



LMJ SERVICES LIMITED

'LMJ House', 15B, Hemanta Basu Sarani, Kolkata 700 001

Phone : 2231 0950/51/52 • Fax : 2231 2525

Email : admin@lmjgroup.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of the Company M/s. L M J SERVICES LIMITED will be held on Sunday, 30th day of September, 2018 at 10:30 AM at the Registered Office at 2, Transport Depot Road, Kolkata, 700088 West Bengal to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance Sheet and Profit & Loss Account of the company for the year ended 31st March 2018 along with the Cash Flow Statement and Notes to the accounts and the report of the Board of Directors and Auditors thereon.
- 2) To consider and if thought fit, to pass with or without modifications, the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (1) and 142(1) of the Companies Act, 2013, M/s A. Sen & Co, Chartered Accountants, Kolkata be and are hereby appointed as Auditors of the company to hold office for a term of one (1) years for F.Y. 2018-19 from the conclusion of this meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company from time to time.”

- 3) To appoint a Director in place of Mr. Sarang Jain, who retires by rotation and being eligible, has offered him-self for re-appointment.

By Order of the Board of Directors
For L M J SERVICES LIMITED
For LMJ SERVICES LIMITED


Director/Authorised Signatory
VIKAS BANSAL
COMPANY SECRETARY

PLACE: KOLKATA

DATE- 04/09/2018

Note:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company at least forty eight hours before the time of the meeting.

A person can act as a 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. 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 a proxy for any other person or member.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

2. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
3. Members are requested to notify any change in their address immediately to the registered office of the Company.
4. The register of members and shares transfer book of the company will be closed from Saturday, 23rd September 2018 to Saturday, 30th September 2018, both days inclusive.

By Order of the Board of Directors
For L M J SERVICES LIMITED

For LMJ SERVICES LIMITED
11/09/2018
Director/Authorised Signatory
VIKAS BANSAL
COMPANY SECRETARY

PLACE: KOLKATA
DATE- 04.09.2018

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Report on the business and operations of the Company together with the Audited Statement of Accounts of the Company for the Year ended 31st March 2018.

1. FINANCIAL RESULTS

The Standalone financial results of the Company are summarized as under:

Particulars	2018-2017	2016-2017 (Rs.)
Total Revenue	2,68,49,42,816.25	2,66,44,09,262.89
Total Expense	2,64,86,62,257.31	2,62,44,24,210.35
Profit Before Tax	3,62,80,558.94	3,99,85,052.54
Tax Expenses:		
Current tax expense for current year	62,60,615	42,69,000
Deferred Tax	72,429	6,97,453
Net Profit After Tax	2,99,47,514.94	3,50,18,599.54

2. DIVIDEND

In view of expansion and diversification programme undertaken by the Company and in order to consolidate its financial position your Directors do not recommend any dividend for the current year.

3. STATE OF COMPANY'S AFFAIRS

Your Company during the year 2017-18 under review has a Profit after tax stands at Rs. 2,99,47,514.94 in comparison to previous year 2016-17, Profit after tax of Rs. 3,50,18,599.54.

The Company has achieved turnover of Rs. 2,68,25,86,380.13 against previous year Rs. 2,66,29,51,483.81.

4. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

5. DEPOSITS

The Company has neither invited nor accepted any deposits from the members and relatives under section 73 of the Act and rules made thereunder during the year under review.

6. INDUSTRIAL RELATIONS

The industrial relations by and large remained cordial at all levels during the year under review.

7. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The company has no Subsidiary/Joint Venture/Associate Companies.

8. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 27.03.2017, inter alia, to discuss:

- a. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- b. Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors;
- c. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

9. DECLARATION BY AN INDEPENDENT DIRECTOR (S)

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 read with Regulation 16(1) (b) of SEBI Listing Regulations, 2015.

10. MEETING OF THE BOARD AND IT'S COMMITTEES

a. Board Meetings

During the year ended 31st March, 2018, 17 (Seventeen) Board Meetings were held.

