

2<sup>nd</sup> September, 2021

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

Dear Sir/Madam,

Scrip code: 506522

**Sub.: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 86<sup>th</sup> Annual General Meeting of the Company scheduled to be held on ~~Monday, 27<sup>th</sup> September, 2021 at 11.45 a.m. at Club Ecovista,~~ Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata - 700160.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For J. L. Morison (India) Limited



Sonal Naik  
Company Secretary & Compliance Officer  
Membership No.: A43179



Encl.: As above.

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



Peninsula Business Park, Tower "A"  
8th Floor, Senapati Bapat Marg,  
Lowerparel, Mumbai - 400013



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



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www.jlmorison.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 86<sup>th</sup> Annual General Meeting of the Members of J. L. Morison (India) Limited will be held on Monday, 27<sup>th</sup> September, 2021 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:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 and the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
- To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2021 and, in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:  
**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 10% i.e. Re. 1/- (Rupee One only) per share on Equity Shares of face value of Rs. 10/- each fully paid up for the financial year ended 31<sup>st</sup> March, 2021 be and is hereby declared out of the profits of the financial year ended 31<sup>st</sup> March, 2021 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, 20<sup>th</sup> September, 2021 and that the dividend be given only to those shareholders who are entitled to receive the payment of the same."
- To appoint a director in place of Mr. Raghu Nandan Mody (DIN: 00053329), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Raghu Nandan Mody (DIN: 00053329), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

**SPECIAL BUSINESS:**

- To reappoint Mr. Lalit Kumar Bararia (DIN: 00204670) as an Independent Director 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Lalit Kumar Bararia (DIN: 00204670), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years from 1<sup>st</sup> February, 2022 to 31<sup>st</sup> January, 2027, who shall not be retire by rotation.  
**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 may be necessary to give effect to the above resolution."
- 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 ("Act") 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. 1<sup>st</sup> April, 2021, for remaining period of his tenure, as detailed in the Explanatory Statement attached to the notice, be and is hereby approved, with the authority to the Board of Directors to revise the terms on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee of the Company with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sohan Sardha as Whole Time Director (designated as Executive Director and CEO) of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration in the respective financial year(s) to him.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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 the foregoing resolution.”

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

“**RESOLVED THAT** in continuation to the earlier resolution(s) passed in this regard from time to time and pursuant to the provisions of Section 188(1) and all other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (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 Rasoi Ltd., 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 Rasoi Ltd., provided that total amount of such transactions put together shall not exceed Rs. 40,00,00,000/- (Rupees Forty Crores only) in any financial year, for a period of 10 years with effect from 1<sup>st</sup> October, 2021 to 30<sup>th</sup> 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.”

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

Place: Mumbai  
Date: 30<sup>th</sup> August, 2021

**Sonal Naik  
Company Secretary & Compliance Officer**

**Registered Office:**

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

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Further, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses is annexed hereto and forms part of the Notice.
3. 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 Companies Act, 2013 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 86<sup>th</sup> 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., considering COVID-19 pandemic situation.
9. Relevant documents referred to in accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the ensuing Annual General Meeting.
10. Brief resume of directors proposed to be appointed/reappointed or whose remuneration is proposed to be approved at the ensuing Annual General Meeting in terms of Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings, is annexed to the Notice.
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 21<sup>st</sup> September, 2021 to Monday, 27<sup>th</sup> September, 2021 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 86<sup>th</sup> 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 mandates to the Company/Registrar and Share Transfer Agents quoting their Folio Number. Members holding shares in the demat form may update such details with their respective Depository Participants.
14. The Company has transferred the unpaid or unclaimed dividend declared upto financial year 2012-13 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 31<sup>st</sup> March, 2014 is due for transfer to the IEPF in the month of October, 2021. The Shareholders whose dividend remained unclaimed for the financial year 2013-14 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 31<sup>st</sup> March, 2021 under "Investor Relations" section on the website of the Company at [www.jlmorison.com](http://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](http://www.mca.gov.in) and on the website of IEPF viz. [www.iepf.gov.in](http://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 975 shares in respect of which dividend declared for the financial year 2012-13 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 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](http://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. <http://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 2013-14 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. In terms of Regulation 40 of Listing Regulations, effective from 1<sup>st</sup> April, 2019, Company's shares can be transferred in dematerialized form only, except in case of request received for transmission or transposition of securities. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form.
17. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their folio number/DP ID – Client ID in all correspondences.
18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.



