Institute of Company Secretaries of India and has over 26 years of experience in the field of Management, Accounts, Taxation and Finance. He is associated with the Company since 2005. He does not hold any shares in the Company.

The Board of Directors at its meeting held on 25th May, 2022, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and taking into consideration Mr. Sohan Sardha's professional qualification as well as his significant contribution to the Company's growth and in planning and implementing the Company's business strategies, decided to revise his remuneration w.e.f. 1st April, 2022 for remaining period of his current tenure i.e. upto 31st March, 2023.

The details of revised remuneration payable to Mr. Sohan Sardha are as follows:

| Sr. No. | Particulars | Revised remuneration |
|---------|-------------------------------------|---|
| 1. | Salary | Rs. 3,50,418 (inclusive of contribution to Provident Fund) per month and other allowance of Rs. 2,39,996/-per month. |
| 2. | Gratuity | As per rules of the Company's Scheme. |
| 3. | Medical | a. Reimbursement of medical expenses not exceeding Rs. 24,000/-per annum; b. Medical insurance cover for him and family – upto Rs. 3,00,000 per annum; c. Personal Accident insurance cover for him and family – upto Rs. 3,00,000/- per annum. |
| 4. | Leave Travel Concession | As per rules of the Company, not exceeding Rs. 4,00,000/- per annum. |
| 5. | Motorcar with Driver | Motor Car with Driver. |
| 6. | Leave encashment* | Encashment of leave accumulation as per the rules of the Company. |
| 7. | Annual Performance linked Incentive | Based on the performance of Mr. Sohan Sardha and the Company, to be paid at the discretion of the Board of Directors on recommendation of Nomination and Remuneration Committee & Audit Committee. |

*Mr. Sohan Sardha will be entitled for 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 the increase in remuneration of Mr. Sohan Sardha is commensurate to the industry standards and accordingly, recommends the special resolution as set out at Item No. 6 of the Notice for the approval of the Members of the Company.

Relevant details as required under the Act, Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice. Additional information as required under Part II of Schedule V of the Companies Act, 2013 is provided in Annexure – 2 to this Notice.

Except, Mr. Sohan Sardha and his relatives, 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.

Item No. 7:

The Company has been, from time to time, purchasing goods from Leaders Healthcare Ltd. ('LHL') pursuant to the approval granted by the Members of the Company vide a Special Resolution passed through Postal Ballot process, result of which was declared on 4th February, 2015. The LHL is a related party of the Company in terms of provisions of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 2(76) of the Companies Act, 2013 ('Act').

Pursuant to the provisions of Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members of the Company would be required in respect of all the transactions pertaining to sale, purchase or supply of any goods or materials, leasing of property of any kind, availing or rendering of any services to be entered between the Company and its related party which is amounting to ten percent or more of the turnover of the Company (as per its audited financial statement of the preceding financial year).Further, Regulation 23 of the Listing Regulations also mandates a listed company to obtain the approval

from the Members of the Company for entering into material transactions with its related party viz., the transaction which individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or ten percent of the annual consolidated turnover of the listed company as per its last audited financial statements, whichever is lower.

The Company envisages that it may enter into multiple contract(s) /transaction(s)/arrangements with the LHL., for purchasing/selling goods or materials, giving or taking properties on lease and availing or rendering various services as per business requirements and as considered beneficial to Company's interest, and such contract(s) /transaction(s)/arrangements with LHL. whether individually and/ or in aggregate during a financial year may exceed the threshold limits as stipulated under the said Act and the Listing Regulations.

Accordingly, pursuant to the provisions of Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations, approval of the members of the Company is sought for entering into contract(s)/ arrangement (s)/ transaction(s) with LHL, for a period of 9 years with effect from 1st October, 2022 to 30th September, 2031, for an aggregate amount not exceeding Rs. 45,00,00,000/- (Rupees Forty-Five Crores only) per annum.

The details, as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with circular issued by SEBI bearing no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are as follows:

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Type/Material Terms/ Particulars/ of Contract or arrangement | Approval is being sought for various Contract(s)/ arrangement(s)/ transaction(s) to be entered with Leaders Healthcare Limited for purchasing/selling goods or materials, giving or taking properties on lease and availing or rendering various services as per business requirements and as considered beneficial to Company's interest for a period of 9 years w.e.f. 1 st October, 2022 to 30 th September, 2031 for an aggregate amount not exceeding Rs. 45,00,00,000 (Rupees Forty-Five crores only) per annum. |
| 2. | Name of the Related Party | Leaders Healthcare Limited |
| 3. | Nature of Relationship | Leaders Healthcare Limited is one of the Promoter of the Company. |
| 4. | Tenure of the proposed transaction | 9 years commencing from 1 st October, 2022 to 30 th September, 2031 |
| 5. | Value of the proposed transactions | Aggregate amount of all the transactions to be entered with Leaders Healthcare Ltd., shall not exceed Rs. 45,00,00,000 (Rupees Forty-Five crores only) per annum. |
| 6. | Percentage of the Company's annual turnover for the immediately preceding financial year (i.e. FY 2021-22), that is represented by the value of the proposed transaction | The proposed transaction with Leaders Healthcare Ltd., would be 38.74% of the Company's annual turnover for the FY 2021-22. |
| 7. | Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary. | No. |
| 8. | Justification as to why the RPT is in the interest of the listed entity | <p>The Company has been, from time to time, purchasing goods manufactured by Leaders Healthcare Ltd., pursuant to the approval granted by the Members of the Company vide Special Resolution passed by the Members through postal ballot mechanism. The said approval was granted for a period which commenced from 14th June, 2013 till 31st July, 2023 for a total amount of transactions not exceeding Rs. 30 Crores per annum.</p> <p>Leaders Healthcare Ltd., is currently engaged in the manufacturing of Oral care hygiene products for nearly 3 decades. Its manufacturing facility is situated at West Bengal and the same is in line with the GMP (Goods Manufacturing Practices) guidelines for the manufacture, storage and dispatch of Oral care hygiene products. Its GMP certification has been awarded by SGS India Pvt. Ltd. (A part of SGS, Switzerland, who are world leaders in inspection, testing, verification and certification services that ensure safety, efficiency, and quality throughout the entire value chain). Further, the transactions entered/to be entered with Leaders Healthcare Ltd., are in the ordinary course of business of the Company and would be entered at Arm's length price.</p> |

| Sr. No. | Particulars | Details |
|---------|--|---|
| | | Hence, considering the aforesaid and the fact that the transactions with Leaders Healthcare Ltd., is being conducted for past many years without any hindrances, and the GMP certification available with Leaders Healthcare Ltd., the Management believes that the transactions with Leaders Healthcare Ltd. would be beneficial to the Company. |
| 9. | A copy of the valuation or other external party report, if any such report has been relied upon. | No valuation or other external party report taken. |

Pursuant to the provisions of Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, the shareholding of the Promoters and Directors of the Company in Leaders Healthcare Limited, is given hereinbelow:

| Sr. No. | Name | Category (in relation to J.L. Morison (India) Limited) | Shareholding in Leaders Healthcare Limited (in % of its paid-up share capital) |
|---------|--|---|---|
| 1. | Axon Trading & Mfg. Co. Limited | Promoter | 2.32 |
| 2. | Lotus Udyog LLP | Promoter | 10.10 |
| 3. | Noble Business Solutions Limited | Promoter | 5.05 |
| 4. | Silver Trading and Services Limited | Promoter | 9.80 |
| 5. | Surdas Trading & Manufacturing Co. Ltd | Promoter | 2.83 |
| 6. | Mr. Varunn Mody | Promoter | 39.00 |
| 7. | Mrs. Shashi Mody | Member of Promoter Group | 11.00 |

Pursuant to the approval of the Audit Committee, the Board of Directors of the Company hereby recommends the Ordinary Resolution as set out at Item no. 7 of the Notice for approval by the Members.

Except, Mr. Raghu Nandan Mody and his relatives 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.

Item No. 8:

Mr. Sohan Sarada was appointed as Whole Time Director (designated as Executive Director & CEO) of the Company with effect from 1st February, 2020 to 31st March, 2023 under the provisions of Companies Act, 2013 and rules made thereunder. He is a member of the Institute of the Chartered Accountants of India and the Institute of Company Secretaries of India and has over 26 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 10th August, 2022, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, has re-appointed Mr. Sohan Sarada, as Whole Time Director (designated as Executive Director & CEO) of the Company for a further period of three years, with effect from 1st April 2023 to 31st March 2026, subject to the approval of the Members of the Company.

The Board of Directors took into consideration Mr. Sohan Sarda's professional qualification, expertise as well as his substantial contribution to the Company's growth, planning and implementing business strategies, and approved his reappointment as Whole Time Director (designated as Executive Director & CEO) of the Company on the following terms and conditions:

| Sr. No. | Particulars | Remuneration w.e.f. 1 st April, 2023 |
|---------|-----------------------------------|--|
| 1. | Salary | In the scale of Rs. 3.75 Lakhs per month to 3.92 Lakhs per month (inclusive of contribution to Provident Fund) and other allowances in the scale of Rs. 2.59 Lakhs per month to 2.73 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. | Gratuity | 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 him and family upto Rs. 3.00 Lakhs 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. 4.00 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. |
| 7. | Annual Performance Link Incentive | Based on the performance of Mr. Sohan Sarda and the Company, to be paid at the discretion of the Board of Directors on recommendation of Nomination and Remuneration Committee & Audit Committee. |

*Mr. Sohan Sarda will be entitled for 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 Sarda as an Executive Director & CEO. Accordingly, the Board recommends special resolution as set out at Item No. 8 of the Notice for the approval of the members of the Company.

Relevant details relating to reappointment of Mr. Sohan Sarda as required under the Act, Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice. Additional information as required under Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - 2 to this Notice.

Except, Mr. Sohan Sarda and his relatives, 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.

Annexure – 1

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

| Particulars | Mr. Sohan Sarda (DIN: 00129782) |
|--|---|
| Age | 48 Years |
| Date of First Appointment on the Board | 1 st February, 2017 |
| Experience (including expertise in specific functional area)/Brief Resume | He has vast knowledge and 26 years of experience in the field of Accounts, Taxation and Finance. He is associated with the Company since 2005. |
| Inter-se disclosure of relationships between directors | NIL |
| Qualification | He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. |
| Shareholding in the Company (including beneficial ownership) as on 31 st March, 2022 | NIL |
| List of Directorship in other entities as on 31 st March, 2022 | Compo Advics (India) Private Limited. |
| Membership/Chairmanship of Committees of other entities as on 31 st March, 2022 | NIL |
| Number of Listed Entities from which person has resigned in past three years | NIL |
| Number of Board Meetings attended during the financial year ended 31 st March, 2022 | 6 |
| Terms and Conditions of appointment/ re-appointment | He is proposed to be re-appointed as Whole Time Director (designated as Executive Director & CEO) for a period of 3 years from 1 st April, 2023 to 31 st March, 2026, on terms and conditions as detailed in explanatory statement, liable to retire by rotation. |
| Remuneration last drawn (including sitting fees & Commission) | FY 2021-22: Rs. 72.47 Lakhs p.a. (including Performance linked incentive pay for FY 2021-22 of Rs. 3.50 Lakhs). |
| Remuneration proposed to be paid | As provided in the explanatory statement at item nos. 6 and 8 of this Notice. |
| Relationship with any Director(s)/Key Managerial Personnel of the Company. | 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. |
| Summary of Performance Evaluation/Justification for choosing the appointees for appointment as Independent Directors | Not applicable |

Annexure - 2

Additional information as required under Part II of Schedule V of the Companies Act, 2013 with respect to item nos. 6 and 8 of the accompany notice of the 87th AGM:

| I. General Information: | | |
|--|---|--|
| 1. | Nature of Industry | The Company is engaged in the business of manufacturing, marketing and distribution of personal care, lifestyle 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. 44.83 Return on Net-worth: 3.10% |
| 5. | Foreign Investment or Collaborations, if any. | Nil |
| II. Information about Mr. Sohan Sarda | | |
| 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 26 years of experience in the field of Management, Accounts, Taxation and Finance. He is associated with the Company since 2005. |
| 2. | Past Remuneration | FY 2021-22: Rs. 72.47 Lakhs p.a. (including Performance linked incentive pay for FY 2021-22 of Rs. 3.50 Lakhs). |
| 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 | As provided in the explanatory statement at item nos. 6 and 8 of this Notice. |
| 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 | On account of 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 is trying to increase the turnover to increase profitability. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company hopes to increase the revenue and profits by improved margins in future. |

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

**Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. A34607**

Place: Mumbai
Date: 10th August, 2022

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

BOARD OF DIRECTORS' REPORT

To the Members,

J. L. Morison (India) Limited

Your directors are pleased to present the 87th Annual Report of your Company comprising the Audited Financial Statements for the financial year ended 31st March, 2022.

1. FINANCIAL HIGHLIGHTS:

(Rs. in Lakhs)

| Sr. No. | Particulars | Current Financial Year ended 31.03.2022 | Previous Financial Year ended 31.03.2021 |
|---------|--|---|--|
| 1. | Total Revenue (net) | 11,850.91 | 10,321.95 |
| 2. | Profit before Finance Cost, Depreciation & Amortization expenses and Tax | 887.61 | 745.03 |
| 3. | Finance Cost | 4.95 | 7.10 |
| 4. | Depreciation and Amortization expenses | 88.40 | 97.85 |
| 5. | Profit before exceptional items and tax | 794.26 | 640.08 |
| 6. | Tax Expenses | 182.29 | 138.51 |
| 7. | Profit after tax | 611.97 | 501.57 |
| 8. | Other Comprehensive Income / (Loss) (Net of tax) | 2,255.61 | 1,693.31 |
| 9. | Total Comprehensive Income / (Loss) | 2,867.58 | 2,194.88 |

2. COVID-19 AND ITS IMPACT:

The business environment during the financial year 2021-22 continued to remain volatile and challenging. India witnessed a devastating 2nd wave of Covid-19 pandemic during the 1st quarter with a significant humanitarian and economic impact which has changed almost every aspect of human lives. Operational challenges mounted due to restricted movement and disrupted supply lines. As we gradually emerged from the challenging phase of the pandemic, the consumption of products moderated. Our focus was on our people's health & safety, meeting the demand of consumers. The directors have been closely reviewing with the Management, the impact of Covid-19 on the Company.

After 1st quarter of the financial year 2021-22, the COVID related restrictions were progressively lifted by the governments, thereby enabling physical attendance and resuming work at offices. However, the Company has proactively continued measures of ensuring social distancing, wearing of masks and frequent sanitation so as to ensure utmost care of health and hygiene. The Company encouraged and supported all its employees to get fully vaccinated.

The Company's products viz., Baby products, Hair color and Toothpaste are meant for daily consumption. The Management is in constant touch with its customers on the evolving situation and are making all efforts to service their requirements with minimal delays.

3. OPERATIONAL PERFORMANCE:

During the financial year 2021-22, the Company achieved total revenue of Rs. 11,850.91 Lakhs as against Rs. 10,321.95 Lakhs in the previous year. Despite challenging market conditions which was further aggravated by the outbreak of 2nd wave of Covid-19 pandemic and the resultant lockdown in the Country, the net revenue from operations for the financial year 2021-22 was increased by 16.08%, i.e. from Rs. 10,013.92 Lakhs to Rs. 11,624.03 Lakhs.

Profit Before Tax during the financial year 2021-22 was Rs. 794.26 Lakhs (previous year Rs. 640.08 Lakhs) and Net Profit after Tax for the said period was Rs. 611.97 Lakhs (previous year Rs. 501.57 Lakhs) after Provision for Tax of Rs. 182.29 Lakhs in financial year 2021-22 (previous year Rs. 138.51 Lakhs).

During the financial year 2021-22, the Other Comprehensive Income (OCI) (Net of tax) was Rs. 2,255.61 Lakhs, as against Rs. 1,693.31 Lakhs in the previous year. The total comprehensive income for the financial year 2021-22 was Rs. 2,867.58 Lakhs, as against Rs. 2,194.88 Lakhs in the previous year.

The Company continuously explores newer opportunities by launching new products in its own brands segment and will continue the same in future.

There was no change in the nature of business activities of the Company during the financial year 2021-22.

4. DIVIDEND & RESERVES:

Your directors have pleasure in recommending payment of final dividend of Re. 1/- per Equity Share of face value of Rs. 10/- each for the financial year 2021-22 (previous financial year Re. 1/-) being 10% of the face value. This will absorb total cash outflow of Rs. 13.65 Lakhs (previous financial year Rs. 13.65 Lakhs). The dividend, if declared, will be paid to those members whose names shall appear in the Register of Members / List of Beneficiaries as on Monday, 19th September, 2022.

During the financial year under review, the Company has not transferred any amount to the General Reserve.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:

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.

6. SHARE CAPITAL OF THE COMPANY:

The Authorized share capital of your Company as on 31st March, 2022 was Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 Equity Shares of Rs. 10/- (Rupees Ten).

During the financial year under review, there was no change in paid-up share capital of the Company. The paid-up equity share capital of your Company as on 31st March, 2022 was Rs. 1,36,50,340/- (Rupees One Crore Thirty Six Lakhs Fifty Thousand Three Hundred Forty only) divided into 13,65,034 Equity Shares of Rs. 10/- (Rupees Ten) each fully paid up.

7. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company had no subsidiary, joint venture or associate company during the financial year 2021-22.

8. ANNUAL RETURN:

As required under Section 92(3) read with Section 134(3)(a) of the Companies, Act 2013 ('Act'), the annual return of the Company as on 31st March, 2022 will be available on the website of the Company at <https://www.jlmorison.com/investors-relations/#FINANCIAL-INFORMATION>

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on 31st March, 2022, the Board comprised of six Directors including one Independent Women Director. The Board has an appropriate mix of Executive, Non-Executive and Independent Directors, which is in compliance with the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and is also aligned with the best practices of Corporate Governance.

a) Retirement by Rotation:

In accordance with the provisions of Section 152(6) of Act read with Companies (Management and Administration) Rules, 2014 and Articles of Association of the Company, Mr. Sohan Sarda (DIN: 00129782), Director of the Company, retires by rotation at the ensuing 87th Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. The Board of Directors, on the recommendation of the Nomination and Remuneration ("NRC") Committee, has recommended his re-appointment to the members of the Company.

b) Appointment and Re-appointment:

The members of the Company at their 86th Annual General Meeting held on 27th September, 2021, had re-appointed Mr. Lalit Kumar Bararia (DIN: 00204670) as an Independent Director of the Company for second term of 5 consecutive years by passing special resolution pursuant to the provisions of Section 149(10) of Companies Act, 2013 read with Schedule IV of the Act effective from 1st February, 2022 till 31st January, 2027, not liable to retire by rotation. In the opinion of the Board, Mr. Lalit Kumar Bararia, possesses requisite expertise, integrity and experience (including proficiency) for acting as an Independent Director of the Company.

Mr. Raghu Mody (DIN 00053329), who retired by rotation at previous 86th Annual General Meeting held on 27th September, 2021, was reappointed as director of the Company in terms of provisions of Section 152(6) of the Act.

Further, Mr. Ravi Vaishnav, an Associate member of the Institute of Company Secretaries of India holding Membership No-A34607 was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 17th September, 2021 upon resignation of Ms. Sonal Naik, previous Company Secretary and Compliance Officer of the Company.

c) Cessation:

During the financial year 2021-22, Ms. Sonal Naik, Company Secretary and Compliance Officer of the Company resigned from the services of the Company w.e.f. close of business hours of 16th September, 2021.

The Board places on record its sincere appreciation for the valuable contribution made by her during her tenure with the Company.

d) Declaration from Independent Directors:

Pursuant to the provisions of Section 149(6) of the Act and Regulations 16(1)(b) and 25 of the Listing Regulations, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence and are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provision of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates the inclusion of Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") till they continue to hold the office of an independent director.

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Act. Your directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board, all the independent directors are persons of integrity and possess relevant expertise and experience and are independent of the management.

e) Annual performance evaluation by the Board:

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees.

The Nomination and Remuneration Committee of the Company has specified the manner of effective evaluation of the performance of Board, its Committees and individual directors of the Company and has authorized the Board to carry out their evaluation. Based on the manner specified by the Nomination and Remuneration Committee, the Board has devised questionnaire to evaluate its performance and performance of its Committees and individual directors and the Chairperson. Such questions are prepared considering the business of the Company and the expectations that the Board has from each of the directors. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual directors were reviewed by the Chairman of the Board.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

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

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 and related matters are put up on the website of the Company at <https://www.jlmorison.com/wp-content/uploads/2021/02/FAMILIARIZATION-PROGRAMMES-FOR-INDEPENDENT-DIRECTORS.pdf>

f) Key Managerial Personnel (KMP):

The Key Managerial Personnel of the Company are as follows:

| Sr. No. | Name of the KMP | Designation |
|---------|----------------------|---|
| 1. | Mr. Sohan Sarda | Executive Director & CEO |
| 2. | Mr. Ravindra Gajelli | Chief Financial Officer |
| 3. | Ms. Sonal Naik | Company Secretary and Compliance Officer (resigned w.e.f. close of business hours of 16 th September, 2021) |
| 4. | Mr. Ravi Vaishnav | Company Secretary and Compliance Officer (w.e.f. 17 th September, 2021) |

10. MANAGERIAL REMUNERATION AND OTHER DETAILS:

The necessary details/disclosures of Ratio of Remuneration of each Director to the median employees' remuneration and other details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') is appended herewith as "Annexure A" and forms part of this report.

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 Rules is provided in a separate annexure. 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 Compliance officer of the Company and the same will be furnished on request.

11. REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has adopted a policy ('Remuneration Policy') for selection and appointment of Directors, Key Managerial Personnel ('KMP'), Senior Management Personnel ('SMP'), other employees and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other related matters. The Board at its meeting held on 10th February, 2022 amended the Remuneration policy of the Company to reflect the amendments notified by the SEBI in the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, pertaining to criteria of independence of Independent Directors, their appointment / re-appointment / removal and roles of Nomination and Remuneration Committee of the Company. The Remuneration Policy is placed on the website of the Company at <https://www.jlmorison.com/wp-content/uploads/2022/04/Remuneration-Policy.pdf>

12. MEETINGS OF THE BOARD:

The Board met Six (6) times during the financial year 2021-22, 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 Act and Listing Regulations including circulars / notifications issued thereunder.

