

## NOTICE

# J.P.Morgan

**NOTICE** is hereby given that the Thirty First Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on Wednesday, September 13, 2023 at 3.30 p.m. at the Registered Office of the Company at J.P. Morgan Tower, Off C.S.T. Road, Santacruz – East, Mumbai – 400 098 through video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Preference shares for the financial year ended March 31, 2023.

### 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, 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. Navin Wadhvani (DIN: 01709501)** 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 June 02, 2023, 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 June 02, 2023 to June 01, 2028.

**RESOLVED FURTHER THAT** the remuneration and terms and conditions of appointment of ) Mr. Navin Wadhvani 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.”

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, 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), **Ms. Radhika Goradia (DIN: 09788375)** 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 June 02, 2023, 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

J. P. Morgan India Private Limited  
J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz - East, Mumbai - 400 098, India.

Telephone : 91-22-6157 3000 Facsimile : 91-22-6157 3990

CIN: U67120MH1992FTC068724  
www.jpimipl.com

# J.P.Morgan

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 June 02, 2023 to June 01, 2028.

**RESOLVED FURTHER THAT** the remuneration and terms and conditions of appointment of Ms. Radhika Goradia as a Whole-time Director shall be the same as those which form part of her 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**

**Asha Kariath  
Company Secretary  
(CS membership No. A37678)**



Place : Mumbai

Date : August 11, 2023

**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: [indiacs@jpmorgan.com](mailto:indiacs@jpmorgan.com)  
CIN: U67120MH1992FTC068724

**NOTES:**

1. In view of the COVID-19 pandemic and restrictions on movement as well as social distancing norms, the Ministry of Corporate Affairs (‘MCA’) had vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 and 02/2021 dated May 5, 2020, January 13, 2021 and general circular no. 02/2022 dated May 5, 2022 respectively (collectively ‘Applicable Circulars’), permitted holding of the AGM through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’). Accordingly, the 30th AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Act and the Listing Regulations. Further, in accordance with SS-2 issued by ICSI read with Clarification / Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not

# J.P.Morgan

be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, since the proceedings of this AGM are being conducted through VC/ OAVM, the Registered Office of the Company situated at J.P. Morgan Tower, Off C.S.T. Road, Santacruz – East, Mumbai – 400 098 is deemed to be the venue of the AGM
4. Corporate members intending to authorise their 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 authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email to [India\\_CS@jpmorgan.com](mailto:India_CS@jpmorgan.com).
5. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the AGM
6. An explanatory Statement pursuant to sub-section (1) of Section 102 of the Act is annexed to the Notice.
7. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and other relevant documents referred to in the notice and the statements will be available for inspection by the members on all working days, during business hours up to and on the date of the meeting. Members who wish to inspect the statutory registers can send email to [India\\_CS@jpmorgan.com](mailto:India_CS@jpmorgan.com)
8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company prior to the date of the AGM through email on “India\_CS@jpmorgan.com”. The same will be replied by the Company suitably.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
10. Members may note that the Notice and explanatory statement will also be available on the Company’s website <http://www.jpmipl.com/>.
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since, the AGM will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed in this Notice.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

14. Members in case of any query may send an email to “India\_CS@jpmorgan.com”. Further, in case of voting is conducted by way of poll, Members shall be requested to send their vote on this Email ID.

## A. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING

1. Invitation link to join the meeting shall be shared by the Company Secretary of the Company.
2. Detailed instructions for the Members to join the meeting are given below:

### **OPTION 1:**

#### **Joining from Laptop or Computer (having access to webcam)**

**Step 1:** Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link:

<https://zoom.us/download> (Zoom Client for Meetings)

Otherwise, you will be prompted to download and install Zoom when you click a join link.

**Step 2:** Open the Zoom desktop client

**Step 3:** Click Join a Meeting if you want to join without signing in

The Zoom logo is displayed in a blue, lowercase, sans-serif font.A blue rounded rectangular button with the text "Join a Meeting" in white.