Ms. Nilima Jain and Maddu Ravi Kishore has been appointed as Additional Director of the Company on 01.06.2017 and 09.08.2017.

b. Committees of the Board

The Company has the following Committees of the Board:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee.

Details of above given which given below:

S. No.	Name of the Committee	Composition of the Committee
1	Audit Committee	1. Mr. Ashok pradesi 2. Mr. Bhikha Ram Suthar 3. Ms. Nilima Jain
2	Nomination and Remuneration Committee	1. Mr. Paras Kumar Jain

		2. Mr. Bhikha Ram Suthar 3. Ms. Nilima Jain
3	Stakeholder Relationship Committee	1. Mr. Paras Kumar Jain 2. Mr. Bhikha Ram Suthar 3. Ms. Nilima Jain

The Policy on Formulation of Audit Committee is enclosed as Annexure II.

11. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 (1) of the Companies Act, 2013, the Company doesn't require to constitute CSR Committee during the financial year 2017- 2018.

Your Company is committed to the principles of sustainable development and consistently carries out initiatives in the area of corporate social responsibility to benefit the communities that it interacts with during the course of business.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company as enclosed as Annexure III.

13. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers), Rules, 2014 a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The details of establishment of Vigil Mechanism for Directors and Employees is enclosed as Annexure IV.

14. AUDITORS

The Board of Directors of the Company, based on recommendation of the Audit Committee had had appointed M/s A.Sen & Co., Chartered, as the Statutory Auditors of the Company, upon receiving an eligibility letter pursuant to Section 141 of the Act that they are not disqualified, i.e. to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

15. AUDITOR'S OBSERVATIONS

The Report of the Auditors is self – explanatory and does not call for any further comments from the Directors.

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

(The particulars as prescribed under Section 134(3) (m) of the Act, read with Rule 13 of the Companies (Accounts) Rules, 2014 are given below:

- a) Conservation of energy: Not Applicable
- b) Technology absorption: Not Applicable
- c) Foreign Exchange earnings and outgo: Not Applicable

17. DIRECTORS RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENT

The Company has not given any loan, guarantee or made any investment exceeding sixty percent of paid up share capital, free reserves and security premium account or hundred percent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Act

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

20. RESERVES

For the financial year ended 31st March, 2018, the amount Rs. 21,40,43,183.88 as against to Rs. 18,40,95,668.94 in the previous year being transferred to the General Reserves.

21. BOARD EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Act, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the

evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

22. EXTRACT OF THE ANNUAL RETURN

In terms of provisions of Section 134(3)(a) of the Act, the extract of the Annual Return as provided under Section 92(3) of the Act in Form No – MGT-9 , is annexed as Annexure – 'I' which forms part of the Report.

23. SIGNIFICANT AND MATERIAL ORDERS

There is no significant and material order passed by any of the regulators, court of law or tribunals impacting the going concern status of the Company or its operations in future.

24. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting.

The Company also has an Audit Committee; comprising 3 (Three) professionally qualified Directors, who interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

25. RISK MANAGEMENT POLICY

In terms of the requirement of the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. The Company continues with its emphasis on jute products without losing sight of the value of its human resources. Your Company recognizes the need to control and limit the risk, which it faces in day to day course of the business. The Company is exposed to certain financial risks- principally interest rate risk, liquidity risk, credit risk and risks associated with the economy, regulations, competition among others. These risks are managed through Risk Management Policies that are designed to minimize the potential adverse effects of these risks on financial performance of the Company. The Policy contains the procedures to inform the Board Members about the risk assessment and minimization process. These processes are periodically reviewed to ensure that the management of the Company controls risk and runs through a well-defined framework.

The policy on Risk Management is enclosed as Annexure V.

26. SECRETARIAL AUDIT

The Company has appointed Payal Goenka, Company Secretaries in practice as Secretarial Auditors of the Company to conduct the Secretarial Audit for the financial year ended 31st March, 2018.

The Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed as Annexure VI which forms part of the Report.

27. **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE**

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

During the year, the Company has not received any complain on sexual harassment.