13. COMMITTEES OF THE BOARD:

In accordance with the provisions of the Act and Listing Regulations, the Company has constituted four committees of the Board namely: -

- 1) Audit Committee
- 2) Stakeholders' Relationship Committee
- 3) Nomination and Remuneration Committee
- 4) Corporate Social Responsibility Committee

Details of all the Committees along with their composition, changes, if any, and meetings held during the financial year 2021-22 are provided in the Corporate Governance Report, forming part of this Report.

14. AUDIT COMMITTEE AND ITS COMPOSITION:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

As on 31st March, 2022, the Audit Committee comprised of following members: -

| Sr. No. | Name of the Members | Designation |
|---------|-------------------------|-------------|
| 1. | Mr. Sanjay Kothari | Chairman |
| 2. | Mr. Lalit Kumar Bararia | Member |
| 3. | Mr. Dinesh Sharma | Member |
| 4. | Mr. Sohan Sarda | Member |
| 5. | Mrs. Annapurna Dubey | Member |

The Company Secretary and Compliance Officer 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, approves transaction with related parties, etc. 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, forming part of this Report.

All the recommendations made by the Audit Committee were duly accepted by the Board of Directors of the Company.

15. 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)(c) read with Section 134(5) of the Act, state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. 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, 2022 and of the profit of the Company for that period;
- c. 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;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. 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
- f. 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.

16. PUBLIC DEPOSITS:

During the financial year 2021-22, the Company has not accepted or renewed any deposits within the meaning of Sections 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. As on 31st March 2022, there were no deposits which were unclaimed / unpaid and due for repayment.

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

All contracts / arrangements / transactions entered by the Company during the financial year 2021-22 with related parties were in the ordinary course of business and on arm's length basis and were entered into based on considerations of various business exigencies, such as synergy in operations, their specialization, etc. and in furtherance of the Company's interests.

Pursuant to the provisions of Section 188(1) of the Act read with the Companies (Accounts) Rules, 2014, the details of material related party transactions are given in prescribed **Form AOC-2** and appended herewith as "**Annexure B**" and forms part of this report.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has adopted a policy on Related Party Transactions and the same has been uploaded on its website viz. <https://www.jlmorison.com/wp-content/uploads/2022/04/Policy-on-Related-Party-Transactions.pdf>

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

The details of loans, guarantee or investments made by the Company under Section 186 of the Act are given under Notes to Accounts of financial statements provided in this Annual Report.

19. CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has formed Corporate Social Responsibility Committee and Policy on Corporate Social Responsibility ('CSR'). As required under the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, a brief outline/salient features of the Company's CSR Policy and the Annual Report on CSR activities undertaken by the Company is provided in "**Annexure C**" forming part of this Report.

As part of its initiatives under CSR, the Company has made contribution of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) to the Prime Minister's Citizen Assistance and Relief in Emergency Situation Fund ('PM CARES Fund') towards its CSR obligations during the financial year 2021-22 to fight against Covid-19 pandemic. This contribution is in accordance with Schedule VII of the Act and CSR Policy of the Company. The policy on Corporate Social Responsibility has been placed on the website of the Company viz. <https://www.jlmorison.com/wp-content/uploads/2021/04/Corporate-Social-Responsibility-Policy.pdf>

20. 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.

21. RISK MANAGEMENT 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 monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Though the intensity of the ongoing outbreak of the novel coronavirus (Covid-19) has gradually reduced by easing of lockdown curbs, we continue to monitor the developments closely and are wary of the adverse impact it may have on our business.

22. 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 avails of the mechanism and provide for direct access to the Chairman of the Audit Committee in appropriate / exceptional cases.

The details of the Vigil Mechanism Policy are given in the Report on Corporate Governance and the policy is also posted on the website of the Company viz. <https://www.jlmorison.com/wp-content/uploads/2021/02/Vigil-Mechanism-Policy.pdf>

We affirm that during the financial year 2021-22, no employee or director was denied access to the Chairman of the Audit Committee.

23. STATUTORY AUDITORS:

The Company's Statutory Auditors, M/s. Lodha & Co., Chartered Accountants, Mumbai (Firm Registration Number: 301051E), who were appointed with the approval of the Members of the Company in the 82nd Annual General Meeting ('AGM') held on 25th September, 2017 for a period of five consecutive years, will complete their present term on conclusion of the ensuing 87th AGM of the Company. The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 25th May, 2022, has recommended the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number-103523W/W100048) as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 87th AGM (i.e. ensuing AGM) of the Company till the conclusion of 92nd AGM. Resolution seeking approval from members of the Company for the appointment and remuneration of M/s. Haribhakti & Co. LLP, Chartered Accountants, as the Statutory Auditors is set out in the Notice convening this 87th AGM of the Company.

M/s. Haribhakti & Co. LLP., Chartered Accountants have furnished written confirmation to the effect that they are not disqualified from acting as Statutory Auditors of the Company in terms of the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014.

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

24. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. M R & Associates, Company Secretaries, Kolkata as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report is appended herewith as "**Annexure D**", and forms part of this report.

25. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board on recommendation of the Audit Committee, re-appointed M/s. SMMP & Company, Chartered Accountants, Mumbai, as Internal Auditors of the Company for financial year 2022-23.

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.

26. COST RECORDS AND COST AUDITORS:

The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under Section 148(1) of Act read with the Companies (Cost Records and Audit) Rules, 2014. Further, there is no requirement to appoint cost auditor to conduct cost audit for the Company.

27. EXPLANATIONS OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARKS BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS:

There is no qualification / observation / adverse remark in Statutory Auditor's Report and Secretarial Auditor's Report. The Secretarial Audit Report is self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013.

Further, none of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

28. CORPORATE GOVERNANCE REPORT, BUSINESS RESPONSIBILITY REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to the provisions of Regulations 34(2) & (3) and Schedule V of the Listing Regulations, the following have been made part of the Annual Report and are attached to this Report:

- Management Discussion and Analysis Report.
- Business Responsibility Report.
- Corporate Governance Report.
- Declaration on compliance with Code of Conduct.
- Certificate from Practicing Company Secretary that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies.
- Auditors' Certificate regarding compliance of conditions of Corporate Governance.

29. INVESTOR EDUCATION AND PROTECTION FUND ('IEPF'):

Pursuant to the provisions of Section 124(5) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules'), all dividend amount(s) remaining unclaimed/unpaid for a period of seven consecutive years from the date of transfer to the Unpaid Dividend Account are required to be transferred by the Company to the IEPF established by the Government of India. Further, according to the provisions of Section 124(6) of the Act read with the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years or more from the date of transfer of the dividend amount to Unpaid Dividend Account, shall also be transferred to the demat account of the IEPF Authority. Accordingly, during the financial year 2021-22, the Company has transferred 1,504 equity shares to the demat account of the IEPF Authority as per the requirements of the IEPF Rules for the dividend remained unclaimed / unpaid up to financial years 2013-14.

In terms of the provisions of Sections 124(5) and 125 of the Act and said IEPF Rules, during the financial year 2021-22, an amount of Rs. 31,538/- (Rupees Thirty One Thousand Five Hundred and Thirty Eight only), being unpaid / unclaimed dividend for the Financial Year 2013-14, was transferred to the IEPF.

Further, the unpaid and unclaimed dividend amount lying with the Company for Financial Year 2014-15 is due to transfer to the IEPF in the month of October, 2022. The details of the same are available on the Company's website viz. <https://www.jlmorison.com/investors-relations/#IEPF>.

Pursuant to the provisions of Rules 7(2A) and 7(2B) of the IEPF Rules, the Board of Directors has appointed Mr. Ravi Vaishnav, Company Secretary and Compliance Officer, as the Nodal officer of the Company w.e.f. 17th September, 2021 on account of resignation of Ms. Sonal Naik, Nodal Officer of the Company w.e.f. close of business hours of 16th September, 2021.

30. INTERNAL FINANCIAL CONTROLS:

The 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 Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

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 (MIS), which is an integral part of the control mechanism.

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

Pursuant to the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo are given in “Annexure – E” appended herewith, forming part of this Report.

32. CREDIT RATINGS:

The Company has not obtained credit ratings during the financial year 2021-2022.

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

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2021-22, there was no complaint filed before the said Committee and there was no complaint pending at the beginning or end of the said financial year.

34. LISTING:

The equity shares of the Company continued to be listed on the BSE Limited. The listing fees for the financial year 2022-23 has been duly paid within the due date.

35. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and your Directors confirm compliance of the same during the financial year 2021-22.

36. DETAILS OF PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the financial year 2021-22, no application was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the said financial year.

37. VALUATION OF ASSETS:

During the financial year 2021-22, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence, the Company was not required to carry out valuation of its assets for the said purpose.

38. ACKNOWLEDGEMENT:

Your directors place on record their sincere gratitude for the continued co-operation and patronage extended by the esteemed Customers, Shareholders, Bankers, Trade Partners and Employees during the financial 2021-22 and look forward for their continued support in the future as well.

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

Place: Mumbai

Date: 25th May, 2022

Sanjay Kothari

Director

DIN: 00258316

Sohan Sarda

Executive Director & CEO

DIN: 00129782

Registered Office:

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

Annexure 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 2021-22 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 2021-22 |
|---------|----------------------|--------------------------|---|
| 1. | Mr. Sohan Sarda | Executive Director & CEO | 24.19 |

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2021-22 are as under: -

| Sr. No. | Name of Director/ KMP and Designation | Designation | % Increase in Remuneration in the Financial Year 2021-22 |
|---------|---------------------------------------|--|--|
| 1. | Mr. Sohan Sarda | Executive Director & CEO | 17.89 |
| 2. | Mr. Ravindra Gajelli | Chief Financial Officer | 26.52 |
| 3. | *Ms. Sonal Naik | Company Secretary & Compliance Officer | N.A. |
| 4. | *Mr. Ravi Vaishnav | Company Secretary & Compliance Officer | N.A. |

**Ms. Sonal Naik resigned from the position of Company Secretary & Compliance Officer w.e.f. close of business hours of 16th September, 2021 and Mr. Ravi Vaishnav was appointed as the Company Secretary & Compliance Officer w.e.f. 17th September, 2021. Accordingly, percentage increase in remuneration is not applicable.*

- (iii) The percentage increase in the median remuneration of employees in the financial year: 15.77%.
- (iv) There were **379** permanent employees on the rolls of Company as on 31st March, 2022.
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2021-22 was 15.76% whereas increase in managerial remuneration for the same financial year was 20.27%.
- (vi) It is hereby affirmed that the remuneration paid is 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 of
J. L. Morison (India) Limited**

Place: Mumbai
Date: 25th May, 2022

Sanjay Kothari
Director
DIN: 00258316

Sohan Sarda
Executive Director & CEO
DIN: 00129782

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

Note: Remuneration comprises of total Cost to Company including incentive for the financial year 2021-22.

**Annexure B
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 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 was not at arm's length during the financial year 2021-22.
- 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, Promoter Group Entity | Rasoi Limited, Promoter Group Entity | |
| (b) Nature of contracts / arrangements / transactions | Purchase of goods | *Purchase of goods | Purchase/Sale of goods / materials, giving or taking properties on lease and availing or rendering various services |
| (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 | 1 st October, 2021 to 30 th September, 2031 |
| (d) Salient terms of the contracts or arrangements or transactions including the value if any | Purchase of goods on prevailing market rates, not exceeding Rs. 30 crores p.a. | Purchase of goods on prevailing market rates, not exceeding Rs. 25 crores p.a. | Purchase / Sale of goods / materials, giving or taking properties on lease and availing or rendering various services on prevailing market rates, not exceeding Rs. 40 crores per annum. |
| (e) Date(s) of approval of the Board | 10 th May, 2013 | 20 th May, 2015 | 11 th June, 2021 |
| (f) Amount paid in advance if any | NIL | NIL | NIL |

* Terminated, upon execution of new contract executed with Rasoi Ltd., w.e.f. 1st October, 2021.

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

Place: Mumbai
Date: 25th May, 2022

**Sanjay Kothari
Director
DIN: 00258316**

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

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

Annexure - C

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2021-22

1. Brief outline/salient features on CSR Policy of the Company:

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.

2. Composition of CSR Committee as on 31st March, 2022:

| Sr No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|--------|-------------------------|--------------------------------------|--|--|
| 1. | Mr. Sanjay Kothari | Chairman / Independent Director | 1 | 1 |
| 2. | Mr. Sohan Sarda | Member / Executive Director & CEO | 1 | 1 |
| 3. | Mr. Lalit Kumar Bararia | Member / Independent Director | 1 | NIL |

3. The web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

- (i) The Composition of CSR Committee of the Company can be viewed at:
<https://www.jlmorison.com/investors-relations/#COMMITTEES-OF-THE-BOARD>
- (ii) The CSR Policy of the Company can be viewed at:
<https://www.jlmorison.com/wp-content/uploads/2021/04/Corporate-Social-Responsibility-Policy.pdf>
- (iii) The CSR projects approved by the Board of the Company can be viewed at:
<https://www.jlmorison.com/wp-content/uploads/2021/07/CSR-Annual-Action-Plan-2021-22.pdf>

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

The Company was not required to carry out the Impact Assessment of CSR projects in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the said rule was not applicable to the Company during the financial year 2021-22.

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

| Sr. No. | Financial Year | *Amount available for set-off from preceding financial years (Rs. in lakhs) | Amount required to be set-off for the financial year, if any (Rs. in lakhs) |
|---------|----------------|---|---|
| Nil | | | |

* In the previous financial year 2020-21, the Company has spent in excess of the mandatory requirement under the Companies Act, 2013, however it has not availed the setting off of such excess amount spent, in view of the true spirit of good corporate citizenship.

6. Average net profit of the Company as per section 135(5): Rs. 639.81 Lakhs

7. (a) Two percent of average net profit of the Company as per section 135(5): Rs. 12.80 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b+7c): Rs. 12.80 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (Rs. in lakhs) | Amount Unspent (Rs. in lakhs) | | | | |
|--|---|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 15.00 | Nil | NA | - | Nil | NA |

(b) Details of CSR amount spent against ongoing projects for the financial year:

| Sr. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (in Rs.) | Amount spent in the current financial Year (in Rs.) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|---------|---------------------|---|---------------------|-------------------------|----------|------------------|---|---|--|--|--|-------------------------|
| | | | | State | District | | | | | | Name | CSR Registration number |
| Nil | | | | | | | | | | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| Sr. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount spent for the project (Rs. in lakhs) | Project duration | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency | |
|---------|-------------------------------|---|---------------------|-------------------------|----------|---|------------------|--|--|-------------------------|
| | | | | State | District | | | | Name | CSR registration number |
| 1 | Covid support - PM CARES Fund | Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women; | No | PAN India | | 15.00 | NA | No | PM CARES Fund | - |

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 15.00 Lakhs

(g) Excess amount for set off, if any

| Sr. No. | Particulars | Amount (Rs. in lakhs) |
|---------|---|-----------------------|
| (i) | Two percent of average net profit of the Company as per section 135(5) | 12.80 |
| (ii) | Total amount spent for the Financial Year | 15.00 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 2.20 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 2.20* |

*The Company has spent in excess of the mandatory requirement under the Companies Act, 2013 but the same is not proposed to be set off.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in lakhs) | Amount spent in the reporting Financial Year (Rs. in lakhs) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in succeeding financial years (Rs. in lakhs) |
|---------|--------------------------|--|---|---|-----------------------|------------------|---|
| | | | | Name of the Fund | Amount (Rs. in lakhs) | Date of transfer | |
| Nil | | | | | | | |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| Sr. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (Rs. in lakhs) | Amount spent on the project in the reporting Financial Year (Rs. in lakhs) | Cumulative Amount spent at the end of reporting Financial Year (Rs. in lakhs) | Status of the project - Completed /Ongoing |
|---------|------------|---------------------|---|------------------|---|--|---|--|
| Nil | | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

- Date of creation or acquisition of the capital asset(s) : None
- Amount of CSR spent for creation or acquisition of capital asset : Nil
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5):
Not Applicable

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

Sanjay Kothari
Director
Chairman of CSR Committee
DIN: 00258316

Sohan Sarda
Executive Director & CEO
(Member of CSR Committee)
DIN: 00129782

Place : Mumbai
Date : 25th May, 2022

Registered Office:

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

Annexure D
Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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
Rasoi Court,
20, Sir R.N. Mukherjee Road,
Kolkata – 700001

We 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). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 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:

We 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, 2022 according to the provisions of:

- i) The Companies Act, 2013 (the 'Act'), amendments 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;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time;
- I further report that, there were no actions/ events in pursuance of;
- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 / Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 / Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as applicable;
- vi) The Company had identified following laws as specifically applicable to the Company, other than general laws, namely:
 - (a) The Drugs and Cosmetics Act, 1940;
 - (b) The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992

- (c) Food & Drug Administration (Maharashtra State);
 (d) Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the Compliance Certificate by the Management, for compliance with the other applicable laws.

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

- (i) Secretarial Standards as mandated and issued by the Institute of Company Secretaries of India.
 (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, 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 notice is 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 were 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.

We 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. Further, on account of some technical issues at the Indian Express publisher office, the publication of Financial Results for one Quarter in English newspaper was delayed by one day, however, the same was duly published in Bengali Newspaper within the prescribed timeline.

We further report that due to the spread of COVID-19 pandemic, compliances had been made considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs and other Regulatory authorities, as applicable.

We further report that during the audit period the Company had obtained approval of shareholders at Annual General Meeting held on 27.09.2021 for the following matters;

- (i) approval of Related Party Transactions with Rasoi Limited.
 (ii) re-appointment of Mr.. Lalit Kumar Bararia (DIN: 00204670) as an independent director of the company for second term of five consecutive years.
 (iii) revision in remuneration payable to Mr. Sohan sarda (DIN: 00129782), Whole Time Director (Designated as Executive Director and Chief Executive Officer) of the company.

This Report is to be read with our letter of even date which is annexed “**ANNEXURE - A**” and forms an Integral Part of this Report.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020

[M R Goenka]
Partner

FCS No.: 4515

C P No.: 2551

UDIN : F004515D000377646

Place : Kolkata
Date : 25.05.2022

Note: The physical documents, records & other papers of the Company for the audit period covering the financial year ended 31.03.2022 required by us for our examination were obtained from the Company through electronic Mode and verified to the extent possible.

ANNEXURE – A” TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020

[M R Goenka]
Partner

FCS No.: 4515

C P No.: 2551

UDIN : F004515D000377646

Place : Kolkata
Date : 25.05.2022

Annexure E

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 | The Company is engaged in the continuous process of energy conservation through improved operational practices. Wherever possible the Company strives to curtail the consumption of energy on a continued basis by using energy-efficient equipment. The Company sensitises its employee about importance of conservating the energy by affixing various placards and posters at its offices. The Company consciously makes all efforts to conserve energy across all its operations. | |
| (ii) | the steps taken by the Company for utilising alternate sources of energy | N.A. | |
| (iii) | the capital investment on energy conservation equipments | Nil. | |
| B Technology absorption | | | |
| (i) | the efforts made towards technology absorption | The Company continues to get technology guidance from its foreign collaborators, which it absorbs in its operations. No new technology was imported during the financial year under review. | |
| (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 | | 2021-2022 (Rs. in Lakhs) | 2020-2021 (Rs. in Lakhs) |
| (i) | The foreign exchange outgo (actual outflows) | 2315.84 | 1692.24 |
| (ii) | The foreign exchange earned (actual inflows) | Nil | Nil |

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

Place: Mumbai
Date: 25th May, 2022

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

Sanjay Kothari
Director
DIN: 00258316

Sohan Sarda
Executive Director & CEO
DIN: 00129782

REPORT ON CORPORATE GOVERNANCE

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

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

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

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, 2022, the Board of Directors comprised of total six directors, out of which four are Non-Executive Independent Directors (including one Independent Woman Director), one Executive Director and one Non-Executive Non-Independent Director.

During the financial year under review, the Members of the Company, in their 86th Annual General Meeting held on 27th September, 2021, re-appointed Mr. Lalit Kumar Bararia as Non-Executive Independent Director for a second term of 5 (five) consecutive years w.e.f. 1st February, 2022 to 31st January, 2027.

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

b) Attendance of each director at the Board Meetings and the Annual General Meeting held during the financial year 2021-22:

The composition of Board, category of directors, their attendance at each Board meeting held during the financial year 2021-22 and at the last 86th Annual General Meeting of the Company, their directorships in other companies and membership/ chairmanship in Committees are as follows:

| Name of Director | Category | No. of Board Meetings held | Attendance at | | No. of other Directorships ¹ | Committee Positions (including Company) ² | |
|-------------------------|---|----------------------------|----------------|----------|---|--|-------------|
| | | | Board Meetings | Last AGM | | Memberships | Chairperson |
| Mr. Raghu Nandan Mody | Non-Executive Non-Independent Director, Chairman & Promoter | 6 | 5 | No | 3 | 2 | - |
| Mr. Sohan Sarda | Executive Director & CEO | 6 | 6 | Yes | - | 2 | - |
| Mr. Sanjay Kothari | Non-Executive Independent Director | 6 | 5 | Yes | 4 | 3 | 1 |
| Mr. Dinesh Sharma | Non-Executive Independent Director | 6 | 1 | Yes | - | 1 | - |
| Mr. Lalit Kumar Bararia | Non-Executive Independent Director | 6 | 3 | Yes | 1 | 3 | 2 |
| Mrs. Annapurna Dubey | Non-Executive Independent Director | 6 | 5 | No | - | 2 | - |

Notes:

- The directorship held by directors as mentioned above, do not include Nominee Directorship, directorships in foreign companies, companies incorporated under Section 8 of the Companies Act, 2013, high value debt listed entities and private limited companies.
- Membership / Chairmanship of only Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies / subsidiary of public companies have been considered.

c) Directorship in listed entities and category of directorship as on 31st March, 2022:

| Name of the Director | Name of the Listed Entity | Directorship in listed entities (Category of directorship) |
|-----------------------|-------------------------------|--|
| Mr. Raghu Nandan Mody | J. L. Morison (India) Limited | Non-Executive, Non-Independent Director, Chairperson related to Promoter |
| | Hindustan Composites Limited | Executive Chairman, Promoter |

| Name of the Director | Name of the Listed Entity | Directorship in listed entities (Category of directorship) |
|-------------------------|--------------------------------------|---|
| Mr. Sohan Sarda | J. L. Morison (India) Limited | Executive Director and CEO |
| Mr. Sanjay Kothari | J. L. Morison (India) Limited | Non-Executive Independent Director |
| | Clean Science and Technology Limited | Non-Executive Director |
| | Birla Precision Technologies Limited | Non-Executive Director |
| Mr. Dinesh Sharma | J. L. Morison (India) Limited | Non-Executive Independent Director |
| Mr. Lalit Kumar Bararia | J. L. Morison (India) Limited | Non-Executive Independent Director |
| | Hindustan Composites Limited | Non-Executive Independent Director |
| Mrs. Annapurna Dubey | J. L. Morison (India) Limited | Non-Executive Independent Director |

d) Number and date of Board Meetings held:

Six board meetings were held during the financial year 2021-22. The dates on which the meetings were held are as follows:

| Date of Board Meeting | Strength of the Board | No. of directors present |
|---------------------------------|-----------------------|--------------------------|
| 28 th May, 2021 | 6 | 3 |
| 11 th June, 2021 | 6 | 4 |
| 13 th August, 2021 | 6 | 4 |
| 30 th August, 2021 | 6 | 4 |
| 12 th November, 2021 | 6 | 5 |
| 10 th February, 2022 | 6 | 5 |

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

None of the directors of the Company are related *inter-se* to any other.

