

**JENSON & NICHOLSON (INDIA) LIMITED**

Minutes of the proceedings of the 87<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 29<sup>th</sup> September, 2010 at 10.30 A.M. at the Hall of Kalamandir Basement (Kalakunj), 48, Shakespeare Sarani, Kolkata – 700 017

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Present :        Mr. A. S. Varma                    (Chairman)  
  
                      Mr. N. M. Sahai  
  
                      Mr. Ranjit Singh  
  
                      Mr. Anant P. Sinha  
                      President

Members present in Person - 329

Members present by Proxy / - 10  
through Representative

In Attendance : Mr. B. Bhattacharjee, Company Secretary

**Chairman**

Mr. A. S. Varma, Chairman took the Chair in terms of Article 72 of the Articles of Association of the Company.

**Quorum**

The quorum being present, the Chairman proceeded with the Agenda.

**Chairman's Speech**

Mr. A. S. Varma, Chairman read out his speech which was circulated among the members present at the meeting.

### **Register of Directors' Shareholding**

The Register of Directors' Shareholding pursuant to Section 307 of the Companies Act, 1956 was laid before the meeting and remained accessible throughout the meeting.

### **Notice**

With the consent of all the members present at the meeting, notice convening the meeting was taken as read.

### **Auditors' Report**

The Chairman requested Mr. Anant P. Sinha to read out Auditors' Report on the Accounts for the year ended 31<sup>st</sup> March, 2010 which was read by Mr. Sinha.

The Chairman thereafter invited comments from the members on the Audited Accounts and Reports. Several queries were raised by the members which were suitably answered by the Chairman.

### **Balance Sheet & Profit & Loss Account for the year ended 31<sup>st</sup> March, 2010 ( Ordinary Resolution )**

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Proposed by : Mr. Manoj Kumar Gupta  
Seconded by : Mr. M. S. Dey

“RESOLVED THAT the audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2010 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon be and are hereby adopted.”

The resolution was then put to vote by show of hands and was declared carried unanimously.

### **Re-appointment of Mr. Gopal Ji as a Director ( Ordinary Resolution )**

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Proposed by : Mr. S. K. Saraf  
Seconded by : Mr. Manoj Kumar Gupta

“RESOLVED THAT Mr. Gopal Ji who retires by rotation be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

The resolution was then put to vote by show of hands and was declared carried unanimously.

**Re-appointment of Statutory Auditors  
( Ordinary Resolution )**

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Proposed by : Ms. Indrani Saha  
Seconded by : Mr. M. S. Dey

“RESOLVED THAT M/s. M. Mukerjee & Co., Chartered Accountants, retiring Auditors, be and is hereby re-appointed as Auditors’ of the Company to hold office as such from conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting, at a remuneration and reimbursement of out of pocket expenses, to be decided by the Board of Directors of the Company.”

The resolution was then put to vote by show of hands and was declared carried unanimously.

**Appointment of Mr. Ranjit Singh as a Director  
( Ordinary Resolution )**

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Proposed by : Mr. S. K. Saraf  
Seconded by : Mr. Manoj Kumar Gupta

“RESOLVED THAT Mr. Ranjit Singh who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and in respect of whom a notice has been received from a Member pursuant to the provisions of Section 257 of the Companies Act, 1956 signifying to propose Mr. Singh for appointment as a Director, be and is hereby appointed a Director of the Company whose period of office shall be determined by retirement of Directors by rotation.”

The resolution was then put to vote by show of hands and was declared carried unanimously.

There being no other business, the meeting terminated with a vote of thanks to the Chair.

**CHAIRMAN**