28. **WEBSITE LINK**

<http://lmjservicesltd.com/investors/>


29. **ACNOWLEDGEMENT**

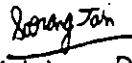
Your Directors wish to place on record their sincere appreciation for the co-operation and support extended to the Company by the Government of West Bengal, Financial Institutions, the Company's Bankers, Shareholders Suppliers, Customers, and Business associates. Your Directors also place on record their appreciation for the services of all the workers, staffs and executives, which is largely reflected in the performance of the Company.

For and on behalf of the Board of Directors of
L M J Services Ltd

FOR LMJ SERVICES LTD.

FOR LMJ SERVICES LTD.


Director
DIN: 07054797


Director
DIN: 06812172

Date: 04TH Day of September, 2018
Place: Kolkata

AUDIT COMMITTEE - TERMS OF REFERENCE**1. CONSTITUTION**

The Audit Committee has been established by the Board of Directors of the Company and is to be known as Audit Committee.

2. MEMBERSHIP

- A. The members of the Audit Committee shall be appointed by the Board from amongst the Directors of the Company.
- B. The Audit Committee shall have minimum three Directors with Independent Directors forming a majority of the members of the Audit Committee.
- C. The Chairman of the Audit Committee shall be elected by the members of the Audit Committee among themselves.

3. QUORUM

The quorum necessary for the transaction of business shall be atleast two members or 1/3rd of total number of Directors whichever is higher, with at least two Independent Director. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee.

4. FREQUENCY OF MEETINGS

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.

5. MEETINGS

- A. Meetings of the Audit Committee may be called by the Chairman of the Audit Committee.
- B. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Audit Committee and any other person required to attend, not later than 7 days before the date of the meeting.
- C. The Audit Committee may invite such of the executives, outside agency(ies) professional(s) as it considers appropriate, who are required to be presented for explaining any particular item(s) at the meeting.
- D. The intimation of the Audit Committee meetings, in which financials, reports of Auditors and other audit related matters are to be discussed, be given to Auditors of the Company.

6. DUTIES

The duties of the Audit Committee shall be:

- A. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- B. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;**
- C. approval of payment to statutory auditors for any other services rendered by the statutory auditors;**
- D. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:**
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - 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 management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
- E. reviewing, with the management, the quarterly financial statements before submission to the board for approval;**
- F. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;**
- G. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;**
- H. approval or any subsequent modification of transactions of the listed entity with related parties including giving omnibus approval subject to and in compliance with applicable laws and related party transaction policy of the Company;**
- I. scrutiny of inter-corporate loans and investments;**
- J. valuation of undertakings or assets of the listed entity, wherever it is necessary;**
- K. evaluation of internal financial controls and risk management systems;**
- L. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;**

- M. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- N. discussion with internal auditors of any significant findings and follow up there on;
- O. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- P. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Q. to review the functioning of the whistle blower mechanism;
- R. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- S. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- T. management discussion and analysis of financial condition and results of operations;
- U. statement of significant related party transactions (as defined by the audit committee), submitted by management;
- V. management letters / letters of internal control weaknesses issued by the statutory auditors;
- W. internal audit reports relating to internal control weaknesses; and
- X. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Y. statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

7. MINUTES

- A. The Audit Committee shall maintain written minutes of its meetings which shall be placed before the Board for noting and approval.
- B. Minutes of Audit Committee meetings shall be circulated promptly to all members of the Audit Committee.

8. ANNUAL GENERAL MEETING

The Chairman of the Audit Committee shall present at Annual General Meeting to answer shareholders queries.

9. RIGHT OF BEING HEARD

The Auditors of the Company and the Key managerial personnel shall have right to be heard in the meetings of the Audit Committee where the auditor's report are to be considered but they will not have any voting rights.

10. AUTHORITY

The Audit Committee is authorised by the Board to:

- A. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board;
- B. To discuss any related issues with the internal and statutory auditors and the management of the company;
- C. To investigate into any activity with in terms of reference;
- D. Seek any information that it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Audit Committee;
- E. Obtain outside legal or other professional advice, at the Company's expense and secure the attendance of the outsiders with relevant experience and expertise if it considers necessary.

