Jenson & Nicholson (India) Ltd.

617, Bestech Business Tower,
Sector-48, Sohna Road,
Gurgaon -122018 (Haryana)
Tel. No. : +91-124-4017402
E -mail : info@jnpaints.com
Website : www.jnpaints.com
CIN No : L51597WB1922PLC004603

Date: 04/09/2017

The National Stock Exchange of India Ltd.,
Listing Deptt., "Exchange Plaza",
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400051.

BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001.

SUBJECT: Soft Copy of Notice of 94th Annual General Meeting of the Company

Scip Code: 523592(BSE)/ JENSONICOL(NSE) /20241 (CSE)

Dear Sir,

This is in continuation of our letter dated September 01, 2017 informing that 94th Annual General Meeting (AGM) of the Company will be held on **Tuesday, September 26, 2017 at 10:30 a.m. at the Hall of Kalamandir Basement (Kalakunj), 48, Shakespeare Sarani, Kolkata- 700 017.**

Pursuant to **Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, please find attached soft copy of the Notice of aforesaid 94th Annual General Meeting of the Company.

You are requested to kindly take the same on records.

Thanking You,
Yours faithfully,

For **Jenson & Nicholson (India) Ltd.**

JENSON & NICHOLSON (INDIA) LTD. GURUGRAM

Yogesh Kumar Gautam
(Company Secretary)
M.NO.A31119

Cc: The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Ninety-Fourth** Annual General Meeting of the Company will be held on **Tuesday, 26th day of September, 2017 at 10:30 a.m. at the Hall of Kalamandir Basement (Kalakunj), 48, Shakespeare Sarani, Kolkata – 700017** to transact the following business:

ORDINARY BUSINESS

Item No.1

To receive, consider and adopt:

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

Item No. 2

To appoint a Director in place of Mrs. Kiran Sahai (DIN: 01279368) who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 3

Appointment of Statutory Auditors of the Company

To consider and, if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Agasti & Associates, Chartered Accountants (Firm Registration No. 313043E), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s M. Mukherjee & Co., Chartered Accountants (Firm Registration No. 303012E), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Ninety ninth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Place : Patna
Dated : June 8, 2017

By Order of the Board

Sd/-
B.C. Srivastava
Managing Director
DIN: 00929674

Registered Office:
7B, Middleton Street
Kolkata - 700 071
CIN:L51597WB1922PLC004603
E mail id: companysecretary@jnpaints.com

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten (10) 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 shareholder.

   The instrument 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 this Annual General Meeting. A Proxy form for the AGM is enclosed.

2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).

3. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

4. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

5. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 19th September, 2017 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19th September, 2017, shall be entitled to avail the facility of remote e-voting/ voting in the general meeting.

6. Members are requested to notify immediately any change in their address to the Registrars and Share Transfer Agent of the Company, C. B. Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata – 700 019.

7. Members desirous of getting any information about the accounts and operation of the Company are requested to write to the Company at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

8. Pursuant to the relevant provisions of the Companies Act, all Unclaimed / Unpaid Dividend up to the year 1998-1999 have been transferred to the Investors' Education &Protection Fund. The Company did not declare any Dividend since then.

9. Members intending to avail of the nomination facility may furnish the particulars in the prescribed form and are advised to contact the Registrars for details in this regard.

10. In view of increase in cost of printing, you are requested to bring your copy of Annual Report with you at the meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the meeting hall.

11. The Notice of the AGM along with the Annual Report 2016-17 is being sent to the members by electronic mode

whose e-mail addresses are registered with the Company/ Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent to the members by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's Website viz. www.jnpaints.com.

12. To Support 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/CDSL.

13. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have already cast their votes by remote e-voting shall not be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Instructions for E-voting are annexed to the Notice.

14. The route map showing directions to reach the venue of the **Ninety-Fourth** AGM is annexed.

15. As per Section 118 (10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gift, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting.