19. SEBI Listing Regulations in terms of Schedule I 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 furnishing requisite documents with the RTA of the Company.
20. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31<sup>st</sup> March, 2021, if approved by the members at the ensuing 86<sup>th</sup> Annual General Meeting, will be paid between 7<sup>th</sup> October, 2021 to 20<sup>th</sup> October, 2021 to those members whose names stand registered in the Register of Members as on Monday, 20<sup>th</sup> September, 2021 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 the Company is unable to dispatch the warrant/demand draft due to lockdown imposed on account of Covid - 19 pandemic or for any other unavoidable reasons, the same would be dispatched upon restoration of normalcy.
21. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1<sup>st</sup> 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, taxes 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 / Invalid PAN                                  | 20% or as notified by the Government of India |

However, no tax shall be deducted on the dividend payable to a resident individual (who has furnished their PAN details) if the total dividend to be received by him during the Financial Year 2021-22 does not exceed Rs. 5,000/-. However, where the PAN is not updated in Company/ RTA/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-. Further, no TDS would be deducted 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 mentioned above.

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

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 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). 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 20<sup>th</sup> September, 2021.

22. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

Therefore, the members are requested to submit their e-mail ID and other details vide the e-mail updation form available on Company's website viz. [www.jlmorison.com](http://www.jlmorison.com). The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the RTA. The e-mail ID provided shall be updated, subject to successful verification of your signatures as per records available with the RTA of the Company.

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 Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the 86<sup>th</sup> Annual General Meeting and will be open for inspection during the Annual General Meeting also.
25. The Notice of the 86<sup>th</sup> Annual General Meeting, along with Annual Report for the Financial year 2020-21 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 86<sup>th</sup> Annual Report for the financial year ended 31<sup>st</sup> March, 2021 is also available on the website of the Company i.e. [www.jlmorison.com](http://www.jlmorison.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
27. The shares of the Company are listed on BSE Limited. Listing fees for the financial year ending 31<sup>st</sup> March, 2022 has been paid to the stock exchange.
28. 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 86<sup>th</sup> Annual General Meeting and payment of final dividend for the financial year ended 31<sup>st</sup> March, 2021 has been fixed as Monday, 20<sup>th</sup> September, 2021 (The 'cut-off date' wherever appears shall mean Monday, 20<sup>th</sup> September, 2021)
29. Information and other instructions relating to the e-voting:
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 86<sup>th</sup> Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
  - (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
  - (c) The facility for voting through polling papers shall be made available at the 86<sup>th</sup> Annual General Meeting and the members attending the meeting, who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling papers.
  - (d) The members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to cast their vote again.
  - (e) The remote e-voting shall commence on Friday, 24<sup>th</sup> September, 2021 (9.00 a.m.) and ends on Sunday, 26<sup>th</sup> September, 2021 (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, 20<sup>th</sup> September, 2021, may cast their vote electronically. 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. Once the vote on a resolution is cast by a shareholder, he /she shall not be allowed to change it subsequently.
  - (f) 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.
  - (g) 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.

- (h) 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 [evoting@nsdl.co.in](mailto: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.
- (i) 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](http://www.jlmorison.com) and on the website of the NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com). The results shall simultaneously be communicated to the stock exchange.
- (j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 27<sup>th</sup> September, 2021.

**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.nsd.com](http://www.evoting.nsd.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 SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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"> <li data-bbox="411 1034 1493 1326">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="411 1326 1493 1598">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="411 1598 1493 1659">3. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| 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 abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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, 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.*

- 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<br>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<br>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<br>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](http://www.evoting.nsd.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto: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](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto: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](mailto: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 shareholders 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 SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

The Members of the Company at the 82<sup>nd</sup> Annual General Meeting held on 25<sup>th</sup> September, 2017 had approved the appointment of Mr. Lalit Kumar Bararia, as an Independent Director of the Company, to hold office for a period of five consecutive years i.e. upto 31<sup>st</sup> January, 2022.