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

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

None of the other Non-Executive Directors are holding any shares or convertible instruments in the Company.

g) Weblink where details of familiarization programmes imparted to Independent Directors:

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

h) Key Board qualifications, expertise and attributes:

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

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

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

| Core skills / competencies / Expertise and Description | Name of Directors | | | | | |
|---|-------------------|-----------------|--------------------|-------------------------|-------------------|----------------------|
| | Mr. Raghu Mody | Mr. Sohan Sarda | Mr. Sanjay Kothari | Mr. Lalit Kumar Bararia | Mr. Dinesh Sharma | Mrs. Annapurna Dubey |
| Sales & Marketing: Experience in developing strategies to grow sales and market share and marketing management with ability to evaluate opportunities based on current and prospective scenario. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Global Business experience: Experience in leading businesses in different geographies/markets around the world with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities. | ✓ | ✓ | ✓ | ✓ | - | ✓ |

| Core skills / competencies / Expertise and Description | Name of Directors | | | | | |
|---|-------------------|-----------------|--------------------|-------------------------|-------------------|----------------------|
| | Mr. Raghu Mody | Mr. Sohan Sarda | Mr. Sanjay Kothari | Mr. Lalit Kumar Bararia | Mr. Dinesh Sharma | Mrs. Annapurna Dubey |
| General Management /Governance: Strategic thinking, decision making and protect interest of all stakeholders; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial skills: Understanding the financial statements, financial controls, risk management, funding, financial reporting process, mergers and acquisition, etc. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Professional & Technical Skills: Technical and professional skills and knowledge including legal and regulatory aspects. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

i) Declaration by the Board:

In the opinion of the Board of Directors of the Company, the Independent Directors fulfils the conditions specified in Section 149(6) of the Companies Act, 2013 ('Act') and Regulations 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and they are independent of the management.

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

None of the Independent Directors serve as Independent Director in more than limits prescribed under Regulation 17A of the Listing Regulations.

j) Reason of resignation of Independent Director:

During the financial year 2021-22, none of the Independent Directors have resigned from the Board of Directors of the Company.

3. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors has duly constituted the Audit Committee. Majority of the members of the Committee, including Chairman, are Independent Directors.

a) Brief description of terms of reference:

The Broad terms and reference of Audit Committee are to review the financial statements before submission to the Board, to review reports of the Internal Auditors and to review the weakness in internal controls reported by Internal and Statutory Auditors and to appoint and review the remuneration of Internal and Statutory Auditors. In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations read with Section 177 of the Act.

b) Composition:

As on 31st March, 2022, the Audit Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Sohan Sarda, Mr. Dinesh Sharma, Mr. Lalit Kumar Bararia and Mrs. Annapurna Dubey as its members. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comprehensive experience and background. The partners/authorised representatives of Statutory Auditors and Internal Auditors are invited to the meetings of the Audit Committee, as and when required.

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

c) Meetings and attendance during the financial year:

The Audit Committee met five (5) times viz. 28th May, 2021, 11th June, 2021, 13th August, 2021, 12th November, 2021 and 10th February, 2022 during the financial year 2021-22. The number of meetings attended by each member during the said financial year are as follows:

| Name of the member | Designation | No. of Meetings | |
|-------------------------|-------------|-----------------|----------|
| | | Held | Attended |
| Mr. Sanjay Kothari | Chairman | 5 | 4 |
| Mr. Dinesh Sharma | Member | 5 | 1 |
| Mr. Sohan Sarda | Member | 5 | 5 |
| Mr. Lalit Kumar Bararia | Member | 5 | 3 |
| Mrs. Annapurna Dubey | Member | 5 | 4 |

4. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination and Remuneration Committee.

a) Brief description of terms of reference:

The terms of reference of this committee are wide enough covering the matters relating to appointment of Directors & Key Managerial Personnel (KMP), remuneration to the Directors, KMP and Senior Management Personnel, etc. In addition, the powers and role of the Nomination and Remuneration Committee are as laid down under the provisions of Section 178 of the Act read with Regulation 19 and Schedule II Part D (A) of the Listing Regulations.

b) Composition:

As on 31st March, 2022, the Nomination and Remuneration Committee comprised of Mr. Lalit Kumar Bararia as Chairman of the Committee, Mr. Raghu Nandan Mody, Mr. Dinesh Sharma and Mrs. Annapurna Dubey as its members.

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

c) Meetings and attendance during the financial year:

The Nomination and Remuneration Committee met thrice (3) viz. 11th June, 2021, 30th August, 2021 and 10th February, 2022 during the financial year 2021-22. The number of meetings attended by each member during the said financial year are as follows :

| Name of the member | Designation | No. of meetings held | No. of meetings attended |
|-------------------------|-------------|----------------------|--------------------------|
| Mr. Lalit Kumar Bararia | Chairman | 3 | 1 |
| Mr. Raghu Nandan Mody | Member | 3 | 2 |
| Mr. Dinesh Sharma | Member | 3 | Nil |
| Mrs. Annapurna Dubey | Member | 3 | 2 |

d) Performance evaluation criteria for Independent directors.

Pursuant to the provisions of Section 178(2) of the Act read with Regulation 17(10) of the Listing Regulations, the Board of Directors of the Company has evaluated the performance of the Board as whole, individually of all the directors including Independent directors, Chairman and all the Committees. The Board of Directors has also evaluated the fulfilment of the Independence criteria for its Independent Directors as specified in the Listing Regulations and their independence from the management. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent directors comprises of the following key areas:

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

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee.

a) Brief description of terms of reference:

The Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer/transmission/demat/remat of shares and other miscellaneous complaints. The Committee is also responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. In addition, the terms of reference of the Committee are as laid down under Regulation 20 and Schedule II Part D (B) of the Listing Regulations read with Section 178 of the Act.

b) Composition:

As on 31st March, 2022, the Stakeholders' Relationship Committee comprised of Mr. Lalit Kumar Bararia as a Chairman of the Committee, Mr. Sohan Sarada and Mrs. Annapurna Dubey, as its members.

Mr. Ravi Vaishnav, Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee as on 31st March, 2022.

c) Status of Investors' complaints:

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

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

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

a) Brief description of terms of reference:

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

b) Composition:

As on 31st March, 2022, the Corporate Social Responsibility Committee comprised of Mr. Sanjay Kothari as Chairman of the Committee, Mr. Lalit Kumar Bararia and Mr. Sohan Sarda as its members.

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

c) Meeting and attendance during the financial year:

The Corporate Social Responsibility Committee met once (1) during the financial year 2021-22 on 11th June, 2021. The details of attendance of each member in the meeting are as follows:

| Name of the Member | Designation | No. of Meetings | |
|-------------------------|-------------|-----------------|----------|
| | | Held | Attended |
| Mr. Sanjay Kothari | Chairman | 1 | 1 |
| Mr. Sohan Sarda | Member | 1 | 1 |
| Mr. Lalit Kumar Bararia | Member | 1 | Nil |

7. RISK MANAGEMENT COMMITTEE:

During the financial year 2021-22, the Company was not required to constitute Risk Management Committee under Regulation 21 of the Listing Regulations.

8. REMUNERATION OF DIRECTORS:

- a) Except for the sitting fees paid to the Non-Executive Directors for attending the Board and Committee Meetings, there were no other pecuniary relationship or transactions the Non-Executive Director had *vis-à-vis* the Company during the financial year 2021-22.
- b) Non-Executive Directors did not draw any remuneration from the Company. The sitting fees to Non-Executive Directors is being paid at the rate of Rs. 10,000/- for each meeting of the Board and Committees (excluding CSR Committee) attended by them. The Company does not pay any commission to its directors.

Details of remuneration / sitting fees paid to the directors during the financial year 2021-22 and shares held by them on that date are as follows:

(Rs. in Lakhs)

| Name | Salary | Performance linked incentive pay | Perquisites or Allowances | Contribution to PF & others | Sitting fees | Total | Total no. of shares held |
|-------------------------|--------|----------------------------------|---------------------------|-----------------------------|--------------|-------|--------------------------|
| Mr. Raghu Nandan Mody* | - | - | - | - | - | - | 250 |
| Mr. Sanjay Kothari | - | - | - | - | 0.90 | 0.90 | - |
| Mr. Sohan Sarda | 64.46 | #3.50 | 0.40 | 4.11 | - | 72.47 | - |
| Mr. Dinesh Sharma | - | - | - | - | 0.20 | 0.20 | - |
| Mr. Lalit Kumar Bararia | - | - | - | - | 0.90 | 0.90 | - |
| Mrs. Annapurna Dubey | - | - | - | - | 1.60 | 1.60 | - |

- * *Opted to waive the sitting fees for attending the Board & Committee Meetings.*
- # *To be paid subject to the approval of the Members of the Company at the ensuing 87th Annual General Meeting.*
- i. The above details of remuneration or fees paid include all elements of remuneration package of individual director summarized under major groups.
- ii. Apart from the above-mentioned remuneration or fees paid, there is no other fixed component and performance linked incentives based on the performance criteria.
- iii. The tenure of office of the Executive Director is as per terms of his appointment and can be terminated by either party by giving 60 days' notice in writing. There is no separate provision for payment of severance fees. There are no separate service contracts with any of the directors.
- iv. No stock options are offered to any of the directors of the Company.

9. GENERAL BODY MEETINGS:

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

| Financial year | Time | Date | Location |
|----------------|------------|----------------------------------|---|
| 2018-19 | 10.30 a.m. | 20 th September, 2019 | Rabindra Tirtha, 33-1111, Major Arterial Road, 3 rd Rotary, New Town, Kolkata – 700 156 |
| 2019-20 | 11.45 a.m. | 30 th November, 2020 | Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action Area II, Rajarhat, Newtown, Kolkata-700160 |
| 2020-21 | 11.45 a.m. | 27 th September, 2021 | Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action Area II, Rajarhat, Newtown, Kolkata-700160 |

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

| AGM | Particulars of Special Resolutions |
|----------------------------------|--|
| 20 th September, 2019 | <ol style="list-style-type: none"> 1. Re-appointment of Mr. Dinesh Sharma as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 24th December, 2019. 2. Revision in remuneration of Mr. Sohan Sarda, Executive Director & CEO of the Company w.e.f. 1st April, 2019 for the remaining period of his tenure. |
| 30 th November, 2020 | <ol style="list-style-type: none"> 1. Re-appointment of Mr. Sohan Sarda as Whole Time Director (designated as Executive Director and CEO) of the Company for a period from 1st February 2020 to 31st March, 2023. |
| 27 th September, 2021 | <ol style="list-style-type: none"> 1. Re-appointment of Mr. Lalit Kumar Bararia as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st February, 2022. 2. Revision in remuneration of Mr. Sohan Sarda, Whole Time Director (designated as Executive Director & CEO) of the Company w.e.f. 1st April, 2021 for the remaining period of his tenure. |

- **Postal Ballot:**

During the financial year 2021-22, no resolution was passed through postal ballot process.

None of the business proposed to be transacted at ensuing Annual General Meeting requires passing of a special resolution through Postal Ballot.

10. MEANS OF COMMUNICATION:

The financial results are regularly submitted to the BSE Limited, where the securities of the Company are listed pursuant to the Listing Regulations requirements and are displayed on the Company's website i.e. <https://www.jlmorison.com/investors-relations/#FINANCIAL-INFORMATION>

The financial results are published in the Aajkaal newspaper (Bengali) and Financial Express newspaper [English (all India Edition)].

Website: The Company's website viz. www.jlmorison.com 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.

News releases, presentations, among others: All corporate announcements made to the Stock Exchange during the financial year 2021-22 are available on the website of the Company.

During the financial year 2021-22, the Company has not made any presentation to institutional investors or analysts.

11. GENERAL SHAREHOLDERS' INFORMATION:

a. **Annual General Meeting:** 26th September, 2022

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

c. **Book Closure:**

The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 20th September, 2022 to Monday, 26th September, 2022 (both days inclusive).

d. **Cut-off date for remote e-voting:**

The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Monday, 19th September, 2022. Remote e-voting shall remain open from Friday, 23rd September, 2022 (9.00 a.m.) and end on Sunday, 25th September, 2022 (5.00 p.m.).

e. **Dividend Payment Date:**

The dividend of Re. 1/- per equity share of Rs. 10/- each, as recommended by the Board, if declared at the AGM, will be credited / paid directly in the bank account of the shareholders, subject to deduction of income-tax at source wherever applicable, between 3rd October, 2022 to 18th October, 2022. For the Members who have not furnished their bank account details, the Company shall dispatch the dividend warrants / drafts.

f. **Listing on Stock Exchanges:**

BSE Limited: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

g. **Listing Fees:**

The Company has paid the listing fees to the BSE Limited (BSE) for the financial year 2022-23.

h. **Stock Code:**

BSE: 506522

ISIN: INE430D01015

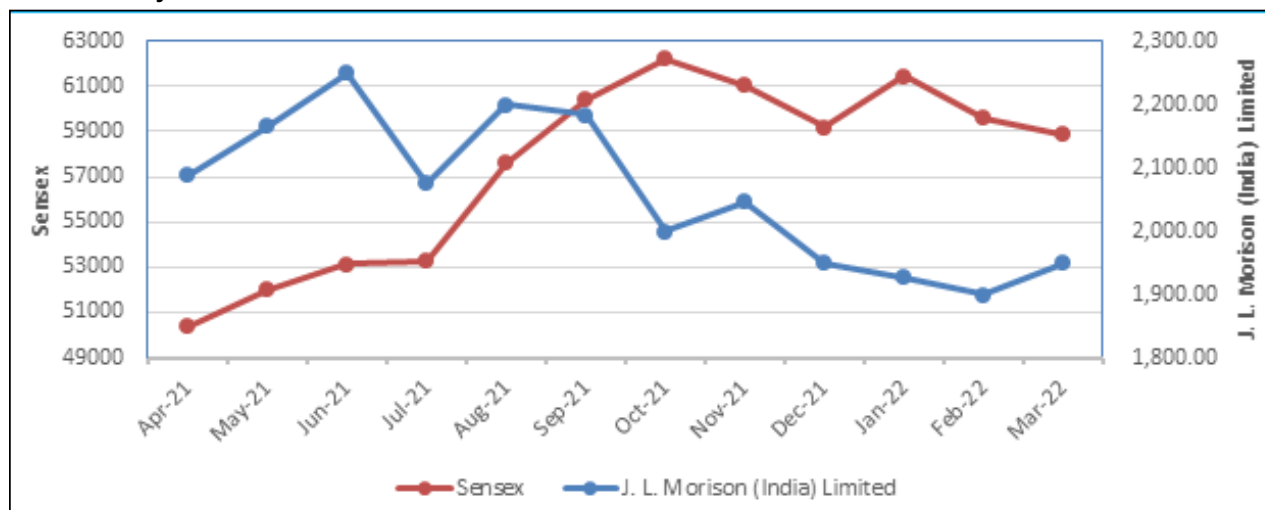
i. **Stock Market Price Data:**

The monthly high/low quotations of shares traded on the BSE Limited during each month during financial year 2021-22 are as follows:

| Month | Share price of the Company on BSE (Rs.)* | | | BSE Sensex (Points)* | | |
|--------|--|----------|----------|----------------------|-----------|-----------|
| | High | Low | Close | High | Low | Close |
| Apr-21 | 2,089.00 | 1,762.10 | 1,936.90 | 50,375.77 | 47,204.50 | 48,782.36 |
| May-21 | 2,164.95 | 1,892.10 | 2,005.00 | 52,013.22 | 48,028.07 | 51,937.44 |
| Jun-21 | 2,250.00 | 1,952.05 | 1,961.05 | 53,126.73 | 51,450.58 | 52,482.71 |
| Jul-21 | 2,075.00 | 1,890.00 | 2,020.00 | 53,290.81 | 51,802.73 | 52,586.84 |
| Aug-21 | 2,200.00 | 1,802.25 | 1,940.90 | 57,625.26 | 52,804.08 | 57,552.39 |
| Sep-21 | 2,183.10 | 1,707.00 | 1,828.35 | 60,412.32 | 57,263.90 | 59,126.36 |
| Oct-21 | 2,000.00 | 1,651.25 | 1,896.55 | 62,245.43 | 58,551.14 | 59,306.93 |
| Nov-21 | 2,046.00 | 1,715.00 | 1,820.35 | 61,036.56 | 56,382.93 | 57,064.87 |
| Dec-21 | 1,950.00 | 1,646.00 | 1,826.00 | 59,203.37 | 55,132.68 | 58,253.82 |
| Jan-22 | 1,927.00 | 1,752.25 | 1,828.15 | 61,475.15 | 56,409.63 | 58,014.17 |
| Feb-22 | 1,900.00 | 1,751.05 | 1,850.00 | 59,618.51 | 54,383.20 | 56,247.28 |
| Mar-22 | 1,949.95 | 1,726.00 | 1,850.00 | 58,890.92 | 52,260.82 | 58,568.51 |

*Source: www.bseindia.com

j. Performance of J. L. Morison (India) Limited share price in comparison to BSE Sensex (based on high price) during the financial year 2021-22:



k. Trading of Securities:

The securities of the Company were not suspended from trading during the financial year 2021-22.

l. Registrar and Share Transfer Agents:

CB Management Services (P) Ltd.

P-22, Bondel Road, Kolkata – 700 019,

Phone No. (033) 40116700

E-mail: rta@cbmsl.com.

m. Share Transfer System:

Pursuant to the provisions of Regulation 40(1) of the Listing Regulations (as amended), the SEBI has mandated that the transfer, transmission and transposition of securities can only be made in dematerialized mode. Further, SEBI has, vide its circular bearing no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, directed the listed companies to mandatorily issue securities in dematerialized mode only while processing the following service requests from the investors:

- Issue of duplicate securities certificate;
- Claim from Unclaimed Suspense Account;
- Renewal / Exchange of securities certificate;
- Endorsement;
- Sub-division / Splitting of securities certificate;
- Consolidation of securities certificates/folios;
- Transmission;
- Transposition;

Therefore, the members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. In case of any query(ies) or issue(s) regarding process of the service request(s), shareholders / claimants can contact RTA (Cont. No.: 033 - 40116700) or by can write an e-mail at rta@cbmsl.com.

n. Distribution of Shareholding as on 31st March, 2022:

| Shares having nominal value of Rs.10/- each | No. of shareholders | % to total no. of shareholders | No. of shares | % to total paid up share capital |
|---|---------------------|--------------------------------|------------------|----------------------------------|
| 1 – 500 | 2,431 | 97.51 | 93,741 | 6.87 |
| 501 – 1000 | 18 | 0.72 | 13,201 | 0.97 |
| 1001 – 2000 | 12 | 0.49 | 17,839 | 1.31 |
| 2001 – 3000 | 2 | 0.08 | 5,250 | 0.38 |
| 3001 – 4000 | 1 | 0.04 | 3,106 | 0.23 |
| 4001 – 5000 | 2 | 0.08 | 9,869 | 0.72 |
| 5001 – 10000 | 6 | 0.24 | 39,690 | 2.91 |
| 10001 – 50000 | 15 | 0.60 | 2,82,474 | 20.69 |
| 50001 and above | 6 | 0.24 | 8,99,864 | 65.92 |
| Total | 2,493 | 100.00 | 13,65,034 | 100.00 |

o. Dematerialization of Shares and liquidity:

As on 31st March, 2022, 98.32% of the total shares of the Company were in dematerialized form.

p. Convertible Instruments:

The Company has not issued any American Depository Receipts (ADRs) / Global Depository Receipts (GDRs), warrants or any convertible instruments, which are likely to impact on the Company's equity.

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

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

r. Plant Location:

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

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

| | |
|--|--|
| <p>Registered Office J. L. Morison (India) Limited, Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata – 700 001 Phone : 033 22480114/22480115 Email : investors@jlmorison.com Website : www.jlmorison.com</p> <p>Corporate Office Peninsula Business Park, Tower "A", 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Phone: 022 61410300</p> | <p>Registrar and Share Transfer Agent Office CB Management Services (P) Ltd. P-22, Bondel Road, Kolkata – 700 019 Phone: (033) 40116700, e-mail: rta@cbmsl.com</p> |
|--|--|

t. List of all credit ratings obtained by the entity along with revisions (if any) during the financial year 2021-22:

During the financial year 2021-22, the Company has not obtained or renewed any credit ratings from any rating agency.

12. OTHER DISCLOSURES:

a. Related party transactions:

During the financial year 2021-22, the Company had no transactions with its related parties which may have conflict with the interest of the Company. The transactions with the related parties, as per the requirements of the Indian Accounting Standard (Ind AS) 24, are disclosed in Notes to Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website <https://www.jlmorison.com/investors-relations/#POLICIES>

b. Compliance by the Company:

The Company has complied with all the requirements of the Listing Regulations. There were no penalties or strictures imposed either by the SEBI or stock exchange or any other statutory authorities for non-compliance of any matter relating to capital market during the last three years.

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

The Company has established a Vigil mechanism for its employees and directors to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct. The mechanism also provides for adequate safeguards against victimization of employees and directors 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 2021-22, no employee or director was denied access to the Audit Committee.

d. Adoption of mandatory and non-mandatory requirements of Regulation 27 of the Listing Regulations:

The Company has complied with all mandatory requirements of Regulation 27 of the Listing Regulations.

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of the Listing Regulations:

(a) Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.

(b) Reporting of Internal Auditor – The Internal Auditors directly reports to the Audit Committee.