16. The Board of Directors has appointed Ms. Indrani Chaudhuri, Practicing Company Secretary (Membership No. 8739) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

17. The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 23.09.2017 at 9:00 A.M. and ends on 25.09.2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/Record date i.e. 19.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN **(170808022)** for the relevant **<Jenson & Nicholson (India) Ltd.>** on which you

choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors appointed and those retiring by rotation and being eligible seeking re-appointment is as under:

Profile of Directors Seeking Re-appointment at the Ensuing AGM

Name of the Director	Mrs. Kiran Sahai
Director Identification Number	01279368
Date of Appointment	31/10/2014
Brief Resume of the Director including nature of expertise in specific functional areas	Mrs. Kiran Sahai is a Matriculation passed. She is much into Corporate Social Responsibility activities as her expertise.
No. of Shares held in the Company	NIL
Directorships and Committee memberships held in other companies. (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included)	ETA SOLUTIONS PRIVATE LIMITED
Inter-se relationships between Directors	Mrs. Kiran Sahai is wife of Shri N.M. Sahai, an Independent Director and Chairman of Audit Committee

Place : Patna
Dated : June 8, 2017

By Order of the Board

Sd/-
B.C. Srivastava
Managing Director
DIN: 00929674

Registered Office:
7B, Middleton Street
Kolkata – 700 071
CIN:L51597WB1922PLC004603
E mail id: companysecretary@jnpaints.com

Form no. MGT-11
PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

JENSON & NICHOLSON (INDIA) LIMITED
CIN: L51597WB1922PLC004603
Regd. Office: 7B Middleton Street, Kolkata-700 071
Corporate Office: Plot #617, Bestech Business Tower, Gurgaon, Haryana-122018
Ph.: -033-2287-7042/0124-4017402, Fax: 033-2283-5500/ 0124-4017402, e-mail: companysecretary@jnpaints.com
Website: www.jnpaints.com

Ninety-Fourth Annual General Meeting- 26th day of September, 2017

Name of the member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

I/ We being the member(s) of ..... shares of the above named company hereby appoint:

1. Name : .....
   Address : .....
   Email ID : ..... Signature .....
2. Name : .....
   Address : .....
   Email ID : ..... Signature .....
3. Name : .....
   Address : .....
   Email ID : ..... Signature .....

As my / our proxy to attend and vote (on a poll) for me/ us and on my / behalf at the 94th Annual General Meeting of the company to be held on Tuesday, 26th day of September, 2017 at 10:30 a.m. at the Hall of Kalamandir Basement (Kalakunj), 48, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	**Resolution**	**Vote (optional see Note 2) (Please mention no. of shares)**		
Ordinary Business				
1.	To receive, consider and adopt: the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors and the Auditors thereon; and	For	Against	Abstain
2.	To appoint Statutory Auditors and fix their remuneration.			
3.	To appoint a Director in place of Mrs. Kiran Sahai (DIN: 01279368) who retires by rotation and, being eligible, offers herself for re-appointment.			

Signed this……Day of…….2017

Affix Revenue Stamp not less than ₹1

Signature of the member

Signature of the Proxy holder(S)

Notes:
1. 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.
2. It is optional to indicate your preference, if you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

JENSON & NICHOLSON (INDIA) LIMITED
CIN: L51597WB1922PLC004603
Regd. Office: 7B Middleton Street, Kolkata-700 071
Corporate Office: Plot #617, Bestech Business Tower, Gurgaon, Haryana-122018
Ph.: -033-2287-7042/0124-4017402, Fax: 033-2283-5500/ 0124-4017402, e-mail: companysecretary@jnpaints.com
Website: www.jnpaints.com

Attendance Slip
94th Annual General Meeting, 26th September, 2017

Regd. Folio no. …… DP Id*……
No. of Shares Held……. Client Id*……..

I/we hereby certify that I am a registered Shareholder/Proxy for the Registered Shareholder of the Company.
I/we hereby record my/our presence at the Ninety Fourth Annual General Meeting of the Company to be held at the Hall of Kalamandir Basement (Kalakunj), 48, Shakespeare Sarani, Kolkata- 700 017 on 26th September, 2017 at 10:30 a.m.

…… ……
Member's/Proxy's Name in Block Letters Member's/Proxy's Signature

*Applicable for Investors holding shares in electronic form.
Note: Pls fill the attendance slip and hand it over at the Entrance of the Meeting hall.
Pls note that no gifts/company products will be given at the meeting.



The Hall of Kalamandir Basement (Kalakunj), 48,
Shakespeare Sarani, Kolkata – 700017
Ninety-Fourth Annual General Meeting of the Members of Jenson & Nicholson (India) Ltd. is scheduled on Tuesday, the 26th day of September, 2017 at 10:30 a.m.