11. RECOMMENDATIONS

The recommendations of the Audit Committee shall be binding on the Board in terms of Section 177 of the Companies Act, 2013 and if, the Board does not accept the recommendations of the Audit Committee it shall record the reasons thereof and shall be disclosed in the Board's report.

12. CONFIDENTIALITY

Subject to provisions of the Companies Act, 2013 and rules made there under all the deliberations of the Audit Committee, and all records, material and information etc shall be considered confidential. Audit Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

13. AMENDMENTS

Keeping in mind the needs of the Company and legal scenario (if any), the Board of Directors reserves the right to amend the terms of reference of Audit Committee as and when required.

Yours Sincerely,

For LMJ Services Limited

For LMJ SERVICES LTD.

(Ashok Kardesi)
Director
DIN: 07054797

(Sarang Jain) Director
DIN: 06812172

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

1.1 L M J Services Limited (hereinafter referred to as "Iris or the Company" considers human resources as its invaluable assets., This policy on nomination and remuneration (hereinafter referred to as "Remuneration Policy") has been formulated by the Nomination and Remuneration Committee (hereinafter referred to as "Remuneration Committee") as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is approved by the Board of Director of the Company, to guide the Board on the various issues of appointment, evaluate performance, remuneration of the Directors, KMP, Senior Management Personnel and other employees so as to harmonise the aspirations of human resources consistent with the goals of the Company.

1.1.1 DEFINITIONS

"Key Managerial Personnel (KMP)" means -

- (1) the managing Director or the Chief Executive Officer or the Manager and in their absence, a whole-time Director;
- (2) the Company Secretary;
- (3) the Chief Financial Officer;

Senior Management Personnel means the personnel of the company who are the members of its core management team excluding the directors of the Company comprising all members of management one level below the executive directors, including functional heads.

2 OBJECTIVE OF THIS REMUNERATION POLICY

2.1 The objective of this Remuneration Policy is to ensure that the:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. Remuneration to Directors, KMP and Senior Management involves terms performance objectives appropriate to the working of the Company and its goals.

3 APPLICABILITY

3.1 This Remuneration Policy shall be applicable to:

- a. All the Director of the Company which inter alia include Executive or Non Executive directors (independent director);
- b. All Senior Management Personnel, Key Managerial Personnel of the Company and other employees.

4 MEMBERSHIP

- 4.1.1 Remuneration Committee shall consist of minimum three or more non-executive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Remuneration Committee but shall not chair such Remuneration Committee.
- 4.2 The Board shall reconstitute the Remuneration Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- 4.3 The quorum shall be either two members or one third of the members of the Remuneration Committee, whichever is higher.
- 4.4 Details of Remuneration Committee membership shall be disclosed in the Annual Report.
- 4.5 Term of the Remuneration Committee shall be continued unless terminated by the Board of Directors.

5 CHAIRMAN

- 5.1 The Chairman of the Remuneration Committee shall be an Independent director.
- 5.2 The Chairman of the Company may be appointed as a member of the Remuneration Committee but shall not chair such Remuneration Committee.
- 5.3 In the absence of the Chairman of the Remuneration Committee, the member of the Remuneration Committee present at the meeting shall choose one amongst them to act as Chairman of the Remuneration Committee.
- 5.4 The Chairman of the Remuneration Committee or in his absence, any other member of the Remuneration Committee authorized by him in this behalf shall attend the general meeting of the Company.

6 MEETING AND VOTING

- 6.1 The meeting of the Remuneration Committee shall be held at such intervals as may be required to accomplish the objective as set out in this Remuneration Policy.
- 6.2 Matters arising for decision at meeting of the Remuneration Committee shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Remuneration Committee.
- 6.3 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7 MINUTES OF REMUNERATION COMMITTEE MEETING

- 7.1 Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Remuneration Committee meeting will be tabled at the subsequent Board and Remuneration Committee meeting.