According to provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ("Act") and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall hold office on the Board of a company for a period of upto five consecutive years, however he shall be eligible for re-appointment by passing a special resolution by the members of the Company for second term of upto five consecutive years.

Pursuant to the aforesaid provisions of the Act and in view of professional qualification, long, rich experience, continued valuable guidance to the management, strong Board performance of Mr. Lalit Kumar Bararia, it is proposed to re-appoint him for a second term of five consecutive years commencing from 1<sup>st</sup> February, 2022 to 31<sup>st</sup> January, 2027 as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

In line with the provisions of Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from one of the Member of the Company signifying his intention for the candidature of Mr. Lalit Kumar Bararia as a Non-Executive Independent Director of the Company for a second term of five consecutive years.

Mr. Lalit Kumar Bararia has given the requisite confirmations, consent and declarations as required under the Act and Listing Regulations, including declaration pursuant to Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25(8) of the Listing Regulations. In the opinion of the Board, Mr. Lalit Kumar Bararia fulfills the conditions specified in the Act (including Rules made thereunder) and Listing Regulations and he is independent of the Management, and he has not been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as specified under Schedule V to the Listing Regulations.

Copy of draft letter for re-appointment of Mr. Lalit Kumar Bararia as Non-Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by members at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on any working day, excluding Saturday, upto the date of the 86<sup>th</sup> AGM of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company considers that the continued association of Mr. Lalit Kumar Bararia would be of immense benefit to the Company, and it is desirable to continue to avail his services as a Non-Executive Independent Director of the Company. Accordingly, the Board recommends passing of the resolution as set out at Item No. 4 of the Notice as a Special Resolution.

Brief resume of Mr. Lalit Kumar Bararia as stipulated under the Regulations 26(4) and 36(3) of Listing Regulations, and Secretarial Standard – 2 on General Meetings is given in the annexure to the Notice. Mr. Lalit Kumar Bararia does not hold any shares in the Company.

Except Mr. Lalit Kumar Bararia, being an appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No. 5**

Mr. Sohan Sarada was re-appointed as Whole Time Director (designated as Executive Director & CEO) of the Company for a period with effect from 1<sup>st</sup> February, 2020 to 31<sup>st</sup> 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 25 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 11<sup>th</sup> June, 2021, on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and taking into consideration Mr. Sohan Sarada's professional qualification as well as his significant contribution to the Company's growth and in planning and implementing the Company's business strategies, decided to revise his remuneration for remaining period of his tenure w.e.f. 1<sup>st</sup> April, 2021.

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

| Sr. No. | Particulars                                  | Revised remuneration w.e.f. 1 <sup>st</sup> April, 2021 for remaining period of his tenure   |
|---------|--|--|
| 1.      | Salary                                       | Rs. 3.20 Lakhs per month and other allowance of Rs. 2.16 Lakhs per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.   |
| 2.      | Provident and other funds including gratuity | As per rules of the Company's Scheme.  |
| 3.      | Medical                                      | a. Reimbursement of medical expenses not exceeding Rs. 0.24 Lakhs per annum;<br>b. Medical insurance premium for self, spouse and dependent children – upto Rs. 3.00 Lakhs per person per annum;<br>c. Personal Accident insurance premium 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.  |

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

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

The Board considers the increase in remuneration of Mr. Sohan Sarma is commensurate to the industry standards and accordingly, recommends the special resolution as set out at Item No. 5 of the Notice for the approval of the shareholders of the Company.