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

f. Commodity price risks or foreign Exchange risk and hedging activities:

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

g. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the financial year 2021-22, the Company has not raised any funds through preferential allotment or qualified institutional placement.

h. Certificates from Practicing Company Secretary-

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

i. Recommendation by the Committees:

The Board has accepted all recommendations made by its committees during the financial year 2021-22.

j. Fees paid to Statutory Auditors-

The details of fees for all services paid by the Company to M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company during the financial year 2021-22 are as under:

| Particulars | Amount (Rs. in Lakhs) |
|--|-----------------------|
| Audit Fees including limited review fees | 8.00 |
| Re-imbursment of expenses | 0.80 |

k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

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

l. Code of Conduct for Prevention of Insider Trading:

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

m. Safety, Health & Environment (SHE) System:

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

n. Loans and advances to firms/companies in which directors are interested:

No loans and advances (in the nature of loans) to any firms/companies in which directors of the Company are interested is outstanding as on 31st March, 2022.

13. Compliance of the requirement of Corporate Governance Report:

During the financial year 2021-22, 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 the Listing Regulations.

14. Disclosure of the compliance with Corporate Governance:

During the financial year 2021-22, the Company has complied with the Regulations 17 to 20, 22, 23, 24A, 25 to 27 and Clauses (b) to (i) sub-regulation 2 of Regulation 46 of the Listing Regulations, whenever applicable. Regulations 21 and 24 of the Listing Regulations are not applicable to the Company.

15. Disclosure of accounting treatment:

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

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

The Company had none of its securities lying in demat suspense account /unclaimed suspense account/Suspense Escrow account arising out of public/bonus/right issues/expiration of period of 120 days from date of issuance of 'Letter of Confirmation' by the RTA as per SEBI circular No. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 in matters w.r.t. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition received from the shareholder/claimant, during the financial year 2021-22 or as on 31st March, 2022. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not required to be given.

17. Compliance declaration for Code of Conduct:

A declaration by the Executive Director & CEO of the Company affirming compliance by the Board members and Senior Management Personnel to the Code of Conduct is also annexed herewith and forms part of Annual Report.

18. Compliance Certificate by Auditors:

The Company has obtained a certificate from its Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is appended herewith and forms part of the Annual Report.

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

Place: Mumbai

Date: 25th May, 2022

Sanjay Kothari
Director
DIN: 00258316

Sohan Sarda
Executive Director & CEO
DIN: 00129782

Declaration – Code of Conduct

As per Regulation 17 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sohan Sardar, Executive Director & CEO of the Company do hereby confirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct during the financial year ended 31st March, 2022.

For J. L. Morison (India) Limited

Place: Mumbai

Date: 25th May, 2022

Sohan Sardar

Executive Director & CEO

DIN: 00129782

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **J. L. Morison (India) Limited** (CIN: L51109WB1934PLC088167), having registered office at Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata- 700001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para- C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below during the Financial Year ended 31.03.2022 have been debarred or disqualified from being appointed or continuing as director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

| Sr. No. | Name of Director | DIN | Date of appointment in company (as appearing on the MCA portal) |
|----------------|-------------------------|------------|--|
| 1. | Mr. Raghu N. Mody | 00053329 | 28.05.1987 |
| 2. | Mr. Sohan H. Sardar | 00129782 | 01.02.2017 |
| 3. | Mr. Sanjay Kothari | 00258316 | 05.08.2011 |
| 4. | Mr. Lalit Kumar Bararia | 00204670 | 01.02.2017 |
| 5. | Mr. Dinesh Sharma | 06798909 | 24.12.2014 |
| 6. | Mrs. Annapurna Dubey | 08760434 | 18.06.2020 |

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

For M Baldeva Associates
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Thane

Date: 25.05.2022

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

Peer Review No. 1436/2021

UDIN: F006180D000388617

Auditors' Certificate on Corporate Governance

To the Members of

J. L. Morison (India) Ltd.

This certificate contains details of compliance of conditions of corporate governance by **J. L. Morison (India) Ltd.** ('the Company') for the year ended 31st March, 2022 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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

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

Auditor's Responsibility

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

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

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

Opinion

Based on the procedures performed by us and to the best of our information and according to explanations given to us and representation made by the Management, in our opinion, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

Restriction on Use

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

For **LODHA & COMPANY**

Chartered Accountants

Firm registration No. – 301051E

R. P. Baradiya

Partner

Membership No.: 44101

UDIN: 22044101AJPFUX5097

Place: Mumbai

Date: May 25, 2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

Indian Economy:

The macro headwinds of new variants of Covid-19 virus and inflation impacted India as well. The GDP growth which had gone into negative territory in 2020-21 recovered albeit at a slower than expected level. According to the Economic Survey 2021-22, India's GDP is projected to grow by 8-8.5 per cent in real terms in fiscal 2022-23.

The Government of India has taken several initiatives to improve the economic condition of the country. The results of growth enhancing policies and schemes (such as production-linked incentives and government's push toward self-reliance) and increased infrastructure spending will start kicking in from FY 2022-23, leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency – all leading to accelerated economic growth.

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.

Our Company is engaged in the marketing of personal healthcare, 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. We continue to launch new products from time to time.

The FMCG sector is the fourth largest sector in India. During the previous couple of years it had seen a remarkable transformation on account of growing awareness, urbanization, large working population, easier access and changing lifestyles. The urban segment is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years barring FY22, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are also growing at a rapid pace.

Online commerce also gained traction on account of increasing smartphone users and deeper internet penetration which is helping people in rural areas to easily access online shopping. While the businesses largely stabilized and consumer demand revived for discretionary products as the year progressed, the Covid-19-pandemic induced drop in income levels coupled with increasing retail inflation is having an impact on consumption of non-essential FMCG products.

OPPORTUNITIES AND THREATS/ RISKS AND CONCERNS:

The growing middle class Indian population, as well as the Rural sector, continue to present a huge potential for this sector.

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

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

SEGMENT – WISE OR PRODUCT – WISE PERFORMANCE:

The Company is primarily engaged in the business of personal care products which the management recognises as the sole business segment.

Under the personal care segment, the Company earns revenue mainly from three products viz. Baby Care (Morisons Baby Dreams), Oral Care (Emoform-R toothpaste) and Hair Care (Bigen).

All products line of the Company continued to perform satisfactorily, during the financial year 2021-22. The Company continues to explore newer opportunities including launch of new products in the own brands.

OUTLOOK:

In the backdrop of a challenging environment in this fiscal, we dynamically managed our business to deliver strong bottomline performance. We will continue to take this approach in financial year 2022-23 where operating environment is expected to remain challenging with further input cost inflation and soft FMCG market growth. Our strategic clarity, the strength of our brands, our execution prowess, agility and adaptability will continue to hold us in good stead. We remain confident of outpacing FMCG market growth and maintaining margins at healthy levels.

KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

| Particulars | F. Y. 2021-2022 | F. Y. 2020-2021 |
|--------------------------------------|-----------------|-----------------|
| Debtors Turnover Ratio | 35.59 | 35.03 |
| Inventory Turnover Ratio | 4.18 | 3.49 |
| Interest Coverage Ratio ¹ | 161.41 | 91.15 |
| Current Ratio ² | 1.43 | 1.97 |
| Debt Equity Ratio | 0.00 | 0.00 |
| Operating Profit Margin (%) | 6.88 | 6.47 |
| Net Profit Margin (%) | 5.27 | 5.01 |
| Return on Networth ³ | 3.10 | 2.97 |

¹ Interest Coverage Ratio has improved due to decrease in finance cost and increase in profit before tax.

² Current Ratio has decreased since during the year, the Company has strategically deployed the funds in long term investment from the proceeds of short-term investment.

³ Return on Net worth has improved due to increase in the net income of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. 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 Meetings are regularly held where these reports and variance analysis are discussed and action plans are 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.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

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

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Industrial relations at plant location, branch offices and depots remain to be harmonious. Human capital is at the heart of our company's success. It can be attributed through our diversified and competent workforce, capable leadership and empowering culture and efficient operational excellence. 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, 2022 the Company has strength of 379 employees.

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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

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

Place: Mumbai
Date: 25th May, 2022

Sanjay Kothari
Director
DIN: 00258316

Sohan Sarda
Executive Director & CEO
DIN: 00129782

BUSINESS RESPONSIBILITY REPORT

Introduction

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Business Responsibility Report ('BRR') of the Company for the financial year 2021-22 is outlined hereinbelow. This report delineates the Company's performance from the environment, social and governance ('ESG') perspective.

The Company believes in the quote that 'success isn't about how much money one makes, it's about the difference you make in people's lives'. Conducting the business ethically and responsibly is in the DNA of J. L. Morison (India) Ltd., and in line with this philosophy, the Company has adopted the following vision:

"To be a sustainably growing, socially responsible organisation providing innovative and quality products and be a market leader in baby care"

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

| | | |
|-----|---|---|
| 1. | Corporate Identity Number (CIN) of the Company | L51109WB1934PLC088167 |
| 2. | Name of the Company | J. L. MORISON (INDIA) LIMITED |
| 3. | Registered address | Rasoi Court, 20, Sir R. N. Mukherjee Road, Kolkata – 700 001 |
| 4. | Website | https://www.jlmorison.com |
| 5. | E-mail id | investors@jlmorison.com |
| 6. | Financial Year reported | 2021-22 |
| 7. | Sector(s) that the Company is engaged in (industrial activity code-wise) | |
| | (a) Toothpaste/Hair Color | 202 |
| | (b) Baby products | 222 |
| 8. | List three key products/services that the Company manufactures/provides (as in balance sheet) | 1) Tooth paste; 2) Hair Color; 3) Baby Products. |
| 9. | Total number of locations where business activity is undertaken by the Company | |
| | (a) Number of International Locations (Provide details of major 5) | NIL |
| | (b) Number of National Locations | 1) Registered office in Kolkata, West Bengal; 2) One Corporate office in Mumbai, Maharashtra; 3) One Manufacturing unit in Aurangabad, Maharashtra; 4) Four Branch offices at Mumbai, Kolkata, Delhi & Chennai; 5) Sixteen depots all over India. |
| 10. | Markets served by the Company – Local/ State/ National/ International | The Company's products are sold in National markets. |

SECTION B: FINANCIAL DETAILS OF THE COMPANY

| Sr. No. | Financial details of the Company | F.Y. 2021-22 |
|---------|---|--|
| 1. | Paid up Capital [(INR) in Lakhs] | 136.50 |
| 2. | Total Turnover [(INR) in Lakhs] | 11,624.03 |
| 3. | Total profit after taxes [(INR) in Lakhs] | 611.97 |
| 4. | Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | During the F.Y. 2021-22, the Company spent Rs. 15 Lakhs on CSR activities, which is 2.45% of profit after tax for the said financial year. |
| 5. | List of activities in which expenditure in 4 above has been incurred: - | Please refer to 'Annexure C' of Board's Report for CSR activities undertaken by the Company during the financial year 2021-22. |

SECTION C: OTHER DETAILS

| | | |
|----|---|---|
| 1. | Does the Company have any Subsidiary Company/ Companies? | The Company does not have any subsidiary. |
| 2. | Do the Subsidiary Company/Companies participate in the Business Responsibility ("BR") Initiatives of the parent company? If yes, then indicate the number of such subsidiary Company(s) | Not Applicable |

| | | |
|----|--|----|
| 3. | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] | No |
|----|--|----|

SECTION D: BR INFORMATION
1 Details of Director/Directors responsible for BR
(a) Details of the Director/Director responsible for implementation of the BR policy/policies

| | | |
|----|-------------|--------------------------|
| 1. | DIN | 00129782 |
| 2. | Name | Mr. Sohan Sarda |
| 3. | Designation | Executive Director & CEO |

(b) Details of the BR head

| No. | Particulars | Details |
|-----|---------------------|--|
| 1. | DIN (if applicable) | 00129782 |
| 2. | Name | Mr. Sohan Sarda |
| 3. | Designation | Executive Director & CEO |
| 4. | Telephone number | 022-61410300 |
| 5. | E-mail id | sohan.sarda@jlmorison.com |

2 Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. Briefly these are as follows:

| Principle No | Name of the Principle |
|--------------|--|
| P 1 | Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. |
| P 2 | Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle. |
| P 3 | Businesses should promote the well-being of all employees. |
| P 4 | Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. |
| P 5 | Businesses should respect and promote human rights. |
| P 6 | Businesses should respect, protect and make efforts to restore the environment. |
| P 7 | Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner. |
| P 8 | Businesses should support inclusive growth and equitable development. |
| P 9 | Businesses should engage with and provide value to their customers and consumers in a responsible manner. |

(a) Details of compliance (Reply in Y/N)

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|--|--|----|----|----|----|----|----|----|----|
| 1. | Do you have a policy/policies for the principles... | Y | Y | Y | Y | Y | Y | N | Y | Y |
| 2. | Has the policy being formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | N | Y | Y |
| 3. | Does the policy conform to any national / international standards? If yes, specify? (50 words) | The policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business', released by the Ministry of Corporate Affairs, Companies Act and various SEBI Regulations. | | | | | | | | |
| 4. | Has the policy being approved by the Board? If yes, has it been signed by MD/ Owner/ CEO/ appropriate Board Director? | Y | Y | Y | Y | Y | Y | NA | Y | Y |
| 5. | Does the Company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | NA | Y | Y |
| 6. | Indicate the link for the policy to be viewed online? | www.jlmorison.com | | | | | | | | |
| 7. | Has the policy been formally communicated to all relevant internal and external stakeholders? | The policies have been communicated to key internal and external stakeholders through the Company's website www.jlmorison.com | | | | | | | | |

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|--|--|----|----|----|----|----|----|----|----|
| 8. | Does the Company have in-house structure to implement the policy/ policies? | Y | Y | Y | Y | Y | Y | NA | Y | Y |
| 9. | Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies? | Y | Y | Y | Y | Y | Y | NA | Y | Y |
| 10. | Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | The policies are evaluated internally from time to time and updated whenever required. | | | | | | | | |

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|---|----|----|----|----|----|----|----|----|----|
| 1. | The Company has not understood the Principles | - | - | - | - | - | - | - | - | - |
| 2. | The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | - | - | - | - | - | - | Y | - | - |
| 3. | The Company does not have financial or manpower resources available for the task | - | - | - | - | - | - | - | - | - |
| 4. | It is planned to be done within next 6 months | - | - | - | - | - | - | - | - | - |
| 5. | It is planned to be done within the next 1 year | - | - | - | - | - | - | - | - | - |
| 6. | Any other reason (please specify) | - | - | - | - | - | - | - | - | - |

3. Governance related to BR

- a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year -

Ans. The Board of Directors of the Company shall review BR performance annually or whenever required.

- b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Ans. The BR is published as a part of the Annual Report for the financial year 2021-22 and is also available on website of the Company at www.jlmorison.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

- 1 Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint-Ventures/Suppliers/Contractors/NGOs /Others?

Ans. Yes, policy relating to ethics, bribery and corruption covers only the Company. No, it does not extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others.

- 2 How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Ans. During the financial year 2021-22, the Company has not received any complaints from its shareholders. Complaints/ grievances from other stakeholders are dealt with on an ongoing basis. No major complaints were received during the financial year 2021-22.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.

- 1 List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

Ans. The Company continuously improves its products to meet customer requirements. Following products and their designs have incorporated social or environmental concerns, risks and opportunities:

- Toothpaste;
- Hair Color;
- Baby care products.

- 2 For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

(ii) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Ans. For all the above products, the Company has efficient production process including usage of environment friendly packing materials.

3 Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Ans. Yes, the Company has procedures in place for sustainable sourcing, which are in-line with its endeavor to continuously improve the social and environmental performance of its supply chain. The Company sensitizes its supply chain about the benefits of effectively managing its performance while taking into consideration health, safety and the environment. The Company also encourages implementation of sustainable business practices. The Company places special importance on consequences of design, materials, manufacture, production, logistics, service delivery, operations, maintenance, recycling and disposal; that are fundamental to its supplier selection process. By means of the above systems, the Company has procured approximately 50% of its goods and services sustainably.

4 Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Ans. Yes, the Company procures goods and services from MSMEs (Micro, Small & Medium Enterprises). The Company assess their capability on a regular basis and provides technical and financial support to improve their capability and capacity wherever required.

5 Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so ?

Ans. (a) The Company is having a culture of continuously recycling the waste. The Company is also evaluating various strategies to make the packaging of its product more environment friendly.

(b) The by-products of the packaging materials used in the imported products viz., the papers and wooden container which are used to protect the imported products, are utilized internally by the Company. Percentage of such waste may be <5 %. The Company is also considering to adopt new means for disposing its waste in more prudent and productive manner, whereby the waste are effectively disposed-off so that the harmful emissions are eliminated from them.

Principle 3: Businesses should promote the well-being of all employees.

1 Please indicate the total number of employees.

Ans. There were 379 permanent employees as on 31st March, 2022 in the Company.

2 Please indicate the Total number of employees hired on temporary/contractual/casual basis.

Ans. There were 31 employees hired on temporary/ contractual / casual basis as on 31st March, 2022 in the Company.

3 Please indicate the number of permanent women employees.

Ans. There were 21 permanent women employees as on 31st March, 2022 in the Company.

4 Please indicate the Number of permanent employees with disabilities.

Ans. There were no employees with disabilities as on 31st March, 2022 in the Company.

5 Do you have an employee association that is recognized by management.

Ans. 1 worker association is recognized at the factory.

6 What percentage of your permanent employees is members of this recognized employee association?

Ans. The Company has 12 (3.02%) permanent employees as members in the aforementioned recognized employee association.

7 Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Ans. No complaint relating to child labour, forced labour, involuntary labour, sexual harassment was received in the financial year 2021-22. No complaint was pending either at beginning or at the end of the financial year.

| Sr. No. | Category | No of Complaints filed during the financial year | No of complaints pending as on end of the financial year |
|---------|--|--|--|
| 1 | Child labour/ forced labour / involuntary labour | Nil | Nil |
| 2 | Sexual harassment | Nil | Nil |
| 3 | Discriminatory employment | Nil | Nil |

8 What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- Ans. (a) Permanent Employees – 100%
 (b) Permanent Women Employees - 100%
 (c) Casual / Temporary / Contractual Employees – 100%
 (d) Employees with Disabilities -N.A.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1 Has the Company mapped its internal and external stakeholders? Yes/No.

Ans. Yes.

2 Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders.

Ans. Identification of the disadvantaged, vulnerable and marginalised stakeholders is an on-going process and the Company is committed to the welfare of marginalised and vulnerable sections of the society through its various CSR activities.

3 Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

Ans. During the financial year 2021-22, the Company contributed to PM CARES Fund towards its CSR obligations, which is used for combating, containment and providing relief efforts against the coronavirus (COVID 19) outbreak and similar pandemic like situations in the future. The details of CSR activities are explained in more details in the “Annexure C” of the Board Report. Further, the Company has also undertaken various initiatives, whereby the employees of the Company engage with the students of marginalized community and teach them various topics, which would not only help such students to perform academically well but would enhance their self-esteem too.

Principle 5: Businesses should respect and promote human rights.

1 Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures / Suppliers / Contractors /NGOs/Others?

Ans. It covers the Company.

2 How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Ans. No complaints relating to violation of human rights were received during the financial year 2021-22.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment.

1 Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures / Suppliers/ Contractors / NGOs/others?

Ans. Environmental Policy is applicable to all the business units of the Company and it encourages all business partners including suppliers, vendors and contractors to follow this policy.

2 Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Ans. No.

3 Does the Company identify and assess potential environmental risks? Y/N

Ans. Yes.

4 Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Ans. No.

5 Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Ans. Yes, the details are given under Directors report.

6 Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Ans. Yes, the Company ensures compliances with the applicable laws.

7 Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Ans. Nil.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1 Is your Company, a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Ans. a) Bombay Chamber of Commerce & Industry

b) Swiss-Indian Chamber of Commerce India

2 Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) -

Ans. No.

Principle 8: Businesses should support inclusive growth and equitable development.

1 Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.

Ans. As a responsible corporate citizen, the Company focuses on community development through its CSR activities. Details of our CSR activities undertaken during the financial year 2021-22 are provided in Annexure C to Directors' Report. Further, in addition to the CSR activities, the Company also give donations to the charitable trust which are involved in upliftment of society.

2 Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?

Ans. The Company has contributed to PM CARES Fund towards its CSR obligations. Further, the Company also gives donations to the charitable trust which are involved in upliftment of society.

3 Have you done any impact assessment of your initiative?

Ans. The average CSR obligation in the three immediately preceding financial years was less than Rs. 10.00 Crores, hence, the provisions relating to the impact assessment under sub rule 3 of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

4 What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken.

Ans. The total amount spent on all CSR activities and projects during the FY 2021- 2022 was Rs. 15 Lakhs and the details of the CSR projects and activities undertaken are provided in details in Annexure C of the Directors' Report and forms a part of this Annual Report for FY 2021-22.

5 Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Ans. The Company has contributed its CSR funds to PM CARES Fund which has been established by Government of India for combating, containment and providing relief efforts against the coronavirus outbreak and similar pandemic like situations in the future. Further, the Company also gives donations to the charitable trust which are involved in engaged upliftment of society.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1 What percentage of customer complaints/consumer cases are pending as on the end of financial year?

Ans. The Company has a robust system for addressing customer complaints. These complaints are properly dealt with and disposed off after verification. Pending complaints at the year-end is negligible.

2 Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)

Ans. Yes, the Company displays product information on the products label as per the mandated local laws. The Company also ensures that all the label claims are verified with certificates from NABL certified labs for all of its products.

3 Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

Ans. NIL.

4 Did your company carry out any consumer survey/ consumer satisfaction trends?

Ans. Yes, the Company carry out consumer survey periodically. The Company leverages this survey to understand customers' requirements and helps to provide the required solution.