8 ROLE AND RESPONSIBILITY OF THE REMUNERATION COMMITTEE

- 8.1 The roles and responsibility of the Remuneration Committee shall include:
- a. to guide the Board of Director of the Company in relation to the appointment and removal of the Directors Senior Management Personnel, KMP and other employees.;

- b. formulate the criteria for determining the qualifications, positive attributes and independence of the Directors and Senior Management Personnel, KMP and other employees and to recommend to the Board of Director of the Company relating to the remuneration payable of them .
- c. to formulate the criteria for evaluation of the performance of the Director and Senior Management Personnel, KMP and other Employees.
- d. ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- e. to devise a policy on Board diversity;
- f. to develop a succession plan for the Board and to regularly review the plan;
- g. to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- h. to assist the Board in fulfilling responsibilities;
- i. to Implement and monitor policies and processes regarding principles of corporate governance;
- j. to perform such other functions as may be necessary or appropriate for the performance of its duties.

9 APPOINTMENT AND REMOVAL OF DIRECTOR SENIOR MANAGEMENT PERSONNEL, KMP AND OTHER EMPLOYEES

- 9.1 The Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or Senior Management Personnel, KMP and other employee and recommend his / her appointment, to the Board of Director of the Company.
- 9.2 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Remuneration Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
- 9.3 Appointment of Independent directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder.
- 9.4 The Remuneration Committee may recommend with reasons recorded in writing, removal of Director or Senior Management Personnel, KMP and other employees subject to the provisions and compliance of the Companies Act, 2013 and the rules made there under.

10 REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

10.1 Remuneration to Managing/ whole Time Directors

- a. The remuneration/ commission etc. required to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions laid down under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

- b. The Remuneration Committee shall make such recommendations to the Board of Directors of the Company, as it may consider deem fit with regard to remuneration to Managing Director / Whole Time Directors.

10.2 Remuneration to the Non-Executive / Independent directors

a. Remuneration / Commission

- o The remuneration / commission to the Non-executive / Independent director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

b. Sitting Fee

- o The Non-Executive / Independent Directors may receive sitting fees as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Remuneration Committee and approved by the Board of Directors.

c. Limit of Remuneration / Commission

- o The remuneration / commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/ 3% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

d. Stock option

- o Pursuant to the provision of the Companies Act, 2013, no Independent director shall be entitled for the stock option of the Company.

10.3 Remuneration to Senior Management Personnel, KMP's and other employees

- a. The remuneration to Senior Management Personnel, KMP and other employees shall consist of fixed pay and incentive pay, according to the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c. The Incentive pay shall be decided based on the balance between performance of the Company and performance of these employees, to be decided annually or at such intervals as may be considered appropriate.

11 TENURE

11.1 Managing Director/ Whole-time Director

- a. The Company shall appoint or re-appoint any person as its Managing director or whole time director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

11.2 Independent Director

- a. An Independent director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

- b. No Independent director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent director shall be eligible for appointment after expiry of three years of ceasing to become an Independent director. Provided that an Independent director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

12 EVALUATION

- 12.1 The Remuneration Committee shall carry out evaluation of performance of Director, KMP, Senior Management Personnel and other employees.
- 12.2 A member of the Remuneration Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 12.3 The Remuneration Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Remuneration Committee.

13 RETIREMENT

- 13.1 The Director and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director and Senior Management Executive in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

14 DISCLOSURE

- 14.1 The details of this Remuneration Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein.

15 AMENDMENT

- 15.1 The Board of Directors on its own and / or as per the recommendations of Remuneration Committee can amend this Remuneration Policy, as and when deemed fit.
- 15.2 In case of any amendment(s) in the companies Act 2013 and any circular(s), order etc. issued by any authorities, not being consistent with the provisions as set out under this Remuneration Policy, then such amendment(s), circular(s), order etc. shall prevail upon the provisions hereunder and this Remuneration Policy shall stand amended accordingly from the effective date as mentioned under such amendment(s), circular(s), order etc.

Yours Sincerely,

For L M J Services Limited

For LMJ SERVICES LTD.

For LMJ SERVICES LTD.