Except, Mr. Sohan Sarma, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

| I. General Information:               |   |   |
|---------------------------------------|---|---|
| 1.                                    | Nature of Industry  | The Company is engaged in the business of manufacturing, marketing and distribution of personal care, life style and FMCG products.   |
| 2.                                    | Date or expected date of commencement of commercial production  | The Company is an existing Company and is in operation since 1934.  |
| 3.                                    | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.  | N.A.  |
| 4.                                    | Financial performance based on given indicators   | EPS: Rs. 36.74<br>Return on Net-worth: 2.97%  |
| 5.                                    | Foreign Investment or Collaborations, if any.   | Nil   |
| II. Information about Mr. Sohan Sarma |   |   |
| 1.                                    | Background details  | Mr. Sohan Sarma is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast knowledge in the field of Management, Accounts, Taxation and Finance. He is associated with the Company since 2005. |
| 2.                                    | Past Remuneration   | Rs. 60.47 Lakhs p.a.  |
| 3.                                    | Recognition or awards   | Mr. Sohan Sarma is having good experience in the industry in which the Company operates.  |
| 4.                                    | Job profile and his suitability   | He is Executive Director & CEO of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.   |
| 5.                                    | Remuneration proposed   | Rs. 68.58 Lakhs p.a. (approx.)  |
| 6.                                    | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | At par with the industry standards in which the Company operates.   |
| 7.                                    | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any   | He does not have any pecuniary relationship directly or indirectly with Company and other managerial personnel.   |

| <b>III. Other Information</b> |   |  |
|-------------------------------|---|--|
| 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.                               |

**Item No. 6**

The Company has been, from time to time, purchasing goods from Rasoi Ltd. pursuant to the approval granted by the Members of the Company vide a Special Resolution passed at the 80<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September, 2015. Rasoi Ltd. is a related party of the Company in terms of provisions of Section 2(76) of the Companies Act, 2013 ('Act') and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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 ten percent of the annual consolidated turnover of the listed company as per its last audited financial statements.

The Company envisages that it may enter into multiple contract(s) /transaction(s)/arrangements with Rasoi Ltd., 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 Rasoi Ltd. 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 Rasoi Ltd., for a period of 10 years with effect from 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2031, upto a total amount of Rs. 40,00,00,000/- (Rupees Forty Crore only) per financial year.

The details, as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are as follows:

| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|----------------|---|--|
| 1.             | Name of the Related Party   | Rasoi Limited  |
| 2.             | Name of the Director or Key Managerial Personnel (KMP) who is related, if any | Mr. Raghu Nandan Mody  |
| 3.             | Nature of Relationship  | Mr. Raghu Nandan Mody is a director and along with his relative holds more than 2% of its paid-up share capital in the Rasoi Ltd.  |
| 4.             | Nature/Material Term/ Particulars/ Monetary Value of Contract or arrangement  | Approval of the Members is being sought for various Contract(s)/ arrangement(s)/ transaction(s) entered or to be entered with Rasoi 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 10 years years w.e.f. 1 <sup>st</sup> October, 2021 to 30 <sup>th</sup> September, 2031 and for an aggregate amount not exceeding Rs. 40,00,00,000 (Rupees Forty crores only) per financial year. |

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 Rasoi Ltd., is given hereinbelow:

| <b>Sr. No.</b> | <b>Name</b>                        | <b>Category (in relation to J.L. Morison (India) Limited)</b> | <b>Shareholding in Rasoi Ltd. (in % of its paid-up share capital)</b> |
|----------------|------------------------------------|---|---|
| 1.             | Pallawi Resources Limited          | Promoter  | 14.60   |
| 2.             | Surdas Trading & Mfg. Co. Limited  | Promoter  | 1.85  |
| 3.             | Leaders Healthcare Limited         | Promoter  | 10.19   |
| 4.             | Pallawi Trading & Mfg. Co. Limited | Promoter  | 1.72  |
| 5.             | Hindustan Composites Limited       | Promoter  | 18.70   |



| Sr. No. | Name                                | Category (in relation to J.L. Morison (India) Limited) | Shareholding in Rasoi Ltd. (in % of its paid-up share capital) |
|---------|-------------------------------------|--|--|
| 6.      | Axon Trading & Mfg. Co. Limited     | Promoter   | 1.60   |
| 7.      | Lotus Udyog LLP                     | Promoter   | 0.36   |
| 8.      | Goodpoint Advisory Services LLP     | Promoter   | 5.60   |
| 9.      | Noble Business Solutions Limited    | Promoter   | 4.24   |
| 10.     | Silver Trading and Services Limited | Promoter   | 4.17   |
| 11.     | Mr. Raghu Nandan Mody               | Promoter, Non-Executive Director                       | 0.29   |
| 12.     | Mr. Varunn Mody                     | Promoter   | 4.54   |
| 13.     | Mrs. Sakshi Mody                    | Promoter   | 3.96   |
| 14.     | Mrs. Shashi Mody                    | Member of Promoter Group                               | 2.52   |

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. 6 of the Notice for approval by the Members.