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

Place: Mumbai

Date: 25th May, 2022

Sanjay Kothari
Director
DIN: 00258316

Sohan Sardar
Executive Director & CEO
DIN: 00129782

INDEPENDENT AUDITORS' REPORT

**To the Members of
J. L. Morison (India) Limited
Report on the Audit of Financial Statements**

Opinion

We have audited the accompanying financial statements of **J. L. Morison (India) Limited** ("the Company"), which comprises of Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Sr. No | Key Audit Matters | Auditor's response |
|--------|---|--|
| 1. | <p>Valuation of unquoted equity instruments:</p> <p>We focused on the valuation of unquoted equity instruments due to the materiality of the instruments and the subjective nature of their valuation which involve the use of judgemental assumptions. As disclosed in Note no. 41 to the financial statements, as at March 31, 2022 the Company has unquoted equity instruments of Rs. 8,202.01 Lakhs. These instruments are classified and measured at fair value through other comprehensive income.</p> | <p>Audit procedures performed:</p> <p>We assessed and tested the design and the operating effectiveness of the key controls that management has established to support the review and approval of the model design, key model inputs and valuation.</p> <p>We assessed the appropriateness of the valuation method used by the management by verifying the assumptions as also corroborating information mainly, report by the independent valuer.</p> |
| 2. | <p>Inventory - existence and valuation:</p> <p>As at March 31, 2022, the Company held inventories of Rs. 1,510.26 Lakhs. [Also, refer Note no. 8 of the financial statements]</p> <p>Inventories existence and valuation was an audit focus area because of its size and assumptions used in the valuation.</p> <p>There is an element of judgement relating to these provisions which are based on historical evidence and the current economic conditions. The changing trends and economic environment require judgements in respect of provisions to be reassessed at each reporting date.</p> | <p>Audit procedures performed:</p> <p>We have performed following audit procedures over inventory existence and valuations:</p> <p>(a) Performing procedures to ensure that the changes in inventory are properly recorded.</p> <p>(b) Performing substantive analytical procedures to test the correctness of inventory existence and valuation.</p> <p>(c) Testing of accuracy of inventory reconciliations with the general ledgers at period end, including test of reconciling items</p> |

| Sr. No | Key Audit Matters | Auditor's response |
|--------|--|--|
| | In view of the above, the matter has been determined to be a key audit matter. | <p>(d) Testing on a sample basis the accuracy of cost for inventory by verifying the actual production costs and testing the net realizable value by comparing actual cost with relevant market data.</p> <p>The procedures performed gave us a sufficient evidence to conclude about the inventory existence and valuation.</p> |

Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business Responsibility report, Corporate Governance report and Shareholder's information, but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity 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. 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, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" 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 and records.
 - (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flow 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 Companies (Indian Accounting Standards) Rules, 2015.
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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, refer to our separate Report in Annexure "B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the matters to be included in the Auditor's report in accordance with the 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 performance in its financial statements. [Refer note no 35 to financial statements]
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement. (Refer Note no. 50 (v) & (vi) to the financial statements)
 - v. As stated in Note 49 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with Section 123 of the Act, as applicable.

For **LODHA & COMPANY**
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner

Membership No. 44101
UDIN: 22044101AJPFUX5097

Place: Mumbai
Date: May 25, 2022

**Annexure “A” referred to in “Report on Other Legal and Regulatory Requirements”
section of our report to the members of J. L. Morison (India) Limited for the year ended 31st March, 2022:**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

- i. a. In respect of Company’s Property, Plant and Equipment (PPE) and Intangible Assets:
 - A. The Company has maintained proper records, showing full particulars including quantitative details and situation of PPE and relevant details of right-to-use assets.
 - B. The Company has maintained proper records, showing full particulars including quantitative details of intangible assets.
- b. As explained to us and on the basis of our examination of the records of the Company, the Company has a phased program for physical verification of all the PPE over a period of three years. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. Pursuant to the program of the physical verification of PPE, physical verification of certain PPE has been carried out during the year and no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under PPE are held in the name of the Company.
- d. The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year. Hence reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us, and on the basis of our examination of the books and records of the Company, neither any proceedings have been initiated during the year nor are pending as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence, reporting under Clause 3(i)(e) of the Order is not applicable to the Company. Refer note 50 (i) to the financial statements.
- ii. (a) The inventories have been physically verified by the management at reasonable intervals during the year, except for goods in transit. The coverage and procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of it’s business. Goods in transit have been verified by way of subsequent receipt/confirmations. As per the information and explanations given to us and on the basis of examination of records of the Company, no discrepancies of 10% or more in the aggregate for each class of inventory was noticed on physical verification of inventories as compared to book records.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets accordingly, reporting requirements of paragraph 3(ii)(b) of the Order are not applicable to the Company.
- iii. (a) The Company has granted interest bearing loan to a body corporate amounting to Rs. 25 lakhs during the year. (Maximum outstanding balance during the year is Rs. 25 lakhs and closing balance as at year end Nil)
- (b) We are of the opinion that the terms and conditions of the above mentioned loan granted and investment made in the normal course of business are, prima facie, not prejudicial to the interest of the Company.
- (c) The schedule of repayment of principal and receipt of interest thereon has been stipulated and its repayment and receipts are regular except as follows:

| Name of the Entity | Nature | Rs. in lakhs | Due date | Delay in days |
|--|---------------|---------------------|----------------------------------|----------------------|
| Globe Financial Services Private Limited | Principal | 5.00 | 13 th September, 2020 | 321 |
| | Principal | 20.00 | 13 th September, 2020 | 488 |
| | Interest | 0.75 | 30 th June, 2021 | 3 |
| | Interest | 0.65 | 30 th September, 2021 | 8 |
| | Interest | 0.69 | 31 st December, 2021 | 14 |

- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loan granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) The interest bearing loan granted to a body corporate have been received back during the year and there was no renewal of extension granted or fresh loan granted to settle the over dues of existing loans. Also, refer note (c) above.

- (f) The Company has not granted any loans which are repayable on demand or without specifying the terms or period of repayment and hence, reporting under Clause 3 (iii)(f) is not applicable to the Company.
- iv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not granted any loans or provided guarantees or security to the parties covered under Section 185 of the Act and the Company has complied with the provisions of Section 186 of the Act with respect to the loans given and investments made. The Company has not provided any guarantees and security.
- v. According to the information and explanations given to us and on the basis of examination of records, no deposits or amounts which are deemed to be deposits have been accepted by the Company within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Hence, reporting under Clause 3(v) of the Order is not applicable to the Company.
- 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 rules framed there under.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues mentioned in Clause vii (a) which have not been deposited on account of any dispute except the following:

| Name of the statute | Nature of dues | Amount Rs. in lakhs | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|----------------|---------------------|--|--|
| The Sales Tax Act | Sales Tax | 3.29 | 1995-96, 1998-1999, 2004-05 to 2006-07 | Assistant Commissioner / Deputy Commissioner of Commercial Taxes |
| The Income Tax Act, 1961 | Income Tax | 183.17 | AY 2018-19 | Commissioner of Income Tax (Appeals) |

- viii. According to the information and explanations given to us and based on our examination of records of the Company, there were no amounts to be recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence, reporting under Clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not taken any loan or other borrowings from any lender during the period and accordingly, reporting requirements of paragraph 3(ix)(a) of the Order are not applicable to the Company.
- (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year and hence, reporting under Clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements, in our opinion, the Company has not utilized funds raised on short term basis for long term purposes.
- (e) The Company does not have any subsidiaries, associates and joint ventures and accordingly, reporting requirements of paragraph 3(ix)(e) and (f) of the Order are not applicable to the Company.
- x. (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence, reporting under Clause 3(x) (a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence, reporting under Clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) 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 or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) Since no fraud by the Company or any fraud on the Company has been noticed or reported during the year, reporting under Clause 3 (xi)(b) is not applicable to the Company.

- (c) Based on our audit procedures performed and according to the information and explanations given to us, during the year, no whistle blower complaint was received by the Company and hence, reporting under Clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable accounting standard. Refer note. 36 to the financial statements.
- xiv. (a) According to the information and explanations given to us and based on our examination of the records, the Company's internal audit system is commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under Clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) As per the information and explanations given to us and as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, there are no Core Investment companies forming part of the group.
- xvii. The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Hence reporting under Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with the second proviso to sub-section (5) of Section 135 of the said act. Accordingly, reporting under paragraph 3(xx) of the Order are not applicable to the Company.

For LODHA & COMPANY

Chartered Accountants

Firm registration No. – 301051E

R. P. Baradiya

Partner

Membership No. 44101

UDIN: 22044101AJPFUX5097

Place: Mumbai

Date: May 25, 2022

**Annexure “B” referred to in “Report on Other Legal and Regulatory Requirements”
section of our report to the members of J. L. Morison (India) Limited for the year ended 31st March, 2022:**

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the **J. L. Morison (India) Limited** (“the Company”) as of March 31, 2022 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 Board of Directors of the Company 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 component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 Act.

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 on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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 judgment, 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 entity are being made only in accordance with authorisations of management; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity’s assets that could have a material effect on the financial statements (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the entity from time to time.

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, to the best of our information and according to the explanations given to us, the Company has, broadly, 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 March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LODHA & COMPANY**

Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya

Partner

Membership No. 44101
UDIN: 22044101AJPFUX5097

Place: Mumbai

Date: May 25, 2022

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | Note No. | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|----------|------------------------------------|------------------------------------|
| A) ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 1 | 1,585.81 | 1,622.10 |
| Investment property | 2 | 817.53 | 834.39 |
| Intangible assets | 3 | - | - |
| Financial assets | | | |
| - Investments | 4 | 18,001.95 | 12,430.89 |
| - Loans | 5 | 2.70 | - |
| - Other financial assets | 6 | 25.57 | 94.83 |
| Income tax assets (net) | | 61.64 | 57.27 |
| Other non-current assets | 7 | 3.25 | 2.82 |
| Total non-current assets | | 20,498.45 | 15,042.30 |
| Current assets | | | |
| Inventories | 8 | 1,510.26 | 1,087.30 |
| Financial assets | | | |
| - Investments | 9 | 781.80 | 1,934.06 |
| - Trade receivables | 10 | 409.63 | 243.30 |
| - Cash and cash equivalents | 11 | 260.64 | 436.75 |
| - Bank balances other than above | 12 | 126.41 | 3.30 |
| - Loans | 13 | 8.75 | 361.79 |
| - Other financial assets | 14 | 6.61 | 205.89 |
| Other current assets | 15 | 253.44 | 317.69 |
| Total current assets | | 3,357.54 | 4,590.08 |
| TOTAL ASSETS | | 23,855.99 | 19,632.38 |
| B) EQUITY AND LIABILITIES | | | |
| Equity | | | |
| - Equity share capital | 16 a | 136.50 | 136.50 |
| - Other equity | 16 b | 19,579.64 | 16,725.71 |
| Total equity | | 19,716.14 | 16,862.21 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| - Borrowings | 17 | - | 7.91 |
| - Other financial liabilities | 18 | 28.00 | 28.00 |
| Provisions | 19 | 235.40 | 222.08 |
| Deferred tax liabilities (net) | 46 | 1,525.16 | 189.48 |
| Total non-current liabilities | | 1,788.56 | 447.47 |
| Current liabilities | | | |
| Financial liabilities | | | |
| - Borrowings | 20 | 24.70 | 14.93 |
| - Trade payables | 21 | | |
| - Total outstanding dues of micro enterprises and small enterprises; and | | 135.28 | 124.45 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,631.81 | 1,699.05 |
| - Other financial liabilities | 22 | 36.52 | 22.44 |
| Other current liabilities | 23 | 429.33 | 380.54 |
| Provisions | 24 | 93.65 | 81.29 |
| Total current liabilities | | 2,351.29 | 2,322.70 |
| TOTAL EQUITY AND LIABILITIES | | 23,855.99 | 19,632.38 |
| Significant accounting policies | B | | |
| See accompanying notes to the financial statements | 1-55 | | |

As per our attached report of even date

For and on behalf of the Board of Directors

For Lodha & Co.

Chartered Accountants
Firm Registration No.: 301051ER. P. Baradiya
PartnerSanjay Kothari
Director
DIN: 00258316Sohan Sarda
Executive Director & CEO
DIN :00129782Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. A34607Ravindra Gajelli
Chief Financial Officer
Place: Mumbai
Date: 25th May, 2022Place: Mumbai
Date: 25th May, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | Note No. | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|----------|--|--|
| Revenue from operations | 25 | 11,624.03 | 10,013.92 |
| Other income | 26 | 226.88 | 308.03 |
| Total income | | 11,850.91 | 10,321.95 |
| Expenses | | | |
| Cost of materials consumed | 27 | 2,181.11 | 1,574.45 |
| Purchase of stock in trade | | 3,681.40 | 2,774.69 |
| Changes in inventories of work-in progress and finished goods | 28 | (432.55) | 285.22 |
| Employee benefits expense | 29 | 2,361.26 | 2,126.38 |
| Finance costs | 30 | 4.95 | 7.10 |
| Depreciation and amortisation expense | 31 | 88.40 | 97.85 |
| Advertising and sales promotion expense | 32 | 1,543.35 | 1,136.10 |
| Other expenses | 33 | 1,628.73 | 1,680.08 |
| Total expenses | | 11,056.65 | 9,681.87 |
| Profit before taxation | | 794.26 | 640.08 |
| Income tax expense: | 46 | | |
| Current tax | | 195.00 | 157.52 |
| Deferred tax | | (13.93) | (22.56) |
| Taxation relating to earlier years | | 1.22 | 3.55 |
| Profit for the year | | 611.97 | 501.57 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of post-employment benefit obligations | | 32.71 | 68.51 |
| Changes in fair value of FVOCI equity instruments | | 3,370.39 | 1,554.55 |
| Tax relating to these items | | (1,327.91) | (62.66) |
| Items that will be reclassified to profit or loss | | | |
| Changes in fair value of FVOCI debt instruments | | 202.12 | 149.15 |
| Tax relating to these items | | (21.70) | (16.24) |
| Other comprehensive income for the year, net of tax | | 2,255.61 | 1,693.31 |
| Total comprehensive income for the year | | 2,867.58 | 2,194.88 |
| Basic and diluted earnings per share (Face value of Rs. 10 each) | 34 | 44.83 | 36.74 |
| Significant accounting policies | B | | |
| See accompanying notes to the financial statements | 1-55 | | |

As per our attached report of even date

For Lodha & Co.

Chartered Accountants
Firm Registration No.: 301051E

R. P. Baradiya

Partner

Place: Mumbai
Date: 25th May, 2022

For and on behalf of the Board of Directors

Sanjay Kothari

Director

DIN: 00258316

Ravi Vaishnav

Company Secretary & Compliance Officer

Membership No. A34607

Sohan Sarda

Executive Director & CEO

DIN :00129782

Ravindra Gajelli

Chief Financial Officer

Place: Mumbai
Date: 25th May, 2022

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | | For the year ended 31 st March, 2021 | |
|---|--|-----------------|--|-----------------|
| | | | | |
| A. Cash flows from Operating Activities: | | | | |
| Net Profit before tax and extraordinary items | | 794.26 | | 640.08 |
| Depreciation & Amortisation | 88.40 | | 97.85 | |
| Finance costs | 4.95 | | 7.10 | |
| Rent Income | (14.52) | | (41.18) | |
| Profit/loss on sale of Property, Plant and Equipment (net) | (1.07) | | 0.85 | |
| Net gain on sale /fair valuation of investments through profit & loss | (138.97) | | (211.37) | |
| Provision for expected loss allowance & provision for Bad debts | (2.02) | | - | |
| Bad debts | 6.16 | | 1.26 | |
| Loss on Forward contract on forex | 11.40 | | 4.47 | |
| Interest Income | (23.73) | | (55.49) | |
| Liabilities no long required written back | (48.54) | | - | |
| | | (117.94) | | (196.51) |
| Operating Profit Before Working Capital Changes | | 676.32 | | 443.57 |
| Movement in working capital: | | | | |
| Increase / (Decrease) in trade payables | (7.88) | | 569.95 | |
| Increase in long term provisions | 46.04 | | 57.30 | |
| Increase in short term provisions | 12.36 | | 6.50 | |
| Increase / (Decrease) in Other current liabilities | 51.48 | | (168.13) | |
| Increase /(Decrease) in Other long term liabilities | - | | (22.25) | |
| Decrease /(Increase) in trade receivables | (170.47) | | 83.22 | |
| Decrease / (Increase) in inventories | (422.96) | | 482.20 | |
| Decrease in long term loans and advances | 66.13 | | 179.10 | |
| Increase in short term loans and advances | (5.74) | | (2.55) | |
| Decrease / (Increase) in other current assets | 267.16 | | (104.36) | |
| | | (163.88) | | 1,080.98 |
| Cash generated from the operations | | 512.44 | | 1,524.55 |
| Direct tax paid (net) | | (200.60) | | (135.00) |
| Net Cash from Operating Activities "A" | | 311.84 | | 1,389.55 |
| B. Cash Flows from Investing Activities | | | | |
| Purchase of property, plant and equipment | (35.70) | | (28.38) | |
| Proceeds from property, plant and equipment | 1.52 | | 8.70 | |
| Purchase of investments (net) | (1,887.67) | | (416.82) | |
| Intercompany deposits/ fixed deposits maturity more than 12 months(net) | 235.67 | | 1,046.75 | |
| Interest Received | 20.11 | | 116.58 | |
| Rent Received | 14.52 | | 41.18 | |
| Dividend Income | 28.08 | | 31.84 | |
| | | (1,623.47) | | 799.85 |
| C. Cash Flows from Financing Activities | | | | |
| Repayment of long term borrowings (Net) | (7.91) | | (14.93) | |
| Proceeds from / (Repayment of) short term borrowings (Net) | 9.77 | | (10.28) | |
| Dividend | (13.65) | | (13.65) | |
| Finance costs | (4.95) | | (6.93) | |
| | | (16.74) | | (45.79) |
| Net Cash used in Financing Activities "C" | | (16.74) | | (45.79) |
| Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | | (1,328.37) | | 2,143.61 |
| Cash & Cash equivalents at the beginning of the year | | 2,370.81 | | 227.20 |
| Cash & Cash equivalents as at end of the year | | 1,042.44 | | 2,370.81 |
| Cash and Cash Equivalents include: | | | | |
| Cash on hand | | 2.54 | | 2.48 |
| Bank Balances | | | | |
| - in current accounts | | 207.79 | | 433.96 |
| - in deposit accounts | | 50.31 | | 0.31 |
| Current Investments | | 781.80 | | 1,934.06 |
| Total | | 1,042.44 | | 2,370.81 |
| Significant accounting policies | B | | | |
| See accompanying notes to the financial statements | 1-55 | | | |

As per our attached report of even date

For and on behalf of the Board of Directors

For Lodha & Co.

Chartered Accountants

Firm Registration No.: 301051E

R. P. Baradiya

Partner

Sanjay Kothari

Director

DIN: 00258316**Sohan Sarda**

Executive Director & CEO

DIN :00129782**Ravi Vaishnav**

Company Secretary & Compliance Officer

Membership No. A34607

Ravindra Gajelli

Chief Financial Officer

Place: Mumbai

Place: Mumbai

Date: 25th May, 2022Date: 25th May, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

a) EQUITY

(Rs. in lakhs)

| | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Equity Share Capital | | |
| Balance at the beginning of the reporting period | 136.50 | 136.50 |
| Changes in shares capital due to prior period errors | - | - |
| Changes in share capital during the year | - | - |
| Balance at the end of the reporting period | 136.50 | 136.50 |

b) OTHER EQUITY

(Rs. in lakhs)

| Particulars | Reserves and surplus | | | Items of other comprehensive income | | | Total |
|---|----------------------|-----------------|-------------------|--|--|---------------------------------|------------------|
| | Capital Reserve | General Reserve | Retained Earnings | Equity Instruments fair valued through OCI | Debt Instruments fair valued through OCI | Other Actuarial gains/ (losses) | |
| Balance as at 1st April, 2020 | 2,380.00 | 4,570.80 | 3,159.06 | 4,393.77 | 92.01 | (51.16) | 14,544.48 |
| Changes due to prior period errors | - | - | - | - | - | - | - |
| Profit for the year | - | - | 501.57 | - | - | - | 501.57 |
| Other comprehensive income for the year (Net) | - | - | - | 1,509.14 | 132.91 | 51.26 | 1,693.31 |
| Dividend paid | - | - | (13.65) | - | - | - | (13.65) |
| Balance as at 31st March, 2021 | 2,380.00 | 4,570.80 | 3,646.98 | 5,902.91 | 224.92 | 0.10 | 16,725.71 |
| Profit for the year | - | - | 611.97 | - | - | - | 611.97 |
| Changes due to prior period errors | - | - | - | - | - | - | - |
| Other comprehensive income for the year (Net) | - | - | - | 2,050.71 | 180.42 | 24.48 | 2,255.61 |
| Dividend paid | - | - | (13.65) | - | - | - | (13.65) |
| Balance as at 31st March, 2022 | 2,380.00 | 4,570.80 | 4,245.30 | 7,953.62 | 405.34 | 24.58 | 19,579.64 |
| Refer note 16 b for nature and purpose of the reserves | | | | | | | |

As per our attached report of even date

For Lodha & Co.Chartered Accountants
Firm Registration No.: 301051E**R. P. Baradiya**
PartnerPlace: Mumbai
Date: 25th May, 2022

For and on behalf of the Board of Directors

Sanjay Kothari
Director
DIN: 00258316**Ravi Vaishnav**
Company Secretary & Compliance Officer
Membership No. A34607**Sohan Sarda**
Executive Director & CEO
DIN :00129782**Ravindra Gajelli**
Chief Financial Officer
Place: Mumbai
Date: 25th May, 2022

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

A. CORPORATE INFORMATION:

J. L. Morison (India) Limited ('The Company') is a public limited company domiciled in India and is incorporated under the provision of The Companies Act applicable in India (CIN: L51109WB1934PLC088167). Its shares are listed on BSE Ltd. (BSE). The Company is engaged in the trading and manufacturing of personal care products.

The Board of Directors approved the Financial Statements for the year ended 31st March, 2022 and authorised for issue on 25th May, 2022.

B. SIGNIFICANT ACCOUNTING POLICIES:

1 Basis of Preparation of Financial Statements :

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 4 & 9)
- (ii) Defined benefit employee plan (Refer note no. 40)
- (iii) Derivative Financial instruments

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

2 Use of Estimates and Judgments :

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Refer note no. 40
- (b) Estimation of current tax expenses and payable - Refer note no. 46

3 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.

Freehold land is carried at cost and is not depreciated. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

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

4 **Intangible Assets :**

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5 **Depreciation and Amortization :**

(a) **Property Plant and Equipment (PPE)**

- Leasehold land is amortised over 95 years.
- Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) **Intangible Assets**

- Software is amortized over a period of 5 years

6 **Investment Property:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in Schedule II of the Companies Act, 2013.

7 **Financial Instruments :**

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) **Measured at amortised cost:**

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) **Measured at fair value through other comprehensive income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) **Measured at fair value through profit or loss (FVTPL):**

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities**Initial Recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

8 Fair Value Measurement :

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

9 Inventories:

Inventories includes Raw Material, Work-in-Progress, Finished goods, Stores & spares , Consumables, Packing Materials, Stock in trade and are valued at lower of cost and net realizable value.

