

REPORT ON CORPORATE GOVERNANCE

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

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

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

2. BOARD OF DIRECTORS:

a) Composition:

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2017, the Board of Directors comprised of total Seven Directors, out of which four are Independent Directors, one is Executive Director and two are Non-Executive Non Independent Director.

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

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

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

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

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

b) Board Procedure:

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

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

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

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

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

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

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

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

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

d) Number and date of Board Meetings held:

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

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

e) Disclosure of relationship between directors inter se:

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

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

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

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

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

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

3. AUDIT COMMITTEE:

a) Brief description of terms of reference:

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

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

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

Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/ or other Committees of Directors of the Company.

b) Composition:

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

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

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

c) Meeting and attendance during the year:

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

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

4. NOMINATION AND REMUNERATION COMMITTEE:

a) Brief description of terms of reference:

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

b) Composition:

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

c) Meeting and attendance during the year:

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

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

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

d) Performance evaluation criteria for Independent Directors:

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

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

e) Remuneration Policy:

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

5. REMUNERATION OF DIRECTORS:

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

(Amount in ₹)

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

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

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

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

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

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

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

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

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

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

Status of investors' complaints/services requests:

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

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Composition:

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

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

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

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

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

8. GENERAL BODY MEETINGS:

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

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

• Special resolutions at last three AGMs:

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

• Postal Ballot:

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

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

9. MEANS OF COMMUNICATION:

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

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

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

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

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

10. GENERAL SHAREHOLDER INFORMATION:

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

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

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

d. **Listing on Stock Exchanges:**

a) BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

b) The Calcutta Stock Exchange Limited

7 Lyons Range, Kolkata - 700 001

e. **Listing Fees:**

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

f. **Stock Code:**

BSE: 506522

CSE:020005

ISIN:INE430D01015

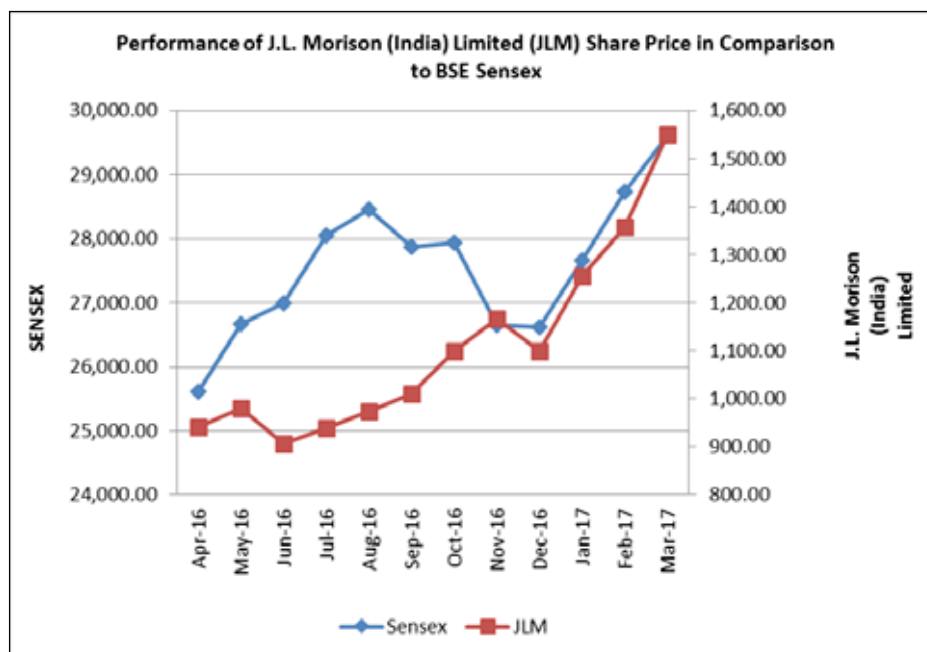
g. **Stock Market Price Data:**

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

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

*Source: www.bseindia.com

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



i. **Trading of Securities:**

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

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

CB Management Services (P) Ltd.

P-22, Bondel Road, Kolkata – 700 019,

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

E-mail: rta@cbmsl.com.

k. **Share Transfer System:**

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

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

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

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

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

n. Convertible Instrument:

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

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

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

p. Plant Location:

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

q. Registered Office/ Corporate Office & Address for Investors' Correspondence**Registered Office****J. L. Morison (India) Limited,**

Rasoil Court,

20, Sir R. N. Mukherjee road,

Kolkata – 700 001

Phone : 033 22480114/22480115

Fax : 033 22481200

Email : investors@jlmorison.com

Website:www.jlmorison.com/corporate

Registrar and Share Transfer Agent Office**CB Management Services (P) Ltd.**

P-22, Bondel Road, Kolkata – 700 019

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

e-mail: rta@cbmsl.com

Corporate Office

Peninsula Business Park, Tower "A",

8th Floor, Senapati Bapat Marg,

Lower Parel,

Mumbai – 400 013

Phone: 022 61410300

Fax : 022 24950317

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

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

b. Compliance by the Company:

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

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

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

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

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

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

- h. SHE (Safety, Health & Environment) System:** The Company has adopted Safety, Health and Environment (SHE) system with a commitment to provide a safe and healthy working environment.
- 12. Compliance of the requirement of Corporate Governance Report:**
During the year 2016-17, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 13. Discretionary Requirements as specified in Part E of Schedule II:**
The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
- (a) Audit Qualification - The Company is in the regime of unqualified financial statements.
 - (b) Separate posts of Chairman and CEO – The Company has separate Chairman and Managing Director or Chief Executive Officer.
 - (c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.
- 14. Disclosure of the Compliance with Corporate Governance**
The Company has complied with the Regulations 17 to 20, 22, 23, 25 to 27 and Clauses (b) and (i) sub-regulations 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2016-17, whenever applicable. Regulations 21 and 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.
- 15. Disclosure of accounting treatment:**
In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- 16. Related Party Disclosures:**
The disclosures as required by Accounting Standard (AS-18) on “Related Party” are given in appended financial statements under notes to accounts.
- 17. Disclosure with respect to demat suspense account/unclaimed suspense account**
The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2017. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.
- 18. Compliance Declaration for Code of Conduct:** The declaration by the Executive Director & CEO affirming compliance of Board and Senior Management Personnel to the Code is also annexed herewith and forming part of Annual Report.
- 19. Compliance Certificate by Auditors:** The Company has obtained a certificate from the Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), 2015 which is annexed herewith and forming part of Annual Report.

Declaration – Code of Conduct

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

For J. L. Morison (India) Limited

Place: Mumbai
Date: 2nd May, 2017

Sohan Sarda
Executive Director & CEO