(Ashok Pardeshi)
Director
DIN: 07054797

(Sarang Jain)
Director
DIN: 06812172


Director

1. INTRODUCTION

L M J Services Limited (hereafter referred to as "Company") believes in promoting a fair, transparent, ethical and professional work environment. Through this Vigil Mechanism Iris wants to promote integrity, professional conduct in the employees of the Company as well as to devise a mechanism to safeguard deviations from the standards defined in this policy. This mechanism is intended to provide mechanism for reporting genuine concerns and grievances to the management of the Company. So that these concerns can be dealt in a fair and unbiased manner as provided in Section 177(9) and Section 177(10) of the Companies Act 2013 read with rule 7 of chapter XII of the Companies Act. This whole mechanism shall be overseen by the Audit committee of the Company.

2. OBJECTIVE

- a. To encourage and provides a channel to the employees and directors of the Company to report to the management concerns about unethical behaviour, legal concerns, fraudulent behaviour, actual or suspected fraud or violation of the code(s) of conduct or policy of the Company.
- b. The Mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

3. SCOPE

This Mechanism covers serious concerns that could have affect the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company' rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

4. APPLICABLE

All employees and directors of the Company are entitled to make disclosures under the Mechanism.

5. RECEIPT AND DISPOSAL OF DISCLOSURES

- a. Where any director or employee finds, feels or observes any of following activities (Not exhausted list) then he/she must within a period of 30 days of occurrence of event or on the date on which he comes to know, should report in writing in English language their complaint / grievance:
 - o Any prejudicial act in which stakeholders interest or public interest is involved;
 - o Serious frauds which are affecting or may affect the financial position of the Company;
 - o Internal theft;
 - o Inaccuracy in maintaining the Company's books of account and financial records;
 - o Financial misappropriation and fraud;
 - o Procurement fraud;
 - o False expense reimbursements;
 - o Misuse of company assets & resources;
 - o Inappropriate sharing of company sensitive information;
 - o Corruption & bribery;

- o Insider trading;
- o Unfair trade practices & anti-competitive behaviour;
- o Non-adherence to safety guidelines;
- o Sexual harassment;
- o Child labour;
- o Violation of human rights etc.

- b. The Complainant shall address their grievances to the Vigilance Officer as may be designated by the Audit Committee of the Company or the chairman of the Audit Committee in exceptional cases.
- c. The contact details of the chairman of the Audit Committee and Vigilance Officer of the Company are given below:

Mr. _____
 (Chairman of Audit Committee)
 Email id : _____
 C/O L M J Services Limited
 2, Transport Depot Road,
 Kolkata - 700088

Mr. _____
 (Vigilance Officer)
 Email id: _____
 C/O L M J Services Limited
 2, Transport Depot Road,
 Kolkata - 700088

- d. The Vigilance Officer or the chairman of the Audit Committee, as the case may be, will maintain the confidentiality of the complainants in order to protect the identity of the complainant.
- e. The Vigilance Officer or the chairman of the Audit Committee, as the case may be, on receipt of the disclosure of any of the above fraud or events shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The record will include:
- o Brief facts;
 - o Whether the same disclosure was raised previously by anyone, and if so, the outcome thereof;
 - o Whether the same disclosure was raised previously on the same subject;
 - o Details of actions taken by Audit Committee for processing the complaint;
 - o Findings of the Audit Committee;
 - o The recommendations of the Audit Committee/ other action(s).
- f. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

6. INVESTIGATION

- a. The investigation would be carried out by the Audit Committee either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit to determine the authenticity of the allegations.
- b. Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter, shall disclose his/her concern/interest forthwith and shall not take part in such investigation.
- c. The said investigation team shall not consist of any member who is involved in such allegations.
- d. The identity of all the employee/director against whom disclosure has been made shall be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. All the employees/directors against whom disclosure has been made shall have a duty to cooperate with the Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- f. All the employee/director against whom disclosure has been made shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- g. All the employee/director against whom disclosure has been made shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened.
- h. The Audit Committee as it deems fit, may call for further information from the complainant.
- i. The Audit Committee shall carry out detailed investigation if the reported disclosure is found to be correct and shall try its best to complete the investigation within 90 days from the date of receipt of complaint.