Except, Mr. Raghu Nandan Mody, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

### Annexure - 1

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

| Particulars  | Mr. Raghu Nandan Mody<br>(DIN: 00053329)  | Mr. Lalit Kumar Bararia<br>(DIN:00204670)   | Mr. Sohan Sarda<br>(DIN: 00129782)   |
|--|---|---|--|
| Number of Board Meetings attended during the financial year ended 31 <sup>st</sup> March, 2021                       | 2   | 1   | 5  |
| Terms and Conditions of appointment/ re-appointment  | In terms of Section 152(6) of the Companies Act, 2013, Mr. Raghu Nandan Mody is liable to retire by rotation.                               | Mr. Lalit Kumar Bararia is proposed to be re-appointed as a Non-Executive Independent Director of the Company for a second term of 5 consecutive years and shall not be liable to retire by rotation. | Remuneration details are provided in the Explanatory Statement hereinabove.  |
| Remuneration last drawn during the FY 2020-2021 (including sitting fees & Commission)                                | NIL   | Sitting fees - Rs. 0.10 Lakhs   | Rs. 60.47 Lakhs  |
| Remuneration proposed to be paid   | Mr. Raghu Nandan Mody has opted to waive the payment of sitting fees for attending Board and Committee meetings.                            | Only sitting fees for attending Board and Committees meetings are to be paid.   | Rs. 68.58 Lakhs p.a. (approx.)   |
| 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. | 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.   | 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  | Considering the expertise and experience of Mr. Lalit Kumar Bararia, it is proposed to reappoint him as Non-Executive Independent Director of the Company for another term of five consecutive years. | Not applicable   |

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

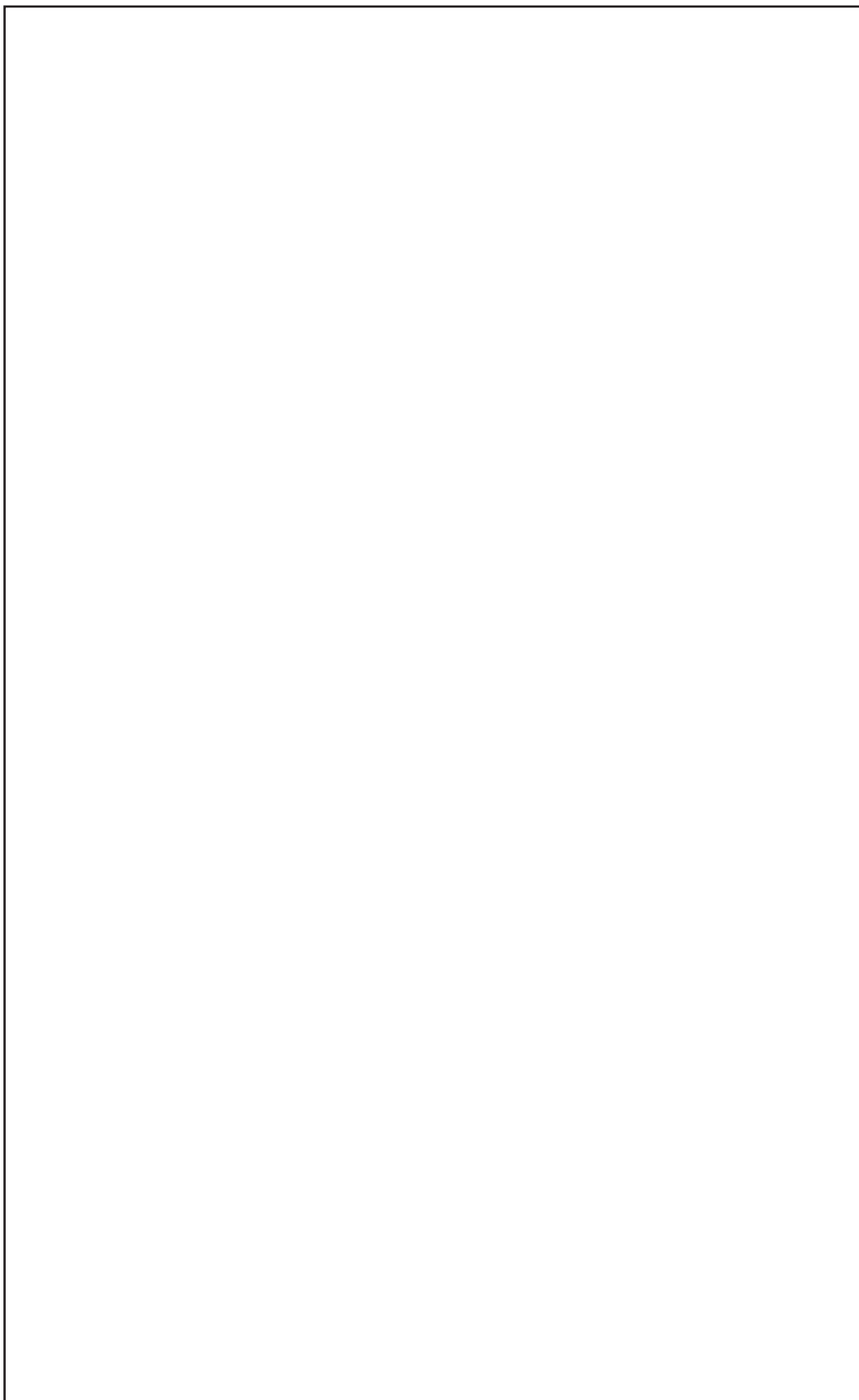
Place: Mumbai  
Date: 30<sup>th</sup> August, 2021