Raw Materials and Packing Materials

Raw Material and Components – Cost include cost of purchases and other costs incurred in bringing the inventories to their present location and condition. Cost is determined using identified lot basis / First in first out (FIFO) basis.

Work-in-Progress and Finished Goods

Cost includes cost of direct material, labour, other direct cost and a proportion of fixed manufacturing overheads allocated based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average cost basis.

Stock in Trade

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.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Adequate allowance is made for obsolete and slow moving items.

10 Cash and Cash Equivalents :

Cash and Cash equivalents include cash and cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11 Foreign Currency Transactions :

a) **Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) **Measurement of Foreign Currency Items at the Balance Sheet Date**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12 Revenue from contracts with customers:

The Company recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to directly use the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer 's creditworthiness.

Revenue is the transaction price the Company expects to be entitled to. The Company considers whether there are other promises in the contract that are separate performance obligations to which the transaction price needs to be allocated (e.g. warranties etc.).

The Company recognises provision for sales return, based on the past trends. Therefore, a refund liability, is recognized for the products expected to be returned.

Revenue is recognized for each performance obligation either at a point in time or over time.

Sale of goods

Revenues are recognized at a point in time when control of the goods passes to the buyer, usually upon either at the time of dispatch or delivery. In case of export sale, it is usually recognised based on the shipped-on board date as per bill of lading. Revenue from sale of goods is net of taxes.

Revenues from services

Revenues are recognized over time on a straight-line basis or, if the performance pattern is other than straight-line, as services are provided/rendered.

Other Income

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

Contract balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only a passage of time is required to before payment of the consideration is due).

Contract liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfer goods and services to the customer, a contract liability is recognised when the payment is made or the payment is due, whichever is earlier. Contract liabilities are recognised as revenue when the company performs under the contract.

13 Employee Benefits :

The Company has provides following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund

a) **Defined-benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial(gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) **Defined-contribution plan:**

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

c) **Other employee benefits:**

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

14 Taxes on Income :

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

15 Borrowing Costs :

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of cost of that assets, during the period till all the activities necessary to prepare the qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16 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.

17 Leases :

As a Lessee:

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor:

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

18 Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

C) RECENT ACCOUNTING PRONOUNCEMENTS:

The Ministry of Corporate Affairs (MCA) vide Notification dated 23rd March, 2022 has issued new Companies (Indian Accounting Standard) Amendment Rules, 2022. Major amendments notified in the notification are provided below:

- (a) Ind AS 16 | Property, plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022.
- (b) Ind AS 37 | Provisions, contingent liabilities and contingent assets – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022, although early adoption is permitted.
- (c) Ind AS 103 | Business combinations – The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- (d) Ind AS 109 | Financial instruments – The amendment clarifies which fees an entity includes when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.

The Company is evaluating the impact of these amendments.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

1 PROPERTY, PLANT AND EQUIPMENT

(Rs. in lakhs)

| Particulars | Land | | Buildings | Plant and Equipment | Furniture and Fixtures | Vehicles | Office Equipment | Computers | Total |
|--|----------|-----------|-----------|---------------------|------------------------|----------|------------------|-----------|----------|
| | Freehold | Leasehold | | | | | | | |
| Gross Carrying Amount : | | | | | | | | | |
| Balance as at 1 st April, 2020 | 1.12 | 46.49 | 1,504.35 | 168.57 | 39.84 | 103.72 | 28.45 | 51.39 | 1,943.93 |
| Additions | - | - | - | - | 0.10 | 22.66 | 1.24 | 4.38 | 28.38 |
| Disposals | - | - | - | 0.10 | 3.27 | 29.28 | 3.54 | 15.55 | 51.74 |
| Balance as at 31 st March, 2021 | 1.12 | 46.49 | 1,504.35 | 168.47 | 36.67 | 97.10 | 26.15 | 40.22 | 1,920.57 |
| Additions | - | - | - | 28.75 | 1.47 | - | 1.23 | 4.25 | 35.70 |
| Disposals | - | - | - | - | - | 6.04 | 0.20 | 0.30 | 6.54 |
| Balance as at 31 st March, 2022 | 1.12 | 46.49 | 1,504.35 | 197.22 | 38.14 | 91.06 | 27.18 | 44.17 | 1,949.73 |
| Accumulated Depreciation : | | | | | | | | | |
| Balance as at 1 st April, 2020 | - | 2.24 | 135.68 | 42.88 | 23.69 | 4.12 | 23.30 | 27.78 | 259.69 |
| Depreciation charge for the year | - | 0.56 | 33.52 | 11.06 | 4.53 | 19.10 | 0.91 | 11.29 | 80.97 |
| Disposals | - | - | - | 0.03 | 3.14 | 20.06 | 3.48 | 15.48 | 42.19 |
| Balance as at 31 st March, 2021 | - | 2.80 | 169.20 | 53.91 | 25.08 | 3.16 | 20.73 | 23.59 | 298.47 |
| Depreciation charge for the year | - | 0.56 | 29.56 | 11.18 | 4.56 | 17.05 | 0.96 | 7.67 | 71.54 |
| Disposals | - | - | - | - | - | 5.61 | 0.19 | 0.29 | 6.09 |
| Balance as at 31 st March, 2022 | - | 3.36 | 198.76 | 65.09 | 29.64 | 14.60 | 21.50 | 30.97 | 363.92 |
| Net Carrying Amount : | | | | | | | | | |
| As at 31 st March, 2021 | 1.12 | 43.69 | 1,335.15 | 114.56 | 11.59 | 93.94 | 5.42 | 16.63 | 1,622.10 |
| As at 31 st March, 2022 | 1.12 | 43.13 | 1,305.59 | 132.13 | 8.50 | 76.46 | 5.68 | 13.20 | 1,585.81 |

Notes -

- a) Leasehold land is amortised over a lease period of 95 years commencing from August, 1998
- b) Refer note no. 20 for certain Property, Plant and Equipment mortgaged/hypothecated as collateral security against bank borrowings.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

2 INVESTMENT PROPERTY

| Particulars | (Rs. in lakhs) |
|--|----------------|
| Gross Carrying Amount : | |
| Balance as at 1 st April, 2020 | 918.69 |
| Additions | - |
| Disposals | - |
| Balance as at 31st March, 2021 | 918.69 |
| Additions | - |
| Disposals | - |
| Balance as at 31st March, 2022 | 918.69 |
| Accumulated Depreciation : | |
| Balance as at 1 st April, 2020 | 67.44 |
| Depreciation charge for the year | 16.86 |
| Disposals | - |
| Balance as at 31st March, 2021 | 84.30 |
| Depreciation charge for the year | 16.86 |
| Disposals | - |
| Balance as at 31st March, 2022 | 101.16 |
| Net Carrying Amount : | |
| As at 31 st March, 2021 | 834.39 |
| As at 31 st March, 2022 | 817.53 |

a) Refer note no. 43 for information regarding income and expenditure of Investment property.

b) Fair value of investment property

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022* | As at 31 st March, 2021** |
|---------------------|--|---|
| Investment property | 2,135.50 | 2,613.80 |

* The fair value of investment property is based on the valuation by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

** The fair value of investment property has been determined based on the Ready Reckoner value.

3 INTANGIBLE ASSETS

| Particulars | (Rs. in lakhs) |
|--|----------------|
| Software | |
| Gross Carrying Amount : | |
| Balance as at 1 st April, 2020 | 110.32 |
| Additions | - |
| Disposals | - |
| Balance as at 31st March, 2021 | 110.32 |
| Additions | - |
| Disposals | - |
| Balance as at 31st March, 2022 | 110.32 |
| Accumulated Amortisation : | |
| Balance as at 1 st April, 2020 | 110.32 |
| Amortisation charge for the year | - |
| Disposals | - |
| Balance as at 31st March, 2021 | 110.32 |
| Amortisation charge for the year | - |
| Disposals | - |
| Balance as at 31st March, 2022 | 110.32 |
| Net Carrying Amount : | |
| As at 31 st March, 2021 | - |
| As at 31 st March, 2022 | - |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------|--|---------------------------------------|
| Financial Assets | | |
| 4 | <u>INVESTMENTS - (NON-CURRENT)</u> | |
| | Fair valued through other comprehensive income (Refer note no. 41) | |
| | | |
| | 13,227.30 | 9,113.80 |
| | 4,774.65 | 3,317.09 |
| | 18,001.95 | 12,430.89 |
| 5 | <u>LOANS - (NON-CURRENT)</u> | |
| | Unsecured , Considered Good | |
| | Loans and advances | |
| | | |
| | 2.70 | - |
| | 2.70 | - |
| 6 | <u>OTHER FINANCIAL ASSETS - (NON-CURRENT)</u> | |
| | Unsecured , Considered Good | |
| | | |
| | 15.58 | 13.87 |
| | | |
| | 9.99 | 80.96 |
| | 25.57 | 94.83 |
| 7 | <u>OTHER - (NON-CURRENT ASSETS)</u> | |
| | | |
| | 3.25 | 2.82 |
| | 3.25 | 2.82 |
| 8 | <u>INVENTORIES</u> | |
| | | |
| | 238.61 | 257.39 |
| | [including goods in transit Rs.52.39 lakhs (as at 31 st March 2021- Rs. Nil)] | |
| | 91.91 | 75.50 |
| | 270.68 | 174.42 |
| | 744.37 | 424.49 |
| | [including goods in transit Rs.5.83 lakhs (as at 31 st March 2021- Rs.Nil)] | |
| | 164.69 | 155.50 |
| | 1,510.26 | 1087.30 |
| | a) Refer significant accounting policy no. 9 | |
| | b) Refer note no. 20 for Inventories hypothecated as security against bank borrowings. | |
| 9 | <u>INVESTMENTS - (CURRENT)</u> | |
| | Unquoted | |
| | | |
| | 781.80 | 1,934.06 |
| | 781.80 | 1,934.06 |
| 10 | <u>TRADE RECEIVABLES</u> | |
| | | |
| | 409.63 | 243.30 |
| | Unsecured, Considered Good | |
| | 2.06 | 0.05 |
| | Unsecured, Considered Doubtful | |
| | 22.26 | 24.69 |
| | Less: Provision for Doubtful Trade Receivables | |
| | 22.26 | 24.69 |
| | Less: Allowance for expected credit loss | |
| | 2.06 | 0.05 |
| | 409.63 | 243.30 |

a) Refer note no.20 for trade receivables hypothecated as primary security against bank borrowings.

b) Refer note no. 48 for credit terms, ageing analysis and other relevant details related to trade receivables.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| 11 CASH AND CASH EQUIVALENTS | | |
| Balances with banks | | |
| - In current accounts | 207.79 | 433.96 |
| - In deposit accounts | 50.31 | 0.31 |
| Cash on hand | 2.54 | 2.48 |
| | 260.64 | 436.75 |
| 12 BANK BALANCES OTHER THAN ABOVE | | |
| - In dividend accounts | 1.65 | 1.80 |
| - In deposit accounts | 36.50 | 1.50 |
| - In margin accounts | 88.26 | - |
| (Pledged against the Bank Guarantees to customers for supply of materials) | | |
| | 126.41 | 3.30 |
| 13 LOANS - (CURRENT) | | |
| Unsecured , Considered Good Loans and advances | | |
| - Employees | 8.75 | 3.01 |
| - Others (Refer note no. 38) | - | 358.78 |
| Unsecured , Considered doubtful | | |
| - Others (Refer note no. 38) | - | 25.00 |
| Less: Provision for Doubtful loans | - | 25.00 |
| | 8.75 | 361.79 |
| 14 OTHER FINANCIAL ASSETS - (CURRENT) | | |
| Interest receivable | 5.21 | 1.58 |
| Deposits | - | 3.60 |
| Other receivables | 1.40 | 200.71 |
| | 6.61 | 205.89 |
| 15 OTHER CURRENT ASSETS | | |
| Unsecured , Considered Good | | |
| Advance to suppliers | 86.43 | 60.11 |
| Prepayments | 24.55 | 26.11 |
| Balances with statutory authorities | 142.46 | 231.47 |
| | 253.44 | 317.69 |
| 16 a) EQUITY SHARE CAPITAL | | |
| AUTHORISED | | |
| 30,00,000 equity shares of Rs 10 each | 300.00 | 300.00 |
| (As at 31 st March, 2021 - 30,00,000 equity shares of Rs 10 each) | | |
| | 300.00 | 300.00 |
| ISSUED SUBSCRIBED AND FULLY PAID-UP | | |
| 13,65,034 equity shares of Rs 10 each, fully paid-up | 136.50 | 136.50 |
| (As at 31 st March, 2021 - 13,65,034 equity shares of Rs 10 each, fully paid-up) | | |
| | 136.50 | 136.50 |

a) Rights of equity shareholders

The Company has only one class of equity shares having a par value of Rs 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.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

b) Dividend paid and proposed - Refer note no. 49(b)

c) 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.

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

| Particulars | As at 31 st March, 2022 | | As at 31 st March, 2021 | |
|---|------------------------------------|--------------|------------------------------------|--------------|
| | No. of shares | Rs. in lakhs | No. of shares | Rs. in lakhs |
| Shares outstanding at the beginning of the year | 13,65,034 | 136.50 | 13,65,034 | 136.50 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 13,65,034 | 136.50 | 13,65,034 | 136.50 |

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

| Particulars | As at 31 st March, 2022 | | As at 31 st March, 2021 | |
|---|------------------------------------|--------------|------------------------------------|--------------|
| | 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 Advisory Services LLP | 1,13,319 | 8.30 | 1,13,319 | 8.30 |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | 94,600 | 6.93 | 94,600 | 6.93 |
| Surdas Trading & Mfg. Co. Limited | 78,742 | 5.77 | 78,742 | 5.77 |

f) 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.

g) Details of promoters' share holding and change during the year

| Particulars | As at 31 st March, 2022 | | As at 31 st March, 2021 | | % Change during the year |
|---|------------------------------------|--------------|------------------------------------|--------------|--------------------------|
| | 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 Advisory Services LLP | 1,13,319 | 8.30 | 1,13,319 | 8.30 | - |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | 94,600 | 6.93 | 94,600 | 6.93 | - |
| Surdas Trading & Mfg. Co. Limited | 78,742 | 5.77 | 78,742 | 5.77 | - |
| Leaders Healthcare Limited | 67,603 | 4.95 | 67,603 | 4.95 | - |
| Pallawi Trading & Mfg. Co. Ltd. | 30,000 | 2.20 | 30,000 | 2.20 | - |
| Sun Light Marketing Services LLP | 24,566 | 1.80 | 24,566 | 1.80 | - |
| Axon Trading & Mfg. Co. Ltd. | 20,490 | 1.50 | 20,490 | 1.50 | - |
| Lotus Udyog LLP | 18,400 | 1.35 | 18,400 | 1.35 | - |
| Goodpoint Advisory Services LLP | 14,000 | 1.03 | 14,000 | 1.03 | - |
| Noble Business Solutions Limited | 8,866 | 0.65 | 8,866 | 0.65 | - |
| Silver Trading And Services Limited | 5,736 | 0.42 | 5,736 | 0.42 | - |
| Mr. Varunn Mody | 135 | 0.01 | 135 | 0.01 | - |
| Mr. Raghu Nandan Mody | 250 | 0.02 | 250 | 0.02 | - |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

16 b) OTHER EQUITY

(Rs. in lakhs)

| Particulars | Reserves and surplus | | | Items of other comprehensive income | | | Total |
|--|----------------------|-----------------|-------------------|--|--|---------------------------------|------------------|
| | Capital Reserve | General Reserve | Retained Earnings | Equity Instruments fair valued through OCI | Debt Instruments fair valued through OCI | Other Actuarial gains/ (losses) | |
| Balance as at 1st April, 2020 | 2,380.00 | 4,570.80 | 3,159.06 | 4,393.77 | 92.01 | (51.16) | 14,544.48 |
| Profit for the year | - | - | 501.57 | - | - | - | 501.57 |
| Changes due to prior period errors | - | - | - | - | - | - | - |
| Other comprehensive income for the year (Net) | - | - | - | 1,509.14 | 132.91 | 51.26 | 1,693.31 |
| Dividend paid | - | - | (13.65) | - | - | - | (13.65) |
| Balance as at 31st March, 2021 | 2,380.00 | 4,570.80 | 3,646.98 | 5,902.91 | 224.92 | 0.10 | 16,725.71 |
| Profit for the year | - | - | 611.97 | - | - | - | 611.97 |
| Changes due to prior period errors | - | - | - | - | - | - | - |
| Other comprehensive income for the year (Net) | - | - | - | 2,050.71 | 180.42 | 24.48 | 2,255.61 |
| Dividend paid | - | - | (13.65) | - | - | - | (13.65) |
| Balance as at 31st March, 2022 | 2,380.00 | 4,570.80 | 4,245.30 | 7,953.62 | 405.34 | 24.58 | 19,579.64 |

Purpose of Reserves :

Capital Reserve: Capital Reserve was credited out of capital receipts in earlier years

General Reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Equity Instrument and Debt Instruments fair valued through Other Comprehensive Income: The fair value change of the equity instruments and debt instruments measured at fair value through other comprehensive income is recognised in Equity instruments and Debt instruments through Other Comprehensive Income.

Other Actuarial gains/ (losses): Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| 17 <u>BORROWINGS - (NON-CURRENT)</u> | | |
| Term loans | | |
| Secured | | |
| Vehicle loan from a bank | - | 7.91 |
| | <u>-</u> | <u>7.91</u> |
| Secured by way of hypothecation of vehicle and carried Interest @ 8.71% p.a. | | |
| 18 <u>OTHER FINANCIAL LIABILITIES - (NON-CURRENT)</u> | | |
| Security deposits* | 28.00 | 28.00 |
| | <u>28.00</u> | <u>28.00</u> |

*Carries interest range from 5% to 14% p.a. (Previous year range from 6% to 14% p.a.)

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| 19 PROVISIONS - (NON-CURRENT) | | |
| Provision for Compensated absences | 175.95 | 158.63 |
| Provision for Gratuity | 59.45 | 63.45 |
| | 235.40 | 222.08 |
| 20 BORROWINGS - (CURRENT) | | |
| Secured | | |
| Working capital loan from a bank (Refer note (a) below) | 24.70 | - |
| Vehicle loan from a bank - current maturity of long term debts (Refer note (b) below) | - | 14.93 |
| | 24.70 | 14.93 |
| (a) Working capital loan carries interest at one year RLLR + 1.65% (as at 31 st March, 2021 at one year RLLR + 2.80%) and secured by way of first charge of hypothecation of stocks, book debts, plant and equitable mortgage of land & factory building. | | |
| (b) Secured by way of hypothecation of vehicle and carried Interest @ 8.71% p.a. and repayable in 18 equal monthly instalments | | |
| 21 TRADE PAYABLES | | |
| Total outstanding dues of micro enterprises and small enterprises; and | 135.28 | 124.45 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note No.44 & 48) | 1,631.81 | 1,699.05 |
| | 1,767.09 | 1,823.50 |
| 22 OTHER FINANCIAL LIABILITIES - (CURRENT) | | |
| Interest accrued but not due | - | 0.17 |
| Unrealised exchange loss on forward contracts | 15.87 | 4.47 |
| Unpaid dividend* | 1.65 | 1.80 |
| Security deposits | 19.00 | 16.00 |
| | 36.52 | 22.44 |
| *There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at 31 st March, 2022 | | |
| 23 OTHER CURRENT LIABILITIES | | |
| Advance received from customers | 47.46 | 77.81 |
| Statutory dues | 381.87 | 302.73 |
| | 429.33 | 380.54 |
| 24 PROVISIONS | | |
| Provision for Compensated absences | 11.64 | 9.22 |
| Provision for Gratuity | 82.01 | 72.07 |
| | 93.65 | 81.29 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|---|--|
| 25 | <u>REVENUE FROM OPERATIONS</u> | |
| Sale of products - Personal Care products | 11,617.32 | 10,003.73 |
| Other operating revenues | | |
| - Insurance Claim | 6.71 | 10.19 |
| | 11,624.03 | 10,013.92 |
| 26 | <u>OTHER INCOME</u> | |
| a) Interest income | | |
| On bonds & debentures (non current investments) | - | 32.45 |
| On Inter Corporate Deposits | 6.57 | 15.84 |
| On Fixed Deposits | 17.15 | 7.18 |
| Others | 0.01 | 0.01 |
| b) Dividend Income (non current investments) | 28.08 | 31.84 |
| c) Other Income | | |
| Rent income | 14.52 | 41.18 |
| Profit on sale /redemption on non-current/current investments | 109.28 | 176.41 |
| Fair valuation of current investments | 1.30 | 3.12 |
| Profit on disposal of Property, Plant and Equipment | 1.07 | - |
| Liabilities no longer required written back (net) | 48.54 | - |
| Miscellaneous Income | 0.36 | - |
| | 226.88 | 308.03 |
| 27 | <u>COST OF MATERIALS CONSUMED</u> | |
| Raw Materials | | |
| Raw materials at the beginning of the year | 257.39 | 400.24 |
| Add: Purchases during the year | 1,253.93 | 801.51 |
| Less: Raw materials at the end of the year | 238.61 | 257.39 |
| Raw materials consumed | 1,272.71 | 944.36 |
| Packing Materials | | |
| Packing material at the beginning of the year | 155.50 | 209.63 |
| Add: Purchases during the year | 917.59 | 575.96 |
| Less: Packing materials at the end of the year | 164.69 | 155.50 |
| Packing materials consumed | 908.40 | 630.09 |
| | 2,181.11 | 1,574.45 |
| 28 | <u>CHANGES IN INVENTORIES OF WORK-IN-PROGRESS AND FINISHED GOODS</u> | |
| Opening stock | | |
| Stock in trade | 424.49 | 554.26 |
| Finished goods | 174.42 | 357.13 |
| Work-in-progress | 75.50 | 48.24 |
| | 674.41 | 959.63 |
| Closing stock | | |
| Stock in trade | 744.37 | 424.49 |
| Finished goods | 270.68 | 174.42 |
| Work-in-progress | 91.91 | 75.50 |
| | 1,106.96 | 674.41 |
| | (432.55) | 285.22 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|--|--|
| 29 EMPLOYEE BENEFITS EXPENSE | | |
| Salaries and wages | 2,118.77 | 1,905.18 |
| Contribution to provident and other funds | 217.05 | 214.65 |
| Staff welfare expenses | 25.44 | 6.55 |
| | 2,361.26 | 2,126.38 |
| 30 FINANCE COSTS | | |
| Interest on borrowings | 4.95 | 7.10 |
| | 4.95 | 7.10 |
| 31 DEPRECIATION AND AMORTISATION EXPENSE | | |
| Depreciation/Amortisation on property, plant and equipment | 71.54 | 80.99 |
| Depreciation on Investment property | 16.86 | 16.86 |
| | 88.40 | 97.85 |
| 32 ADVERTISING AND SALES PROMOTION EXPENSE | | |
| Advertising expense | 718.43 | 481.32 |
| Sales promotion expense | 824.92 | 654.78 |
| | 1,543.35 | 1,136.10 |
| 33 OTHER EXPENSES | | |
| Power and fuel | 17.99 | 13.01 |
| Rent | 27.70 | 27.59 |
| Repairs and maintenance | | |
| Buildings | 23.62 | 17.65 |
| Plant and machinery | 2.27 | 2.55 |
| Others | 45.96 | 60.87 |
| Rates and taxes, excluding taxes on income | 30.23 | 57.53 |
| Insurance | 45.78 | 32.36 |
| Travelling and conveyance | 68.50 | 41.26 |
| Legal and professional | 274.75 | 325.69 |
| Freight and forwarding expenses | 201.08 | 217.42 |
| Clearing & forwarding expenses | 164.22 | 162.76 |
| Royalty | 496.35 | 451.07 |
| Commission | 62.73 | 45.40 |
| Directors' sitting fees | 3.60 | 2.40 |
| Payments to auditors: | | |
| Audit fees including limited review fees | 8.00 | 8.00 |
| Re-imbusement of expenses | 0.80 | 0.80 |
| Donations | 2.50 | 25.50 |
| Contribution towards Corporate Social Responsibility (CSR) (Refer note no. 45) | 15.00 | 15.00 |
| Loss on disposal of Property, Plant and Equipment | - | 0.85 |
| Foreign exchange loss on fluctuations | 27.17 | 10.79 |
| Allowance for expected credit loss | 0.41 | - |
| Sundry Balances written off | - | 9.73 |
| Bad Debts | 6.16 | 1.26 |
| Less: Provision thereagainst | (2.43) | - |
| Provision for Bad and Doubtful debts | - | 17.89 |
| Miscellaneous expenses | 106.34 | 132.70 |
| | 1,628.73 | 1,680.08 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs except Shares & EPS)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|--|--|
| 34 EARNINGS PER SHARE (EPS) | | |
| Profit after tax(PAT) available for Equity Shareholders | 611.97 | 501.57 |
| Weighted Average Number of Equity Shares | 13,65,034 | 13,65,034 |
| Nominal value of Equity Shares (in Rs.) | 10.00 | 10.00 |
| Basic & Diluted Earning Per Share(in Rs.) | 44.83 | 36.74 |

