

## NOTICE

**NOTICE** is hereby given that the Extraordinary General Meeting of the Members of J. P. Morgan India Private Limited will be held on Friday, March 3, 2017 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 at 11.30 A.M. to transact the following business:

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### SPECIAL BUSINESS:

1. **To consider and if thought to fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

#### **Amendment of the Articles of Association of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 (read with Schedule I thereto), the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the regulations contained in the new set of Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution 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  
Membership No.: A11777**

Place : Mumbai

Date : March 1, 2017

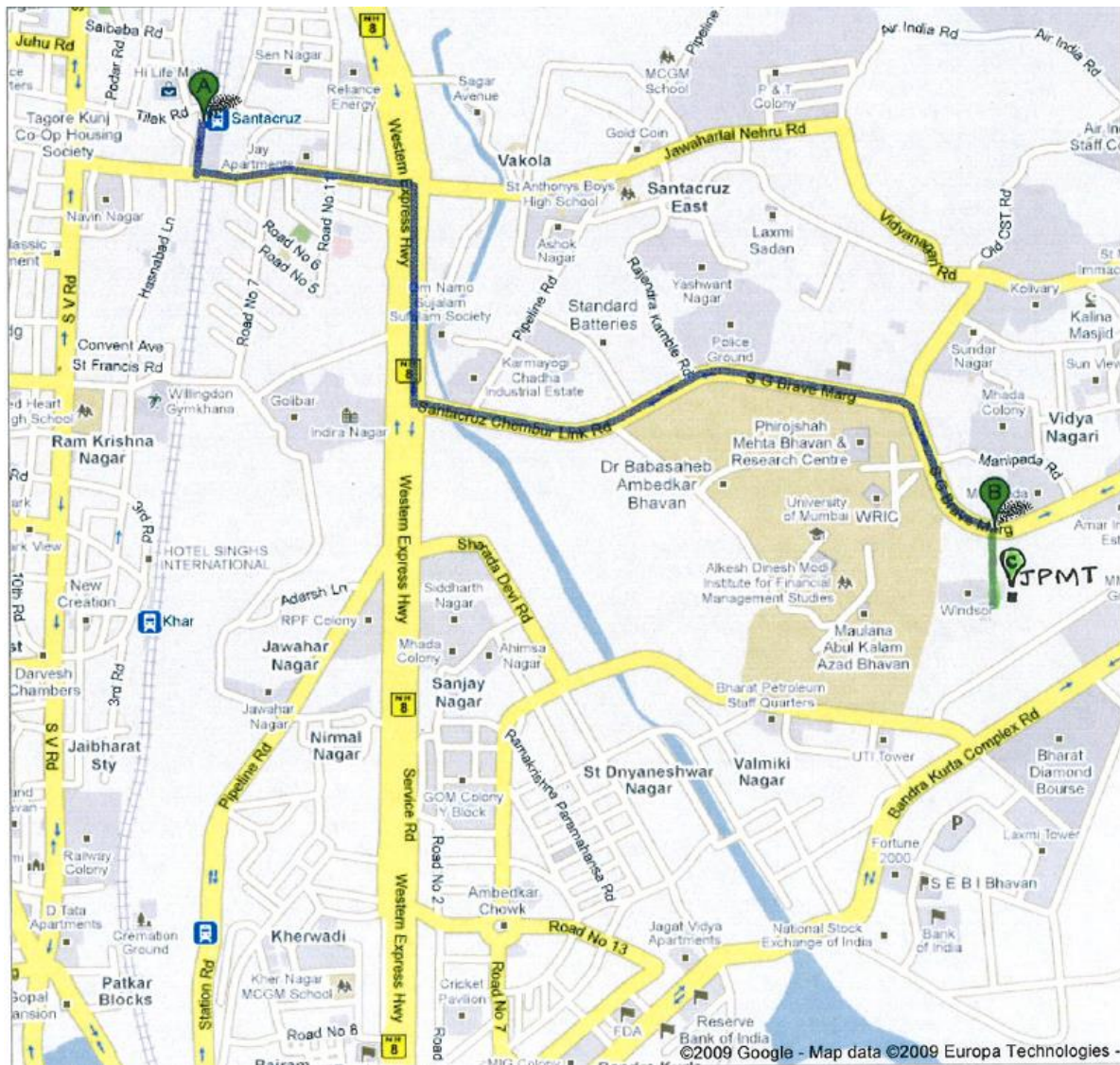
#### **Registered Office:**

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.

THE ROUTE MAP FOR THE VENUE OF THE EXTRAORDINARY 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

#### Item No: 1

The present Articles of Association does not contain power for dematerialization of shares and hence, it would be necessary to alter the Articles of Association of the Company to enable the Board of Directors for providing facility to the existing shareholders for dematerialization of their physical shares.

Given this position it is considered expedient to replace/ substitute the whole set of existing Articles of Association of company by a new set of Articles of Association. The new set of Articles of Association which is to be replaced in place of the existing Articles of Association is based on the provisions of Schedule I (Table F) to the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares and also carries forward certain provisions from the existing Articles of Association suitably rephrased which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection for the shareholders/members of Company at the registered office of company on all working days during its business hours upto the date of Extraordinary General Meeting.

The Board of Directors recommend passing of the resolution set out in item no.1 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Special Resolution as set out in Item No. 1.

**By order of the Board of Directors  
For J.P. Morgan India Private Limited**

Sd/-

**Bipin Singh  
Company Secretary  
Membership No.: A11777**

Place : Mumbai

Date : March 1, 2017

#### **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.jpmpipl.com](http://www.jpmpipl.com)  
Email Id: [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
CIN: U67120MH1992FTC068724

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

Extraordinary General Meeting of the Company held on Friday, March 3, 2017 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 the Extraordinary General Meeting of the Company held on Friday, March 3, 2017 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 .....

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### 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 Extraordinary General Meeting of the Company held on Friday, March 3, 2017 at 11.30 a.m. at the Registered Office of the Company situated at J.P. Morgan Tower, Off C.S.T. Road, Kalina,

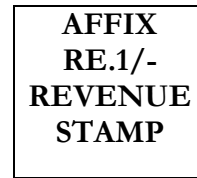
Santacruz – East, Mumbai – 400 098 and at any adjournment thereof in respect of the resolution, as indicated below:

1. Adoption of new Articles of Association in place of the existing Articles of Association.

Signed this ..... day of ..... 2017.

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 Extra-Ordinary General Meeting.