7. DECISIONS AND REPORTING

- a. If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, then the Audit Committee shall record the result and forward it to the management of the Company to take such disciplinary or corrective action as he may deem fit against the concerned employee/director. The decision of the Committee shall be recorded with reasons and a copy of the same shall be forwarded to the complainant and the concerned employee/director who has done such improper or unethical act.
- b. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- c. However, if a complainant who makes false allegations of unethical & improper practices then disciplinary actions in accordance with the rules, procedures and policies of the Company shall be taken against the complainant as the Audit Committee may decide.

8. PENALTIES

If the alleged fraud or misconduct is proven after investigation, the Audit Committee may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

9. SECRECY AND CONFIDENTIALITY

- a. The complainant, Members of Audit Committee and everybody involved in the process shall:
 - o Maintain confidentiality of all matters under this mechanism;
 - o Discuss only to the extent or with those persons as required under this mechanism for completing the process of investigations;
 - o Keep all the papers, communication (oral, writing or otherwise) completely confidential and fully protected from improper disclosures;

10. PROTECTION

- a. The complainant would be given an option to keep his/her identity anonymous while reporting the incident to the Vigil Officer or the chairman of the Audit Committee. The Company will make no attempt to discover the identity of an anonymous such person. If such person identity becomes known during the course of the investigation, the Company will ensure that the identity of such person will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- b. Any other employee/director assisting in the said investigation shall also be protected to the same extent as the complainant.
- c. The Audit Committee would safeguard the complainant from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- d. Protection under this Mechanism would not mean protection from disciplinary action arising out of false allegations made by a complainant.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The complainant shall have right to access chairman of the Audit Committee directly in exceptional cases and the chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. RETENTION OF DOCUMENTS

The evidences, documents received by the Audit Committee in due course of time during investigation shall be preserved for 8 years or for such period as may be specified by law in force in this regard from time to time.

13. RIGHT TO AMENDMENT

Keeping in mind the interest of the Company/employee and requirements of the Companies Act, 2013 and/or Rules made there under or any other law for the time being in force, the Company may amend or modify this policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law.

Yours Sincerely,

For L M J Services Limited

or LMJ SERVICES LTD.

(Ashok Pardeshi)
Director
DIN: 07054797

(Sarang Jain) Director
DIN: 06812172

RISK MANAGEMENT POLICY

Annexure

1. INTRODUCTION

1.1 The Board of Directors of the L M J Services Limited (hereinafter referred to as "Company") has adopted risk management policy which contains the process with regards to risk management at Company.

1.2 It seeks to identify risks inherent in any business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

2. OBJECTIVE

2.1 The key objectives of this Risk management policy are:

- a. To safeguard the Company property, interests, and interest of all stakeholders;
- b. To lay down the framework that enables future activities to take place in a consistent and controlled manner;
- c. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed;
- d. To have the culture, processes and structures in the Company that is directed towards the effective management of potential opportunities and adverse effects;
- e. To have a balance between the cost of managing risk and the anticipated benefits;
- f. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats;
- g. To create awareness among the employees to assess risks on a continuous basis and develop risk mitigation plans in the interest of the Company;
- h. Provide a system for setting of priorities when there are competing demands on limited resources;
- i. Contributing towards more efficient use/ allocation of the resources within the organization;
- j. Reducing volatility in various areas of the business;
- k. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

3. REGULATORY REQUIREMENT

3.1 This Risk management policy has been framed as per the following below mentioned regulatory requirements:

a. Section 134(3) of the Companies Act, 2013:

- o There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include—

(n) A statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, in which this in the opinion of the Board may threaten the existence of the company

b. Section 177(4) of the Companies Act, 2013

o Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter-alia, include—

(vii) Evaluation of Internal financial controls and risk management systems.

c. SCHEDULE IV [Section 149(8)] of the Companies Act, 2013

o CODE FOR INDEPENDENT DIRECTORS

II. Role and functions:

The independent directors shall:

(1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, **risk management**, resources, key appointments and standards of conduct.