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| 35 CONTINGENT LIABILITIES AND COMMITMENTS | | |
| CONTINGENT LIABILITIES | | |
| Disputed Income Tax Matters (including interest up to the date of demand) | 183.17 | 186.46 |
| Disputed Sales Tax Matters (including interest up to the date of demand) | 3.81 | 3.81 |
| | 186.98 | 190.27 |

Note

The Company's pending litigations comprise mainly claims against the Company, proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

36 RELATED PARTY DISCLOSURE**A) Relationships:****i) Key Management Personnel (KMP):****Whole Time Director**

Mr. Sohan Sarda - Executive Director & CEO

Chief Financial Officer (CFO)

Mr. Ravindra Gajelli - Chief Financial Officer

Company SecretaryMr. Ravi Vaishnav - Company Secretary & Compliance Officer (w.e.f. 17th September, 2021)Ms. Sonal Naik - Company Secretary & Compliance Officer (upto 16th September, 2021)**ii) Non Executive Directors:**

Mr. Raghu Nandan Mody

Mr. Sanjay Kothari

Mr. Dinesh Sharma

Mr. Lalit Kumar Bararia

Mrs. Annapurna Dubey

iii) Relatives of Key Managerial Personnel / Directors

Mrs. Shashi Mody (Daughter-in-law of Mr. Raghu Nandan Mody, Non Executive Director)

iv) Other Related Parties:

Rasoi Limited*

Hindustan Composites Limited*

Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited)

Leaders Healthcare Limited

Rasoi Express Private Limited

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Noble Business Solutions Limited

Sun Light Marketing Services LLP (formerly known as Sun Light Marketing Services Pvt. Ltd.)

Mrs. Sakshi Mody

* Entities belonging to promoter/promoter group holding 10% or more shareholding in the company.

B) Transactions carried out with related parties referred in (A) above, in ordinary course of business: (Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|--|--|
| Rent received from (Inclusive of tax) | | |
| Hindustan Composites Limited | 14.52 | 17.13 |
| Rent paid to (inclusive of tax) | | |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | 0.78 | 0.78 |
| Professional Fees paid to (inclusive of tax) | | |
| Mrs Shashi Mody | 56.64 | 56.64 |
| Payment for Services received from | | |
| Rasoi Express Private Limited (inclusive of tax) | 19.81 | 5.02 |
| Sun Light Marketing Services LLP | 17.60 | 17.45 |
| Purchase of Goods from (inclusive of tax and TCS) | | |
| Leaders Healthcare Limited | 1,596.82 | 1,430.50 |
| Rasoi Limited | 1,411.80 | 909.86 |
| Purchase of Investments | | |
| (Fair value through OCI) | | |
| Mrs. Sakshi Mody | 282.67 | - |
| Inter Corporate Deposit Given to | | |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | - | 175.00 |
| Noble Business Solutions Ltd. | - | 225.00 |
| Inter Corporate Deposit Received Back from | | |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | 130.00 | 45.00 |
| Noble Business Solutions Ltd. | 225.00 | - |
| Interest Received on Inter Corporate Deposit Given | | |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | 0.86 | 2.20 |
| Noble Business Solutions Ltd. | 2.61 | 1.89 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|--|--|
| Remuneration paid to | | |
| Mr. Sohan Sarda | 72.47 | 60.47 |
| Mr. Ravindra Gajelli | 29.58 | 24.40 |
| Ms. Sonal Naik | 3.06 | 5.51 |
| Mr. Ravi Vaishnav | 6.77 | - |
| Director sitting fee paid to (exclusive of tax) | | |
| Mr. Raghu Nandan Mody** | - | - |
| Mr. Sanjay Kothari | 0.90 | 1.30 |
| Mr. Dinesh Sharma | 0.20 | 0.10 |
| Mr. Lalit Kumar Bararia | 0.90 | 0.10 |
| Mrs. Annapurna Dubey | 1.60 | 0.90 |
| ** Opted to waive the sitting fees for attending the Board & Committee Meetings | | |
| Dividend received | | |
| Hindustan Composites Ltd. | 22.15 | 22.15 |

C) Balances outstanding with related parties referred in (A) above, in ordinary course of business: (Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| i) Payable: | | |
| Salaries and other employee benefits to Executive Director and KMP | | |
| Mr. Sohan Sarda | 7.50 | 1.63 |
| Mr. Ravindra Gajelli | 3.50 | 0.50 |
| Ms. Sonal Naik | - | 0.50 |
| ii) Receivables: | | |
| Others (ICD) | | |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | - | 132.03 |
| Noble Business Solutions Ltd. | - | 226.74 |
| iii) Investment in | | |
| Rasoi Limited (at cost) | 1,321.53 | 1,038.86 |
| Hindustan Composites Limited (at cost) | 1,260.81 | 1,260.81 |

Notes:

- (i) All related party transactions entered during the year were in ordinary course of the business.
- (ii) No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year.
- (iii) Related party relationships have been identified by the management and relied upon by the Auditors.

37 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 IND AS – 108 "Operating Segments" 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.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

38 LOANS & ADVANCES IN NATURE OF LOANS

(Rs. in lakhs)

| Name | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| a) Loans where there is no interest or at an interest rate below that specified in the Companies Act, 2013. | | |
| i) Long Term | | |
| Amount Outstanding end of the year | | |
| Employees (as per general rules of the Company) | 2.70 | - |
| Maximum amount outstanding during the Year | 2.70 | - |
| Employees (as per general rules of the Company) | | |
| ii) Short Term | | |
| Amount Outstanding end of the year | | |
| Employees (as per general rules of the Company) | 8.75 | 3.01 |
| Maximum amount outstanding during the Year | 8.75 | 3.01 |
| Employees (as per general rules of the Company) | | |
| b) Details of Short Term Inter Corporate Deposits* | | |
| Globe Financial Services Pvt. Ltd. | - | 25.00 |
| Pallawi Resources Private Limited (formerly known as Pallawi Resources Limited) | - | 130.00 |
| Noble Business Solutions Ltd. | - | 225.00 |
| Maximum amount outstanding during the year | 285.49 | 385.00 |

*Loans given to above parties are repayable on demand and were given for business purposes etc. with rate of interest ranging from 9% p.a. to 12% p.a.

39 On account of 'second wave' of COVID 19 pandemic, many State Governments have reintroduced some restrictions and therefore the operations of the Company have been temporarily affected. The Company complied the various guidelines issued by the Government /statutory authorities from time to time. The Company is taking adequate precautions for safety and wellbeing of its employees. The management, apart from considering the internal and external information upto the date of approval of these financial statements, expects to recover the carrying amount of the assets including financial investments. The Company will continue to closely monitor any material changes to future economic conditions and assess its impact on the operations of the Company.

40 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

I Gratuity:

In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under Group Gratuity Scheme.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

(Rs. in lakhs)

| Particulars | Defined benefit plans | |
|-------------------------------------|---------------------------------------|---------------------------------------|
| | As at 31 st March, 2022 | As at 31 st March, 2021 |
| Present value of plan liabilities | 333.06 | 293.73 |
| Fair value of plan assets | 191.59 | 158.21 |
| Asset/(Liability) recognised | (141.46) | (135.52) |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

B. Movements in plan assets and plan liabilities

| Particulars | Present value of obligations | Fair Value of Plan assets |
|---|------------------------------|---------------------------|
| As at 1st April, 2021 | 293.73 | 158.21 |
| Current service cost | 56.19 | - |
| Past service cost | - | - |
| Interest Cost | 20.15 | - |
| Interest Income | - | 10.85 |
| Return on plan assets excluding amounts included in net finance income/cost | - | 15.93 |
| Actuarial (gain)/loss arising from changes in demographic assumptions | 0.33 | - |
| Actuarial (gain)/loss arising from changes in financial assumptions | (9.97) | - |
| Actuarial (gain)/loss arising from experience adjustments | (7.14) | - |
| Employer contributions | - | 26.84 |
| Benefit payments | (20.23) | (20.23) |
| As at 31st March, 2022 | 333.06 | 191.59 |
| As at 1st April, 2020 | 287.71 | 133.24 |
| Current service cost | 58.58 | - |
| Past service cost | - | - |
| Interest Cost | 19.68 | - |
| Interest Income | - | 9.11 |
| Return on plan assets excluding amounts included in net finance income/cost | - | 5.41 |
| Actuarial (gain)/loss arising from changes in demographic assumptions | - | - |
| Actuarial (gain)/loss arising from changes in financial assumptions | (29.96) | - |
| Actuarial (gain)/loss arising from experience adjustments | (33.14) | - |
| Employer contributions | - | 19.58 |
| Benefit payments | (9.13) | (9.13) |
| As at 31st March, 2021 | 293.73 | 158.21 |

C. Statement of Profit and Loss

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|---|---|
| Employee Benefit Expenses: | | |
| Current service cost | 56.19 | 58.58 |
| Interest cost/(income) | 9.30 | 10.57 |
| Total amount recognised in Statement of profit & loss | 65.49 | 69.15 |
| Remeasurement of the net defined benefit liability: | | |
| Return on plan assets excluding amounts included in net finance income/(cost) | 15.93 | 5.41 |
| Actuarial Gains/(Losses) on Obligation For the Period | 16.78 | 63.10 |
| Total amount recognised in Other Comprehensive Income | 32.71 | 68.51 |

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

The significant actuarial assumptions were as follows:

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|----------------------------------|--|---|
| Financial Assumptions | | |
| Discount rate | 7.15% | 6.86% |
| Salary Escalation Rate | 11.00% | 11.00% |
| Attrition Rate | 2 % to 15% | 2 % to 15% |
| Demographic Assumptions | | |
| Mortality Rate during Employment | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality (2006-08) Ultimate |
| Retirement Age | 58 Years | 58 Years |
| Adjusted Average Future Services | 11 | 11 |

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: (Rs. in lakhs)

| | Impact on defined benefit obligation | | |
|------------------------|--------------------------------------|---------------------------|---------------------------|
| | Change in assumption | Increase in assumption | Decrease in assumption |
| Discount rate | 1.00% | (31.27) | 36.29 |
| Salary Escalation Rate | 1.00% | 30.24 | (27.76) |
| Attrition Rate | 1.00% | (8.41) | 9.39 |

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2022 as follows: (Rs. in lakhs)

| Year ending 31 st March, | Defined benefit obligation |
|-------------------------------------|----------------------------|
| 2023 | 8.74 |
| 2024 | 10.86 |
| 2025 | 11.10 |
| 2026 | 24.27 |
| 2027 | 18.53 |
| Thereafter | 716.90 |

II Compensated Absences:

The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as on 31st March, 2022 performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

The disclosure in respect of the defined Compensated Absences are given below: (Rs. in lakhs)

| | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Expenses recognised in Statement of Profit and Loss | 32.29 | 21.30 |
| Balance Sheet liability | 187.59 | 167.84 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

41 INVESTMENTS - (NON-CURRENT) : (NON TRADE & FULLY PAID UP)

(Rs. in lakhs)

| Particulars | Face Value Rs. | As at 31 st March, 2022 | | As at 31 st March, 2021 | |
|---|----------------|------------------------------------|------------------|------------------------------------|------------------|
| | | Nos. | Rs. | Nos. | Rs. |
| A) Equity Instruments - Fair valued through other comprehensive income | | | | | |
| Equity Shares (Quoted, fully paid up) | | | | | |
| Hindustan Composites Ltd. | 5 | 11,07,702 | 2,935.96 | 11,07,702 | 2,934.30 |
| GlaxoSmithKline Pharmaceuticals Ltd. | 10 | 140 | 2.33 | 140 | 2.02 |
| Hindustan Unilever Ltd. | 1 | 1,593 | 32.64 | 1,593 | 38.72 |
| Total | | | 2,970.93 | | 2,975.04 |
| Equity Shares (Unquoted, fully paid up) | | | | | |
| Rasoil Ltd. | 200 | 19,298 | 8,201.65 | 18,633 | 4,854.45 |
| NKGSB Co-operative Bank Ltd. | 10 | 2,500 | 0.25 | 2,500 | 0.25 |
| Super Bazar The Co-operative Stores Ltd. | 10 | 500 | 0.05 | 500 | 0.05 |
| Casil Health Products Ltd. | 10 | 100 | 0.06 | 100 | 0.06 |
| Total | | | 8,202.01 | | 4,854.81 |
| Exchange Trade Fund (Quoted, fully paid up) | | | | | |
| ICICI Prudential Nifty ETF | 10 | 8,19,000 | 1,538.16 | 8,19,000 | 1,283.95 |
| Total | | | 1,538.16 | | 1,283.95 |
| Private Equity (Unquoted) | | | | | |
| Avendus Future Leaders Fund II | 1,00,000 | 225 | 225.00 | - | - |
| Total | | | 225.00 | | - |
| REIT (Quoted) | | | | | |
| Powergrid Infrastructure Investment Trust | 10 | 2,16,700 | 291.20 | - | - |
| Total | | | 291.20 | | - |
| Total Equity Instruments | (A) | | 13,227.30 | | 9,113.80 |
| B) Debt Instruments - Fair valued through other comprehensive income | | | | | |
| Bonds and Debentures (Quoted, fully paid up) | | | | | |
| Bonds - Secured | | | | | |
| Bharat Bond FOF Direct Plan Growth April 2030 | | 47,26,434 | 567.47 | 47,26,434 | 535.47 |
| Bharat Bond FOF Direct Plan Growth April 2031 | | 51,41,554 | 553.16 | 51,41,554 | 523.51 |
| Bharat Bond FOF Direct Plan Growth April 2032 | | 50,62,474 | 511.31 | - | - |
| Total Bonds | | | 1,631.94 | | 1,058.98 |
| Debentures - Secured | | | | | |
| India Infoline Finance Ltd. CEM-2021 G1 - Oct 2021 | | - | - | 50 | 292.40 |
| India Infoline Finance Ltd. GEM-2024 G1 - Feb 2024 | | 300 | 418.12 | 300 | 353.06 |
| HDB Financial Services Ltd. - May 2023 | | 50 | 573.75 | 50 | 544.15 |
| Axis Finance Ltd. - June 2023 | | 50 | 574.00 | 50 | 546.30 |
| Mindspace Business Parks REIT - April 2022 | | 50 | 551.10 | 50 | 522.20 |
| Embassy Property Development Pvt. Ltd. MLD - April 2023 | | 50 | 514.29 | - | - |
| Motilal Oswal Financial Services Ltd. (MOFSL-MLD) - March 2024 | | 50 | 511.45 | - | - |
| Total Debentures | | | 3,142.71 | | 2,258.11 |
| Total Debt Instruments | (B) | | 4,774.65 | | 3,317.09 |
| Total Non Current Investments | (A)+(B) | | 18,001.95 | | 12,430.89 |
| Aggregate amount of quoted investment and market value thereof: | | | 9,574.94 | | 7,576.08 |
| Aggregate amount of unquoted investments | | | 8,427.01 | | 4,854.81 |
| Aggregate amount of impairment in value of investments | | | - | | - |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

42 CURRENT INVESTMENTS: (FULLY PAID UP)

(Rs. in lakhs)

| Particulars | Face Value Rs. | As at 31 st March, 2022 | | As at 31 st March, 2021 | |
|--|-------------------|------------------------------------|---------------|------------------------------------|-----------------|
| | | Nos. | Rs. | Nos. | Rs. |
| Mutual Funds (Unquoted)-Fair valued through Profit & Loss Account | | | | | |
| Debt | | | | | |
| Baroda BNP Paribas Overnight Fund Direct Plan Growth | 1,000 | 26,877 | 300.03 | 13,947 | 150.76 |
| LIC MF Overnight Fund Direct Plan Growth | 1,000 | - | - | 1,67,202 | 1,783.30 |
| ICICI Prudential Overnight Fund Direct Plan Growth | 100 | 4,20,364 | 481.77 | - | - |
| Total Mutual Funds | | | 781.80 | | 1,934.06 |
| Total Current Investments | | | 781.80 | | 1,934.06 |
| Aggregate amount of unquoted investments and market value thereof: | | | 781.80 | | 1,934.06 |
| Aggregate amount of impairment in value of investments | | | - | | - |

43 COMPANY AS A LESSEE

Short term lease payment recognized in the statement of Profit & Loss for the period from 1st April, 2021 to 31st March, 2022 is Rs. 27.70 lakhs (previous year Rs. 27.59 lakhs)

COMPANY AS A LESSOR

During the year, Rs. 14.52 lakhs (Previous Year Rs. 41.18 lakhs) has been recognized as rent income in the Statement of Profit and Loss under head "Other Income"

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---------------------------|--|--|
| Rental Income | 14.52 | 41.18 |
| Less: | | |
| Direct Operating Expenses | 2.34 | 5.80 |
| Depreciation | 2.06 | 16.86 |
| Net Income | 10.12 | 18.52 |

44 DISCLOSURE UNDER THE MSMED ACT, 2006

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| 1) Principal amount outstanding | 135.28 | 124.45 |
| 2) Principal amount due and remaining unpaid | - | - |
| 3) Interest due on (2) above and the unpaid interest | - | - |
| 4) Interest paid on all delayed payments under the MSMED Act. | - | - |
| 5) Payment made beyond the appointed day during the year | - | - |
| 6) Interest due and payable for the period of delay other than (4) above | - | - |
| 7) Interest accrued and remaining unpaid | - | - |
| 8) Amount of further interest remaining due and payable in succeeding years | - | - |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

45 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per section 135 of Companies Act, 2013 a CSR committee has been formed by the Company. As part of the initiatives under CSR the company has contributed in PM CARES fund, which is specified in schedule VII of Companies Act, 2013. The amount spent on the same is given below:

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|--|--|
| A) Amount required to be spent as per section 135 of Companies Act, 2013 | 12.80 | 14.05 |
| B) Construction/acquisition of any asset | - | - |
| On purposes other than above | 15.00 | 15.00 |
| i) Balance utilised from the excess spent in FY 2020-21 | - | - |
| ii) Shortfall at the end of the year | - | - |
| iii) Total of previous years shortfall | - | - |
| iv) Reason for shortfall | NA | NA |
| v) Nature of CSR activities | Contribution in PM CARES fund | Contribution in PM CARES fund |
| vi) Details of related party transactions in relation to CSR expenditure | - | - |

46 INCOME TAXES

(Rs. in lakhs)

a) Tax expense recognised in the Statement of Profit and Loss

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|---|--|--|
| Current tax | | |
| Current year | 195.00 | 157.52 |
| Adjustments for prior periods | 1.22 | 3.55 |
| Total current tax | 196.22 | 161.07 |
| Deferred tax | | |
| Current year | (13.93) | (22.56) |
| Total deferred income tax expense/(credit) | (13.93) | (22.56) |
| Total income tax expense/(credit) | 182.29 | 138.51 |

b) A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

| Particulars | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|--|--|
| Reconciliation of effective tax rate | | |
| Profit before taxation | 794.26 | 640.08 |
| Enacted income tax rate in India | 25.17% | 25.17% |
| Tax at India Income Tax Rate | 199.90 | 161.10 |
| Differences due to: | | |
| Expenses not deductible for tax purposes | (1.74) | 18.00 |
| Income exempt from Income taxes | (8.97) | (32.24) |
| Deduction allowed under Section 24 of the Income Tax Act, 1961 | 0.72 | (1.60) |
| Expenses deductible separately for tax purpose | (12.24) | (13.07) |
| Others | 3.40 | 2.79 |
| Tax expense/(reversal) relating to earlier years | 1.22 | 3.55 |
| Income tax Expense | 182.29 | 138.51 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

c) The movement in deferred tax assets and liabilities

(Rs. in lakhs)

| Movement during the year ended 31 st March, 2022 and 31 st March, 2021 | As at 31 st March, 2021 | Credit/(charge) in statement of Profit and Loss | Credit/(charge) in statement of OCI | As at 31 st March, 2022 |
|--|------------------------------------|---|-------------------------------------|------------------------------------|
| Amount allowable on payment basis and others | (126.11) | (15.28) | - | (141.39) |
| Depreciation | 251.07 | 1.35 | - | 252.42 |
| Fair value gains/losses | 64.52 | - | 1,349.61 | 1,414.13 |
| Total | 189.48 | (13.93) | 1,349.61 | 1,525.16 |