**Registered Office:**

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

**Sonal Naik  
Company Secretary & Compliance Officer**

ROUTE MAP TO THE VENUE OF THE 86<sup>TH</sup> 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 86<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 27<sup>th</sup> September, 2021 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)<br>Please mention no. of shares |         |
|---------------------------|---|---|---------|
|                           |   | For   | Against |
| <b>Ordinary Business:</b> |   |   |         |
| 1.                        | Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021 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 <sup>st</sup> March, 2021.  |   |         |
| 3.                        | Ordinary Resolution for appointment of a Director in place of Mr. Raghu Nandan Mody (DIN: 00053329), who retires by rotation and being eligible, offers himself for re-appointment.   |   |         |
| <b>Special Business:</b>  |   |   |         |
| 4.                        | Special Resolution for re-appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as an Independent Director of the Company for the second term of five consecutive years from 1 <sup>st</sup> February, 2022 to 31 <sup>st</sup> January, 2027. |   |         |
| 5.                        | Special Resolution for revision in remuneration payable to Mr. Sohan Sarda (DIN: 00129782) Whole-time Director (designated as Executive Director & CEO) of the Company.   |   |         |
| 6.                        | Ordinary Resolution for Related Party Transactions with Rasoi Limited   |   |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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.



**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**
**86<sup>TH</sup> ANNUAL GENERAL MEETING ON 27<sup>TH</sup> SEPTEMBER, 2021**

|   |  |
|---|--|
| <b>Registered Folio/<br/>DP ID &amp; Client ID</b>  |  |
| <b>Name and address of the<br/>shareholder(s)</b><br><br><b>Joint Holder 1</b><br><b>Joint Holder 2</b> |  |
| <b>No. of Shares held</b>   |  |

I/We hereby record my/our presence at the 86<sup>TH</sup> ANNUAL GENERAL MEETING of the Company to be held on Monday, 27<sup>th</sup> September, 2021 at 11:45 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action area II, Rajarhat, Newtown, Kolkata – 700160.

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

---

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

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 Member's/Proxy's Signature

**Note:**

1. 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<br><br>(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, 24<sup>th</sup> September, 2021 (9:00 am) and ends on Sunday, 26<sup>th</sup> September, 2021 (5:00 pm). The voting module shall be disabled by NSDL for voting thereafter.

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