

## NOTICE

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on **Monday, September 10, 2018** at **10.30 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, 2018 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2018.

### **Special Business:**

3. 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), or re-enactment thereof for the time being in force), Mr. Kashyap Parekh (DIN: 07930904) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 2, 2018, 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 Company’s membership of 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 Director of the Company or the Company Secretary, be and is hereby severally 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.”

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), or re-enactment thereof for the time being in force), Mr. Ravi Shankar (DIN: 06515841) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 21, 2018, 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 Company’s membership of 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 Director of the Company or the Company Secretary, be and is hereby severally 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.”

5. 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), or re-enactment thereof for the time being in force), Mr. Aditya Khansaheb (DIN: 08130327) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 1, 2018, 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 Company’s membership of 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 Director of the Company or the Company Secretary, be and is hereby severally 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/-

**Kashyap Parekh  
Director  
DIN: 07930904**

Place : Mumbai  
Date : August 14, 2018

**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. Explanatory Statement is attached.
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 THAT 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 requisite consents/ declarations for their 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.

## ANNEXURE TO THE NOTICE

### Explanatory Statement

#### **Item No. 3:**

Mr. Kashyap Parekh, 38 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 November 15, 2017; 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. Kashyap Parekh's appointment is effective from February 2, 2018 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Kashyap Parekh (DIN 07930904) 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. Kashyap Parekh is a Vice President at J. P. Morgan India Private Limited and is presently working as Sales Business Manager covering India Equities & F&O, ASEAN Equities and APAC F&O. Kashyap has 15 years of experience in banking/insurance/capital markets. Kashyap Joined JPMorgan in January 2005 and prior to that was a part of Tata AIG Life Insurance from December 2003 to January 2005. He also worked with Deloitte for 1.5 years. Kashyap is a qualified Chartered Accountant.

The terms and conditions of appointment and remuneration of Mr. Kashyap Parekh shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. Mr. Kashyap Parekh does not hold Directorships in any other Companies. He was required to attend one Board Meeting in FY 2017-18 for which leave of absence was granted to him by the Board.

Except Mr. Kashyap Parekh, 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. 3.

The Board of Directors of the Company recommends the resolution as set in Item no. 3 for appointment of Mr. Kashyap Parekh as a Director of the Company for approval of the members.

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

Mr. Ravi Shankar, 39 was appointed as an Additional Director and nominated as a Non-Designated Director of the Company by the Board of Directors vide a circular resolution approved on January 16, 2018; 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. Ravi Shankar's appointment is effective from February 21, 2018 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Ravi Shankar (DIN 06515841) 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.

Ravi Shankar is a Managing Director at J. P. Morgan India Private Limited and is presently working in Investment Banking department. He has 17 years of experience in advising corporates across Technology and General Industrial space. Through his career, Ravi has advised on \$23bn of M&A and \$20bn of fundraising. Ravi Joined JPMorgan in 2017, prior to which he was working at Deutsche Bank. Ravi has a PGDM from IIM Kolkata and a B.Tech. from IIT Kanpur, where he was ranked 3rd in the batch.

The terms and conditions of appointment and remuneration of Mr. Ravi Shankar shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. Mr. Ravi Shankar does not hold Directorships in any other Companies. He was required to attend one Board Meeting in FY 2017-18 for which leave of absence was granted to him by the Board.

Except Mr. Ravi Shankar, 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. Ravi Shankar as a Director of the Company for approval of the members.

#### **Item No. 5:**

Mr. Aditya Khansaheb, 41 was appointed as an Additional Director and nominated as a Designated Director of the Company by the Board of Directors vide a circular resolution approved on May 18, 2018; 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. Aditya Khansaheb's appointment is effective from June 1, 2018 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Aditya Khansaheb (DIN 08130327) 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. Aditya Khansaheb is an Executive Director at J. P. Morgan India Private Limited and is presently working as head of Sales for equities. Aditya has over 18 years of experience in banking/equity research/capital markets. Aditya joined JPMorgan in 2009 and prior to that was associated with DSP Merrill Lynch in Equity Research Sales in various capacities from 2000 to 2009. Prior to DSP Merrill Lynch, Aditya was a part time trainee at DSP Financial Consultants from 1993 to 1999. Aditya is a Commerce graduate from Mumbai University.

The terms and conditions of appointment and remuneration of Mr. Aditya Khansaheb shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. Mr. Aditya Khansaheb does not hold Directorships in any other Companies. He was not required to attend any Board Meeting in FY 2017-18.

Except Mr. Aditya Khansaheb, 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. 5.