(4) satisfy themselves on the integrity of financial information and those financial controls and **the systems of risk management** are robust and defensible.

4. RISK MANAGEMENT

4.1 The Company shall lay down the procedure to inform the Board of Director about the risk management and minimization procedure.

4.2 The Board of Director shall be responsible for framing, implementing and monitoring this Risk management policy.

4.3 The Board of Director of the Company shall be responsible for reviewing the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others.

4.4 The Board of Director / Audit Committee shall have the responsibility to communicate the Risk Management Strategy to various levels of management for effective implementation.

4.5 Analysis of all the risks thus identified shall be carried out by the Audit Committee/ Board of Director.

5. RISK IDENTIFICATION

5.1 Risk identification is the first step towards the management of the respective risks and to identify the Company exposure to uncertainty, the risk may be classified in the following:

a. Strategic risk;

b. Operational risk;

c. Raw Material risk;

- d. Technology risk;
- e. Financial Risk Including Company assets and properties and foreign currency risks;
- f. Legal risk;
- g. Employee risk;
- h. Competition risk;
- i. Product Quality and Safety Standards, etc.

6. RISK MANAGEMENT PROCESS

6.1 The key risk management process would include:

- a. Risk Identification
- b. Assessment of identified risk
- c. Risk measurement
- d. Risk mitigation
- e. Monitoring of the risk mitigation efforts
- f. Risk reporting and disclosures
- g. Integration with strategy and business plan

7. RISK MANAGEMENT FRAMEWORK

7.1 The Board of Director / Audit Committee are required to play the following role under this Risk management policy:

- a. The Board of Director and the Audit Committee both are responsible for regulations and framing, implementing and monitoring risk management plan, having in place systems for risk management as part of internal controls with duty being cast upon Independent Directors to bring unbiased angle to the Board's deliberations on making risk management systems more robust.
- b. The Board of Director of the Company has overall responsibility for the Company internal control environment, and must strive to ensure that:
 - o The Company has an integrated framework of control, based on formal procedures and appropriate delegation of authority and responsibility;
 - o There is a disciplined approach to identification and management of risk;
 - o Management has established and implemented a system for identifying, assessing, monitoring and managing material risk through the Company; and
 - o These systems include internal compliance and controls.
- c. Have an awareness of and continually monitor the management of strategic risks.

- c. **Have an awareness of and continually monitor the management of strategic risks.**
- d. **Be satisfied that processes and controls are in place for managing less significant risks.**
- e. **Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly.**
- f. **Ensure risk management is integrated into board reporting and annual reporting mechanisms.**
- g. **The Audit Committee of the Board reviews Internal Audit findings, and provides strategic guidance on internal controls. It also monitors the internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented.**
- h. **Implementation of the risk management system and day-to-day management of risk is the responsibility of the Board of Director and Audit Committee, with the assistance of senior management, as required.**

8. ROLE OF THE HEADS OF THE DEPARTMENTS

8.1 Heads of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Chief Financial Officer/ Chairman of the Audit Committee.

9. PENALTIES

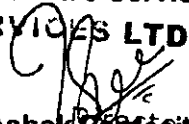
- 9.1 The penalties are prescribed under the Companies Act, 2013 under various sections which stipulate having a Risk Management Framework in place and its disclosure.
- 9.2 According to the Section 134 (8) of the Companies Act, 2013, if a company contravenes the provisions of this section, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.

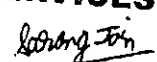
10. RIGHT TO AMENDMENT

- 10.1 This risk management policy may be amended, modified or waived by the Board of Director of the Company, subject to applicable provisions of laws, rules, regulations and guidelines.

Yours Sincerely,
For LMJ Services Limited

LMJ SERVICES LTD. For LMJ SERVICES LTD.


(Ashok Pandey)
Director
DIN: 07054797


(Sarang Jain) Director
Director
DIN: 06812172

