

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on **Wednesday, September 4, 2019 at 5.00 p.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, 2019 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2019.

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 196 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. Sachin Kochhar (DIN: 08383048)** who was appointed as an Additional Director and designated as a whole-time Director of the Company by the Board of Directors with effect from April 9, 2019, 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 Whole-time Director of the Company for a period of five years with effect from April 9, 2019 to April 8, 2024.

RESOLVED FURTHER THAT the remuneration and terms and conditions of appointment of Mr. Sachin Kochhar as a Whole-time Director shall be the same as those which form part of his employment with the Company and as modified from time to time.

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/-

**Bharat Iyer
Director
DIN: 07930904**

Place : Mumbai

Date : August 13, 2019

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
Email Id: 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 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 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. Sachin Kochhar, 41 was appointed as an Additional Director and designated as a whole-time Director and nominated as a Designated Director of the Company by the Board of Directors at its meeting held on April 5, 2019; 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. Sachin Kochhar's appointment is effective from April 9, 2019 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Sachin Kochhar (DIN: 08383048) has given his consent to act as a director of the Company. It is now proposed to appoint him as a Whole-time Director of the Company in terms of the provisions of Section 152 and 196 and all other applicable provisions of Companies Act, 2013 and rules made thereunder.

Mr. Sachin Kochhar is an Executive Director at J. P. Morgan India Private Limited and is presently the co-head of Equity Distribution. Sachin has over 15 years of experience in Indian Equities. Sachin joined JPMorgan in September 2018 prior to which he was working with Credit Suisse India as Head of Equity Trading for 6 years. Sachin has completed his Masters in Finance from Jamnalal Bajaj Institute (Mumbai).

The terms and conditions of appointment and remuneration of Mr. Sachin Kochhar shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. Mr. Sachin Kochhar does not hold Directorships in any other Companies. He was not required to attend any Board Meetings in FY 2018-19.

Except Mr. Sachin Kochhar, 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. Sachin Kochhar as a Whole-time Director of the Company for approval of the members.

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

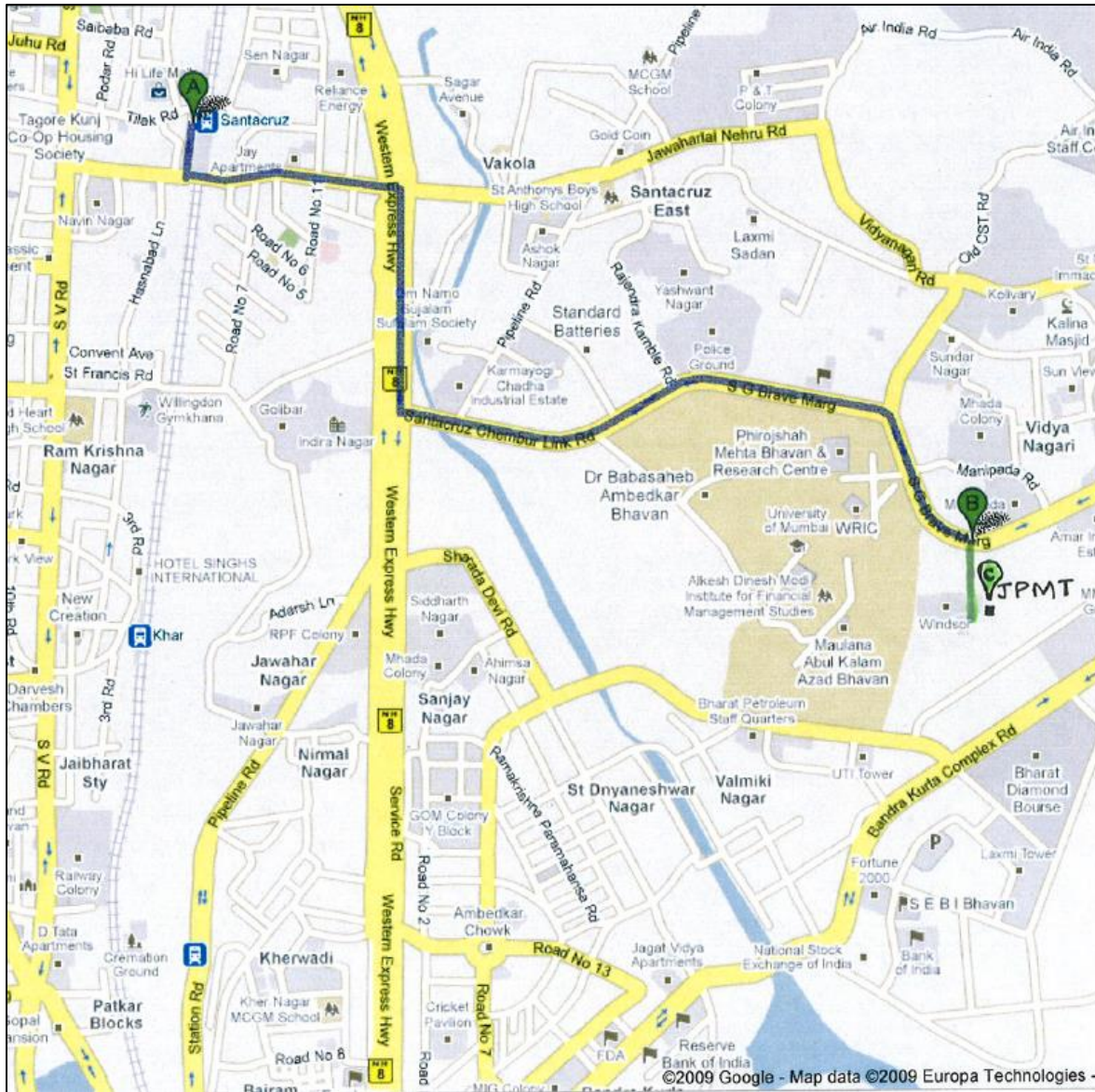
**Sd/-
Bharat Iyer
Director
DIN: 07930904**

Place : Mumbai
Date : August 13, 2019

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
Email Id: 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 1st 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
Regd. Office: J.P. Morgan Tower, Off C.S.T. Road, Kalina,
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Website: www.jpmipl.com
E-mail: india_cs@jpmorgan.com
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ATTENDANCE SLIP
(To be presented at the entrance)

Twenty-seventh Annual General Meeting of the Company held on **Wednesday, September 4, 2019** at **5.00 p.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-seventh Annual General Meeting of the Company held on **Wednesday, September 4, 2019** at **5.00 p.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: _____

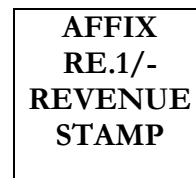
Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Twenty-sixth Annual General Meeting of the Company held on **Wednesday, September 4, 2019** at **5.00 p.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, 2019 along with the report of the Auditors and Directors thereon.
2. Declaration of dividend on Preference shares for the Financial Year ended March 31, 2019.
3. Appointment of Mr. Sachin Kochhar (DIN: 08383048) as a Whole-time Director of the Company.

Signed this day of 2019.

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 27th Annual General Meeting.