The Board of Directors of the Company recommends the resolution as set in Item no. 5 for appointment of Mr. Aditya Khansaheb 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/-

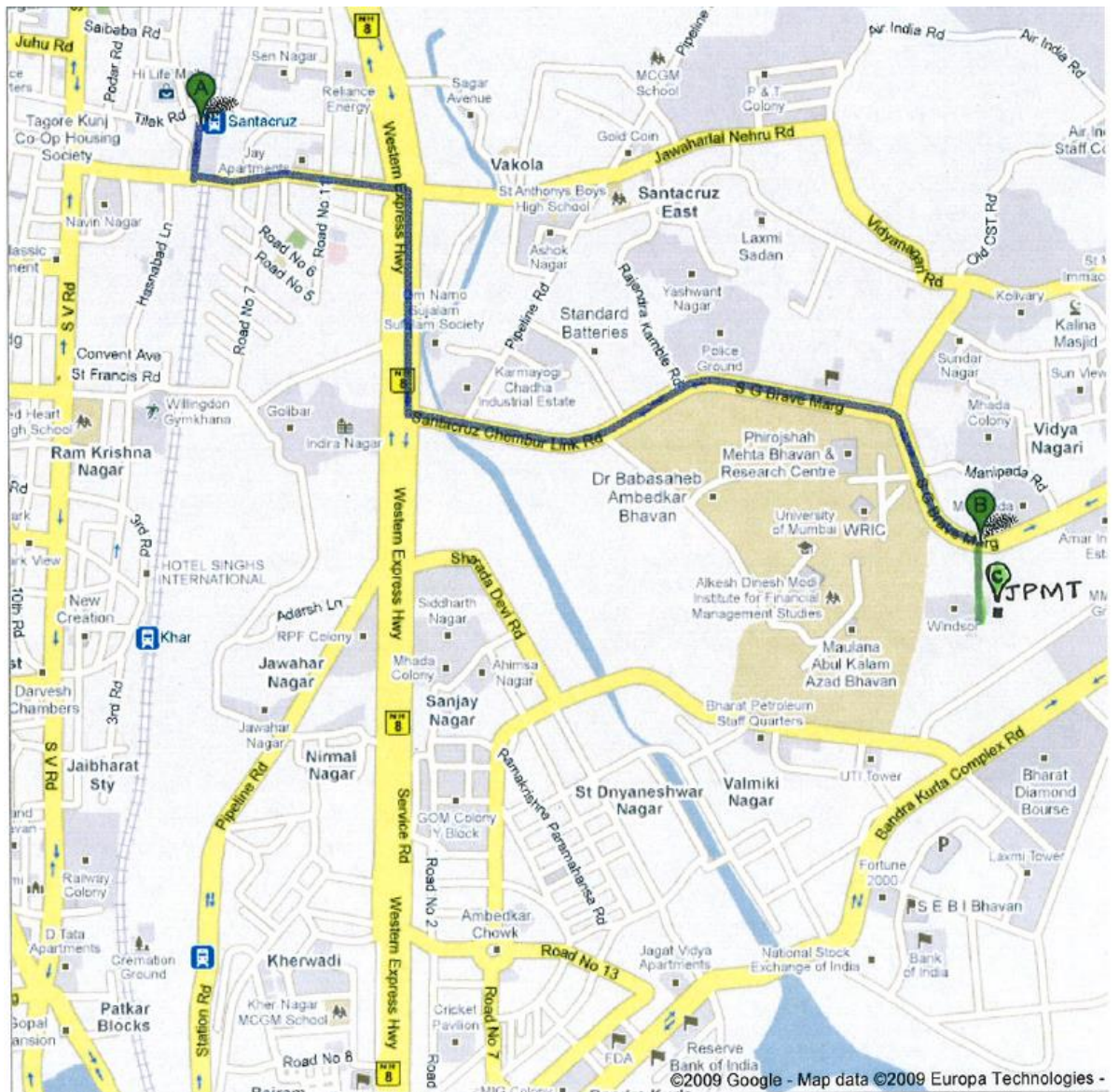
**Kashyap Parekh  
Director  
DIN: 07930904**

Place : Mumbai  
Date : August 14, 2018

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

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)

**J. P. MORGAN INDIA PRIVATE LIMITED**  
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Website: [www.jpmipl.com](http://www.jpmipl.com)  
**E-mail:** [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
**CIN:** U67120MH1992FTC068724

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

Twenty-sixth Annual General Meeting of the Company held on **Monday, September 10, 2018** at **10.30 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-sixth Annual General Meeting of the Company held on **Monday, September 10, 2018 at 10.30 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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**E-mail:** [india\\_cs@jpmorgan.com](mailto:india_cs@jpmorgan.com)  
**CIN:** U67120MH1992F1C068724

**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: \_\_\_\_\_

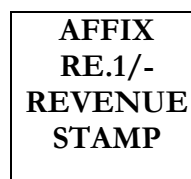
Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Twenty-sixth Annual General Meeting of the Company held on **Monday, September 10, 2018** at **10.30 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, 2018 along with the report of the Auditors and Directors thereon.
2. Declaration of dividend on Preference shares for the Financial Year ended March 31, 2018.
3. Appointment of Mr. Kashyap Parekh (DIN: 07930904) as Director of the Company.
4. Appointment of Mr. Ravi Shankar (DIN: 06515841) as Director of the Company.
5. Appointment of Mr. Aditya Khansaheb (DIN: 08130327) as Director of the Company.

Signed this ..... day of ..... 2018.

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 26<sup>th</sup> Annual General Meeting.