

## NOTICE

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on Monday, August 22, 2016 at 11.30 a.m. at the Registered Office of the Company at J.P. Morgan Tower, Off C.S.T. Road, Santacruz – East, Mumbai – 400 098 to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2016.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** subject to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), M/s Price Waterhouse, Chartered Accountants having its Registration No. 301112E granted by the Institute of Chartered Accountants of India, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company, to examine and audit the accounts of the Company for the financial year 2016-17, at a remuneration to be fixed by the Board of Directors and agreed by the Auditors.”

### **Special Business**

4. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), Mr. Neel Moti Shahani (DIN- 06854448) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 15, 2016, who is eligible for appointment and in respect of whom the Company has received all the necessary consents and declarations as required under the Companies Act, 2013 and necessary approvals from the Stock Exchanges for the purpose of the Company’s membership with the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary, be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**By order of the Board of Directors  
For J. P. MORGAN INDIA PRIVATE LIMITED**

Sd/-

**Bipin Singh  
Company Secretary  
ACS 11777**

Place : Mumbai  
Date : August 5, 2016

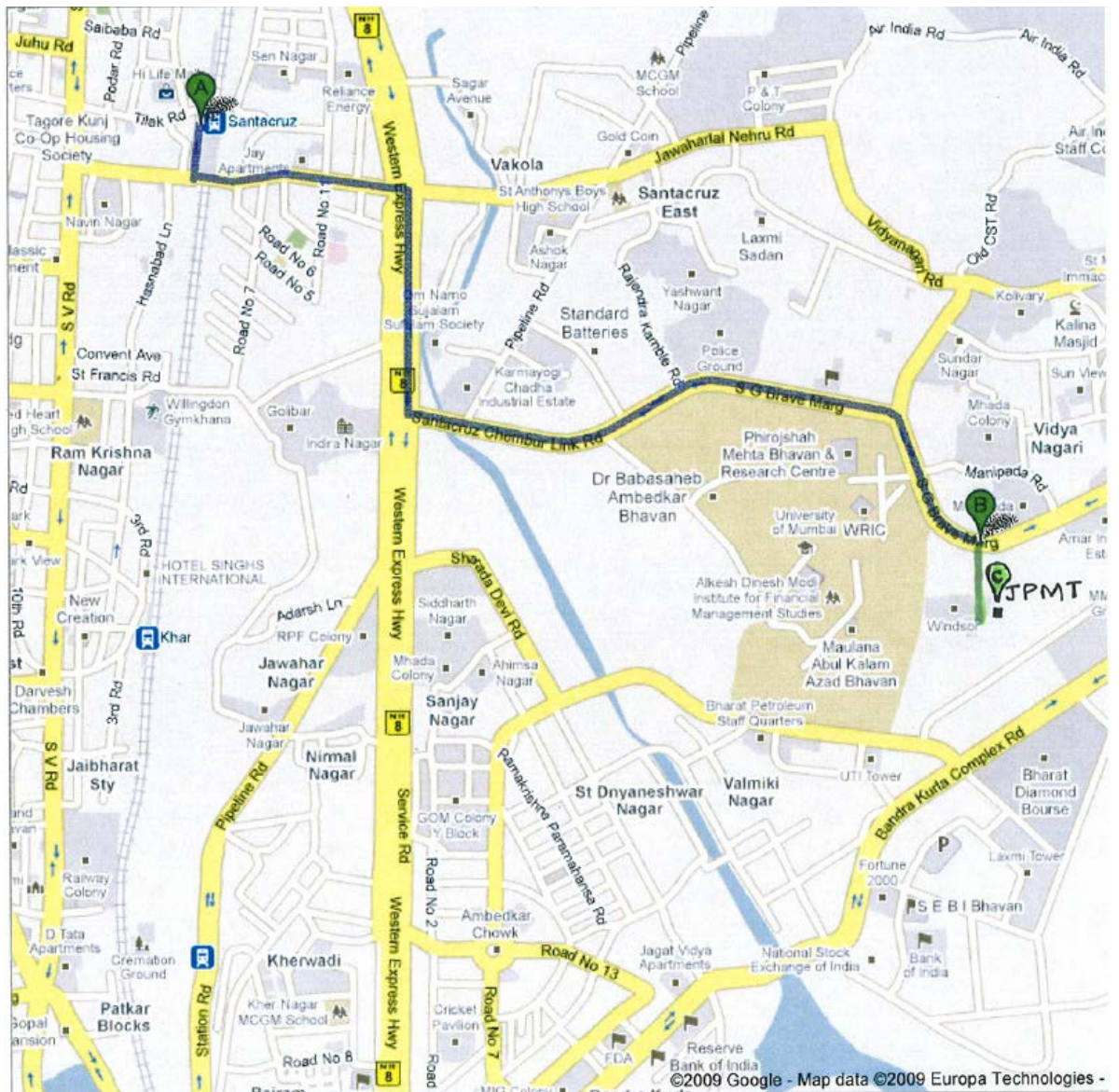
**Registered Office:**

J.P. Morgan Tower, Off C.S.T. Road,  
Santacruz – East, Mumbai – 400 098  
Tel No. 91-22-61573000 Fax No. 91-22-61573990  
Website: [www.jpmipl.com](http://www.jpmipl.com)  
Email Id: [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
CIN: U67120MH1992FTC068724

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. 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. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the company on all working days, during business hours up to and on the date of the meeting.
5. Details in respect of those Directors seeking appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents /declarations for their appointment / re-appointment.
6. The route map of the address of the meeting is also annexed hereto and is hosted along with the notice on the website of the Company.