47 FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

(Rs. in lakhs)

| | Instruments carried at fair value | | | | Instruments carried at amortized cost | | Total carrying amount (A+B) |
|--|-----------------------------------|---------------------------|-----------------|----------------------|---------------------------------------|-----------------|-----------------------------|
| | FVOCI (Equity instruments) | FVOCI (Other instruments) | FVTPL | Total fair value (A) | Carrying amount (B) | Fair value | |
| As at 31st March, 2021 | | | | | | | |
| Investments | 9,113.80 | 3,317.09 | 1,934.06 | 14,364.95 | - | - | 14,364.95 |
| Deposits | - | - | - | - | 94.83 | 94.83 | 94.83 |
| Trade receivables | - | - | - | - | 243.30 | 243.30 | 243.30 |
| Cash and cash equivalents | - | - | - | - | 440.05 | 440.05 | 440.05 |
| Loans | - | - | - | - | 361.79 | 361.79 | 361.79 |
| Other financial assets | - | - | - | - | 205.89 | 205.89 | 205.89 |
| Total | 9,113.80 | 3,317.09 | 1,934.06 | 14,364.95 | 1,345.86 | 1,345.86 | 15,710.81 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lakhs)

| | Instruments carried at fair value | | | | Instruments carried at amortized cost | | Total carrying amount (A+B) |
|--|-----------------------------------|---------------------------|---------------|----------------------|---------------------------------------|---------------|-----------------------------|
| | FVOCI (Equity instruments) | FVOCI (Other instruments) | FVTPL | Total fair value (A) | Carrying amount (B) | Fair value | |
| As at 31st March, 2022 | | | | | | | |
| Investments | 13,227.30 | 4,774.65 | 781.80 | 18,783.75 | - | - | 18,783.75 |
| Deposits | - | - | - | - | 25.57 | 25.57 | 25.57 |
| Trade receivables | - | - | - | - | 409.63 | 409.63 | 409.63 |
| Cash and cash equivalents | - | - | - | - | 387.05 | 387.05 | 387.05 |
| Loans | - | - | - | - | 11.45 | 11.45 | 11.45 |
| Other financial assets | - | - | - | - | 6.61 | 6.61 | 6.61 |
| Total | 13,227.30 | 4,774.65 | 781.80 | 18,783.75 | 840.30 | 840.30 | 19,624.06 |

b. Financial liabilities

(Rs. in lakhs)

| | Instruments carried at fair value | | Instruments carried at amortized cost | | Total carrying amount (A+B) |
|--|-----------------------------------|--|---------------------------------------|-----------------|-----------------------------|
| | FVTPL | Total carrying amount and fair value (A) | Carrying amount (B) | Fair value | |
| As at 31st March, 2021 | | | | | |
| Borrowings | - | - | 22.84 | 22.84 | 22.84 |
| Trade payables | - | - | 1,823.50 | 1,823.50 | 1,823.50 |
| Other financial liabilities | - | - | 50.44 | 50.44 | 50.44 |
| Total | - | - | 1,896.78 | 1,896.78 | 1,896.78 |
| As at 31st March, 2022 | | | | | |
| Borrowings | - | - | 24.70 | 24.70 | 24.70 |
| Trade payables | - | - | 1,767.09 | 1,767.09 | 1,767.09 |
| Other financial liabilities | - | - | 64.52 | 64.52 | 64.52 |
| Total | - | - | 1,856.31 | 1,856.31 | 1,856.31 |

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

c. Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(Rs. in lakhs)

| | Level 1 | Level 2 | Level 3 | Total |
|--|----------|----------|----------|-----------|
| As at 31st March, 2021 | | | | |
| Assets at fair value | | | | |
| Investments | 6,193.05 | 3,317.09 | 4,854.81 | 14,364.95 |
| As at 31st March, 2022 | | | | |
| Assets at fair value | | | | |
| Investments | 5,582.09 | 4,774.65 | 8,427.01 | 18,783.75 |

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

48 FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The Company's business activities exposed it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

| Risk | Exposure arising from | Measurement | Management |
|-----------------------------------|---|--|---|
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities; working capital management |
| Credit risk | Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost. | Ageing analysis/ Credit ratings | Diversification in various class of assets, credit limits and letters of credit |
| Market Risk - Foreign exchange | Financial assets and liabilities | Cash flow forecasting Sensitivity analysis | Hedging, Forex planning |
| Market Risk - Interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Interest rate swaps |
| Market Risk - Price risk | Investments in Equities, Bonds, debentures, Mutual funds | Sensitivity analysis; market fluctuations; credit rating | Continuous monitoring, Diversification |

(A) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The company is mainly exposed to this risk due to borrowings having variable rate of interest and its investments of surplus funds into debentures and bonds carries fixed rate of interest.

(i) Exposure to interest rate risk - Financial liabilities

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Borrowings bearing variable rate of interest - Cash credits - short term in nature | 24.70 | - |

Hence, the Company is not significantly exposed to the interest rate risk as working capital facility are, as per contractual terms, primarily of short term in nature.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(ii) Exposure to interest rate risk - Investments in debentures and bonds

Market price risk for government bonds, debentures, preference shares and other bonds is movement in the interest rate and impact thereof on the yield. The Company's investments carries fixed rate of interest and hence it is not significantly exposed to the Interest rate risk on its investments.

(B) Market Risk- Foreign currency risk.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company is not significantly exposed to foreign currency risk due to their limited transactions in the foreign currency.

Foreign Currency Exposure

| Particulars | 31 st March, 2022 | | 31 st March, 2021 | |
|--|------------------------------|----------------|------------------------------|----------------|
| | In Foreign Currency | (Rs. in lakhs) | In Foreign Currency | (Rs. in lakhs) |
| Open Foreign Exchange Exposures - Advance - USD | - | - | - | - |
| Open Foreign Exchange Exposures - Payable - JPY | - | - | 65,04,112 | 42.99 |

A change of 1% in Foreign currency would have following Impact on profit before tax

| Particulars | For the year ended 31 st March, 2022 | | For the year ended 31 st March, 2021 | |
|-------------------------------|--|-------------|--|-------------|
| | 1% Increase | 1% decrease | 1% Increase | 1% decrease |
| Increase / (decrease) in loss | - | - | 0.43 | (0.43) |

The Company holds derivative financial instruments such as foreign currency forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally are banks. These derivative financial instruments are valued based on quoted prices for similar liabilities in active markets or inputs that are directly or indirectly observable in the market place.

| Name of the Instrument | 31 st March, 2022 | | 31 st March, 2021 | |
|----------------------------|------------------------------|----------------|------------------------------|----------------|
| | In Foreign Currency | (Rs. in lakhs) | In Foreign Currency | (Rs. in lakhs) |
| Forward Purchases - JPY | 4,43,49,504 | 291.99 | 3,58,83,373 | 243.69 |

Although the Company believes that these derivatives constitute hedges from a economic prospective, they might not qualify for hedge accounting under Ind AS 109.

(C) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in mutual funds, deposits with banks and financial institutions and debentures and bonds, foreign exchange transactions and financial instruments.

To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

Credit risk from investments is managed by the Company's treasury in accordance with the board approved policy and limits.

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees

Ageing of Trade receivables

(Rs. in lakhs)

| Particulars | Unbilled | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|----------|---------------|--------------------|------------------|--------------|-------------|-------------------|---------------|
| As at 31st March, 2022 | | | | | | | | |
| i) Undisputed Trade receivables – considered good | - | 276.63 | 132.78 | 0.22 | - | - | - | 409.63 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | - | 1.39 | 0.67 | 0.00 | - | - | - | 2.06 |
| iii) Undisputed Trade Receivables – credit impaired | - | - | 0.66 | 13.49 | 1.32 | - | - | 15.46 |
| iv) Disputed Trade receivables – considered good | - | - | - | - | - | - | - | - |
| v) Disputed Trade Receivables – which have significant increase in credit Risk | - | - | - | - | - | - | - | - |
| vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | 6.80 | - | 6.80 |
| Subtotal | - | 278.02 | 134.10 | 13.71 | 1.32 | 6.80 | - | 433.95 |
| Less: Provision for doubtful trade receivables & expected credit loss | - | 1.39 | 1.32 | 13.49 | 1.32 | 6.80 | - | 24.32 |
| Total | - | 276.63 | 132.78 | 0.22 | - | - | - | 409.63 |
| As at 31st March, 2021 | | | | | | | | |
| i) Undisputed Trade receivables – considered good | - | 57.66 | 179.89 | 3.06 | 2.69 | - | - | 243.30 |
| ii) Undisputed Trade Receivables – which have significant increase in credit Risk | - | - | 0.05 | - | - | - | - | 0.05 |
| iii) Undisputed Trade Receivables – credit impaired | - | - | - | 7.97 | 15.88 | 0.84 | - | 24.69 |
| iv) Disputed Trade receivables – considered good | - | - | - | - | - | - | - | - |
| v) Disputed Trade Receivables – which have significant increase in credit Risk | - | - | - | - | - | - | - | - |
| vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - | - |
| Subtotal | - | 57.66 | 179.94 | 11.03 | 18.57 | 0.84 | - | 268.04 |
| Less: Provision for doubtful trade receivables & expected credit loss | - | - | 0.05 | 7.97 | 15.88 | 0.84 | - | 24.74 |
| Total | - | 57.66 | 179.89 | 3.06 | 2.69 | - | - | 243.30 |

Movement in provisions of doubtful debts

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---------------------------------|------------------------------------|------------------------------------|
| Opening provision | 24.69 | 6.80 |
| Add:- Additional provision made | - | 17.89 |
| Less:- Provision reversed | - | - |
| Closing provisions | 24.69 | 24.69 |

NOTES OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(D) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations.

Financing arrangements

The Company had access to following undrawn Borrowing facilities at end of reporting period: (Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Variable Borrowing -Cash Credit expires within 1 year | 75.30 | 100.00 |

Maturity patterns of borrowings

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|------------------|---------------------------------------|---------------------------------------|
| 0-12 months | 24.70 | 14.93 |
| beyond 12 months | - | 7.91 |
| Total | 24.70 | 22.84 |

Maturity patterns of other Financial Liabilities

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|------------------|---------------------------------------|---------------------------------------|
| 0-12 months | 1,803.61 | 1,845.94 |
| beyond 12 months | 28.00 | 28.00 |
| Total | 1,831.61 | 1,873.94 |

Ageing of Trade payables

(Rs. in lakhs)

| Particulars | Unbilled | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--|---------------|---------------|------------------|--------------|-----------|-------------------|-----------------|
| As at 31st March, 2022 | | | | | | | |
| i) Micro, small and medium enterprises | - | 135.28 | - | - | - | - | 135.28 |
| ii) Creditors other than micro, small and medium enterprises | 694.62 | 659.02 | 210.05 | 53.57 | - | - | 1,617.25 |
| iii) Disputed dues – Micro, small and medium enterprises | - | - | - | - | - | - | - |
| iv) Disputed dues other than micro, small and medium enterprises | - | - | - | 14.56 | - | - | 14.56 |
| Total | 694.62 | 794.30 | 210.05 | 68.13 | - | - | 1,767.09 |
| As at 31st March, 2021 | | | | | | | |
| i) Micro, small and medium enterprises | - | 124.45 | - | - | - | - | 124.45 |
| ii) Creditors other than micro, small and medium enterprises | 505.29 | 674.28 | 519.48 | - | - | - | 1,699.05 |
| iii) Disputed dues – Micro, small and medium enterprises | - | - | - | - | - | - | - |
| iv) Disputed dues other than micro, small and medium enterprises | - | - | - | - | - | - | - |
| Total | 505.29 | 798.73 | 519.48 | - | - | - | 1,823.50 |

(E) Price risk

The Company invests its surplus funds in various Equity instruments, debt instruments including liquid and short term schemes of debt mutual funds, deposits with banks and financial institutions and non-convertible debentures (NCD's). These investments either classified as fair value through OCI or Profit & loss account. The Company's investment in equity instruments mainly consists of investments in its group companies, which are long term and strategic in nature. Accordingly these investments are fair value through Other Comprehensive income.

Exposure

(Rs. in lakhs)

| Nature of Investments | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------|---------------------------------------|---------------------------------------|
| Equities | | |
| - Equity Instruments | 13,227.30 | 9,113.80 |
| Debt instruments | | |
| - Bonds and Debentures | 4,774.65 | 3,317.09 |
| Mutual Funds | | |
| - Liquid Funds | 781.80 | 1,934.06 |
| Total | 18,783.75 | 14,364.95 |

49 CAPITAL RISK MANAGEMENT**(a) Risk management**

The Company's objectives when managing capital are to

- ◆ safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- ◆ maintain an optimal capital structure to reduce the cost of capital

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

(b) Dividends

(Rs. in lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| i) Equity Shares | | |
| Final dividend for the year ended 31 st March, 2021 of Re. 1 Per fully paid up share (31 st March, 2020 - Re. 1) | 13.65 | 13.65 |
| ii) Dividends not recognised at the end of reporting period | | |
| Since year end, the directors have recommended the payment of a final dividend of Re. 1 per fully paid up equity share (31 st March, 2021 - Re. 1 per fully paid up equity shares) The Proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 13.65 | 13.65 |

50 OTHER STATUTORY INFORMATION

- i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- ii) The Company does not have any transactions with companies struck off.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall: a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has complied with the number of layers prescribed under Clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- ix) The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- x) The Company is not declared wilful defaulter by and bank or financial institution or lender during the year.

51 RATIOS

| Particulars | Numerator (Rs. in lakhs) | Denominator (Rs. in lakhs) | As at 31 st March, 2022 | As at 31 st March, 2021 | Variance in % | Reason |
|--|-----------------------------|-------------------------------|---|---|------------------|---|
| Current Ratio (in times) (Total Current Assets/Total Current Liabilities) | 3,357.54 | 2,351.29 | 1.43 | 1.97 | -27.37% | Decrease is primarily due to sale of current investments during the year |
| Debt-Equity Ratio (in times) (Debt consists of Borrowings (LT & ST)/Total Equity) | 24.70 | 19,716.14 | 0.00 | 0.00 | -7.51% | - |
| Debt Service Coverage Ratio (in times) [(Profit after taxes + Non-cash operating expenses + Finance Cost)/ (Finance Cost+ Principal repayments)] | 705.32 | 27.79 | 25.38 | 29.17 | -13.00% | - |
| Return on Equity Ratio (in %) (Profit for the year/Average Equity)*100 | 611.97 | 18,289.18 | 3.35 | 3.18 | 5.22% | - |
| Inventory Turnover Ratio (in times) (Cost of Goods Sold/Average Inventory) | 5,429.96 | 1,298.78 | 4.18 | 3.49 | 19.84% | - |
| Trade Receivables Turnover Ratio (in times) (Revenue from operations/Average trade receivables) | 11,617.32 | 326.47 | 35.59 | 35.03 | 1.58% | - |
| Trade Payables Turnover Ratio (in times) (Total Purchases/Average trade payables) | 5,852.92 | 1,795.30 | 3.26 | 2.61 | 25.04% | Improvement in payment cycle |
| Net Capital Turnover Ratio (in times) (Net Sales/Working Capital) | 11,624.03 | 1,006.24 | 11.55 | 4.41 | 161.83% | Increase is primarily due to reduction in working capital during the year |
| Net Profit Ratio (in %) (Profit for the year/Net Sales) | 611.97 | 11,617.32 | 5.27 | 5.01 | 5.06% | - |

| Particulars | Numerator (Rs. in lakhs) | Denominator (Rs. in lakhs) | As at 31 st March, 2022 | As at 31 st March, 2021 | Variance in % | Reason |
|--|-----------------------------|-------------------------------|---|---|------------------|--|
| Return on Capital Employed (in %) [EBIT/Capital Employed]*100 | 799.21 | 21,266.00 | 3.76 | 3.79 | -0.85% | - |
| Return on Investments (in %) (Income from invested funds including unrealised gain/weighted average cost of investments)*100 | 3,711.47 | 8,676.08 | 42.78 | 27.43 | 55.93% | Increase is primarily due to rise in market value of investments |

- 52** The President has given his assent to the Code on Social Security, 2020 (“Code”) in September 2020. On 13 November 2020 the Ministry of Labour and Employment released draft rules for the Code. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact to its financial statements in the period in which the Code becomes effective.
- 53** The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year’s financial statements due to the same.
- 54** The previous year’s figures have been re-grouped / re-classified wherever required to conform to the current year’s classification.
- 55** Amount in Rs. 0.00 denotes less than Rs. 1,000/-

Signatures to notes 1 to 55
For and on behalf of the Board of Directors

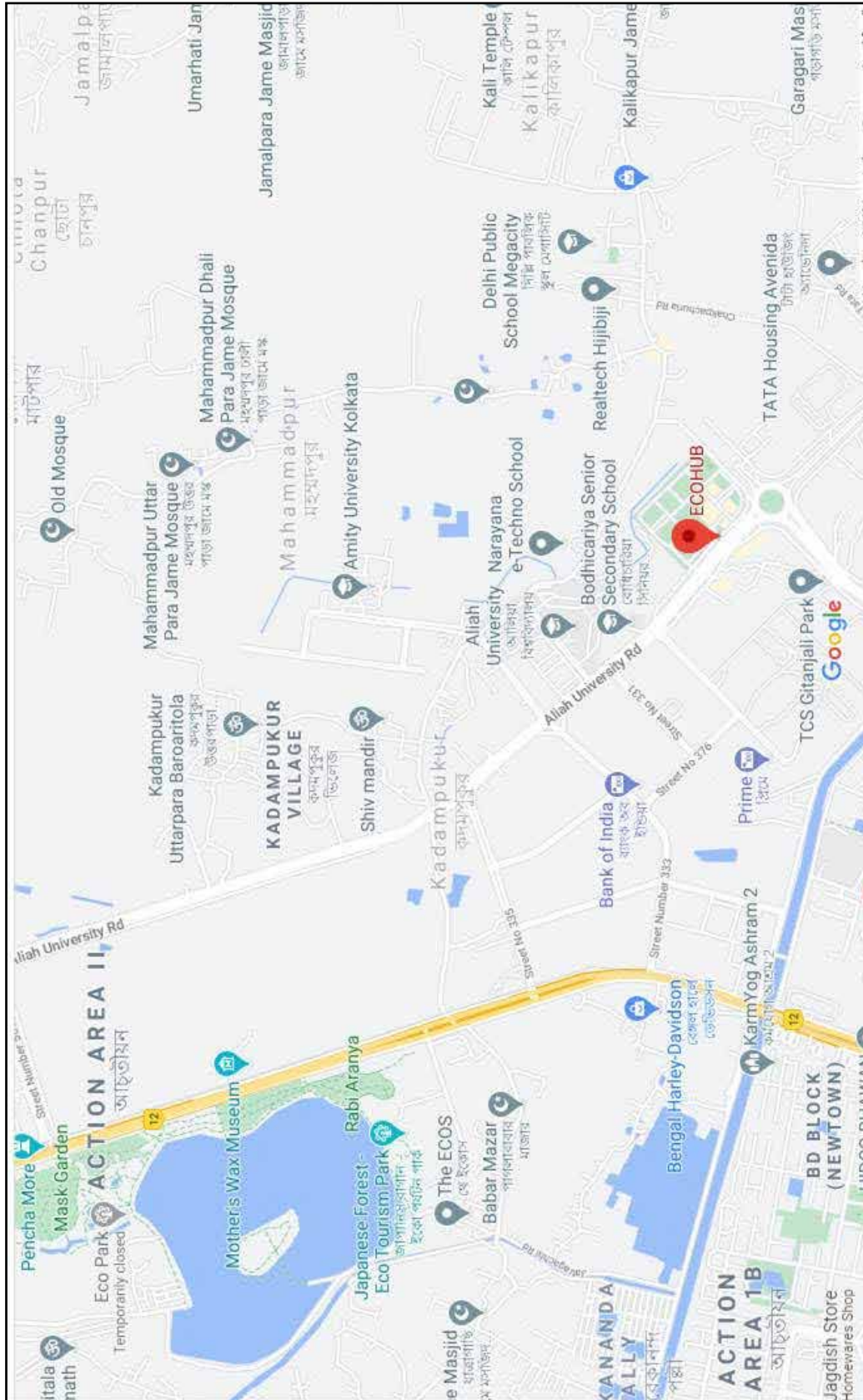
Sanjay Kothari
Director
DIN: 00258316

Sohan Sarda
Executive Director & CEO
DIN :00129782

Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. A34607

Ravindra Gajelli
Chief Financial Officer
Place: Mumbai
Date: 25th May, 2022

ROUTE MAP TO THE VENUE OF THE 87TH AGM OF J. L. MORISON (INDIA) LIMITED



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

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 87th Annual General Meeting of the Company to be held on Monday, 26th September, 2022 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 financial year ended 31 st March, 2022 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, 2022. | | |
| 3. | Ordinary Resolution for appointment of a Director in place of Mr. Sohan Sarda (DIN: 00129782), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 4. | Ordinary Resolution for appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (ICAI FRN-103523W/W100048) as Statutory Auditors of the Company. | | |
| Special Business: | | | |
| 5. | Special Resolution for approval of performance linked incentive to Mr. Sohan Sarda (DIN: 00129782) Whole Time Director (designated as Executive Director and CEO) of the Company. | | |
| 6. | Special Resolution for revision in remuneration payable to Mr. Sohan Sarda (DIN: 00129782) Whole-time Director (designated as Executive Director & CEO of the Company. | | |
| 7. | Ordinary Resolution for approval of Related Party Transactions with Leaders Healthcare Limited. | | |
| 8. | Special Resolution for re-appointment of Mr. Sohan Sarda (DIN: 00129782), as a Whole-Time Director (designated as Executive Director and CEO) of the Company. | | |

Signed this _____ day of _____ 2022

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

(To be completed and presented at the entrance)

ATTENDANCE SLIP**87TH ANNUAL GENERAL MEETING ON 26TH SEPTEMBER, 2022**

| | |
|---|--|
| 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 87TH ANNUAL GENERAL MEETING of the Company to be held on Monday, 26th September, 2022 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, 23rd September, 2022 (9:00 am) and ends on Sunday, 25th September, 2022 (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.

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40
years

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