THE ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING IS AS BELOW:



### Directions from Santacruz Railway Station to J P Morgan Tower, Kalina

#### By Road :

- From Santacruz Station – East (A) head south on MG Road/Tilak Road towards Kanu Desai Rd (20m)
- Turn left at Station Road (0.8 km) to approach Western express Highway (Vakola junction)
- Turn right at Vakola Junction & take the Western Express Highway (1.4km) – below the flyover
- Take the 1<sup>st</sup> left to CST – Kalina road and continue further to Mumbai University Campus (2.9 km)
- After University Campus reach till Raheja Centre Point to point (B) (3.4 km)
- From (B) turn right for J P Morgan Tower (C), which is opposite Windsor (about 2 mins)

## ANNEXURE TO THE NOTICE

### Explanatory Statement

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

Mr. Neel Shahani, 47 was appointed as an Additional Director and nominated as a Designated Director of the Company by the Board of Directors at its meeting held on July 20, 2016; subject to the approval of members at the Annual General Meeting and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force). Mr. Neel Shahani's appointment is effective from July 15, 2016 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Neel Shahani (DIN 06854448) has given his consent to act as a director of the Company. It is now proposed to appoint him as a Director of the Company in terms of the provisions of Section 152 and all other applicable provisions of Companies Act, 2013 and rules made thereunder.

Mr. Neel Shahani recently joined J. P. Morgan as head of Equity Distribution, India. Prior to joining J. P. Morgan, Neel was with Barclays where he was most recently head of Equities and head of Sales Trading. Before this, he was head of Sales Trading at India Infoline and CLSA India. Neel also serves on the boards of trustees of Teach for India and Akanksha Foundation. Mr. Neel Shahani holds Bachelor of Arts Degree.

The terms and conditions of appointment and remuneration of Mr. Neel Shahani shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. Mr. Neel Shahani does not hold Directorships in any other Companies and he was not required to attend any Board Meetings in the financial year.

Except Mr. Neel Shahani, none of the Directors and Key Managerial Personnel of the Company or their relatives, is concerned or interested in the proposed Ordinary Resolution as set out in Item No. 4.

The Board of Directors of the Company recommends the resolution as set in Item no. 4 for appointment of Mr. Neel Shahani as a Director of the Company for approval of the members.

**By order of the Board of Directors  
For J.P. MORGAN INDIA PRIVATE LIMITED**

Sd/-  
**Bipin Singh**  
Company Secretary  
ACS 11777

Place : Mumbai

Date : August 5, 2016

**Registered Office:**

J.P. Morgan Tower, Off C.S.T. Road,

Santacruz – East, Mumbai – 400 098

Tel No. 91-22-61573000 Fax No. 91-22-61573990

Website: [www.jpmpil.com](http://www.jpmpil.com)

Email Id: [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)

CIN: U67120MH1992FTC068724

**J. P. MORGAN INDIA PRIVATE LIMITED**  
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**Tel No.:** 91-22-61573000 **Fax No.:** 91-22-61573990  
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**E-mail:** [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
**CIN:** U67120MH1992FTC068724

**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

Twenty-fourth Annual General Meeting of the Company held on Monday, August 22, 2016 at 11.30 a.m. at the Registered Office of the Company situated at J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz – East, Mumbai – 400 098

1. Name(s) of member(s) :  
(including joint-holders, if any)
2. Registered Address of the  
Sole/ First named member :
3. Registered Folio No. :
4. No. of Shares :

I hereby record my presence at Twenty-fourth Annual General Meeting of the Company held on Monday, August 22, 2016 at 11.30 a.m. at the Registered Office of the Company situated at J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz – East, Mumbai – 400 098

Name of the Shareholder/ Proxy.....

Signature of the Shareholder/ Proxy present .....

**J. P. MORGAN INDIA PRIVATE LIMITED**  
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**Tel No.:** 91-22-61573000 **Fax No.:** 91-22-61573990  
Website: [www.jpmpi.com](http://www.jpmpi.com)  
**E-mail:** [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
**CIN:** U67120MH1992FTC068724

**PROXY FORM**

**[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No.:

I/ We being the member(s) of \_\_\_\_\_ shares of the J.P. Morgan India Private Limited do hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

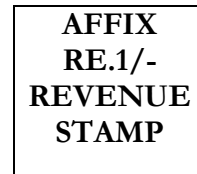
Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Twenty-fourth Annual General Meeting of the Company held on Monday, August 22, 2016 at 11.30 a.m. at the Registered Office of the Company situated at J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz – East, Mumbai – 400 098 and at any adjournment thereof in respect of the resolution, as indicated below:

1. Adoption of Audited Financial Statements of the Company for the year ended March 31, 2016 along with the report of the Auditors and Directors thereon.
2. Declaration of dividend on Preference shares for the Financial Year ended March 31, 2016.
3. Appointment of M/s Price Waterhouse, Chartered Accountants (Registration No. 301112E) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting of the Company.
4. Consider and approve the appointment of Mr. Neel Moti Shahani (DIN- 06854448) as a Director of the Company.

Signed this ..... day of ..... 2016.

Signature of shareholder(s):\_\_\_\_\_



Signature of Proxy holder(s):\_\_\_\_\_

Note: Proxy form to be effective, should be submitted at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of aforesaid 24<sup>th</sup> Annual General Meeting.