Sign In

Or Sign in to Zoom using your registered Mail ID (if applicable) then click Join



Join

**Step 4:** Enter the Meeting ID number and Password (if applicable). Click Join and make sure access is given to the microphone (to speak) and camera (to see).

## Join a Meeting

Meeting ID or Personal Link Name

Grant MacLaren

Do not connect to audio

Turn off my video

Join Cancel

### **OPTION 2:**

#### **Joining from Mobile Phone**

**Step 1:** Downloading the Zoom Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable).

**Step 2:** Join a meeting using one of these methods:

- Tap **Join a Meeting** if you want to join without signing in.
- Sign in to Zoom then tap **Join**.

**Step 3:** Enter the meeting ID number and your display name

**Step 4:** Tap **Join Meeting**

3. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### **B. OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Members.

2. Members who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
3. Members will be able to attend the AGM through VC / OAVM and vote on the resolutions by using their registered mail ID.
4. Members are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
6. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
7. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
8. In case of any queries relating to joining the Meeting through Electronic mode or any technical assistance to access and participate in the meeting through VC is required, or mail us their queries on "India\_CS@jpmorgan.com".

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

**Asha Kariath  
Company Secretary  
(CS membership No. A37678)**



Place : Mumbai  
Date : August 11, 2023

**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: [indiacs@jpmorgan.com](mailto:indiacs@jpmorgan.com)  
CIN: U67120MH1992FTC068724

## ANNEXURE TO THE NOTICE

### Explanatory Statement

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

Mr. Navin Wadhvani, 51, was appointed as an Additional Director and designated as a whole-time Director, nominated as a Non-Designated Director of the Company by the Board of Directors at its meeting held on December 13, 2023; 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. Navin Wadhvani's appointment is effective from June 02, 2023 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Mr. Navin Wadhvani, (DIN: 0001709501) 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. Navin Wadhvani is an Managing Director at J. P. Morgan India Private Limited and is presently the head of Investment Banking for India. Mr. Wadhvani has approximately 30 years of working across consulting, advisory and corporate development and joined JPMorgan in October 2022 prior to which headed M&A in Reliance Industries for the last 10 years. Mr. Wadhvani is a Bachelor of Commerce and has completed his AICWA and CS.

Mr. Wadhvani does not hold Directorships in any other Companies or Membership/Chairmanship of Committees of any other Companies. He does not have any shareholding in the Company. The terms and conditions of appointment and remuneration of Mr. Navin Wadhvani shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time.

Mr. Wadhvani is not related to any of the Directors of the Company. Except Mr. Wadhvani, 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 as an Ordinary Resolution for appointment of Mr. Navin Wadhvani as a Whole-time Director of the Company for approval of the members.

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

Ms. Radhika Goradia, 39, was appointed as an Additional Director and designated as a whole-time Director, nominated as a Non-Designated Director of the Company by the Board of Directors at its meeting held on December 13, 2023; 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). Ms. Radhika Goradia's appointment is effective from June 02, 2023 pursuant to the necessary regulatory approvals received by the Company from NSE and BSE.

Ms. Radhika Goradia (DIN: 09788375) has given her consent to act as a director of the Company. It is now proposed to appoint her as a Whole-time Director of the Company in terms of the

# J.P.Morgan

provisions of Section 152 and 196 and all other applicable provisions of Companies Act, 2013 and rules made thereunder.

Ms. Radhika Goradia is an Executive Director at J. P. Morgan India Private Limited and is presently part of the Cash equity sales team, advising JP Morgan's domestic and global investors on Indian equity markets on the basis of our published research. Ms. Goradia has approximately 18 years of working in equity sales and joined JPMorgan in May 2010. Ms. Goradia is a Bachelor of Management Studies and CFA Charterholder.

Ms. Goradia does not hold Directorships in any other Companies or Membership/Chairmanship of Committees of any other Companies. She does not have any shareholding in the Company. The terms and conditions of appointment and remuneration of Ms. Radhika Goradia shall remain the same as those which form part of her employment with J.P. Morgan and as amended from time to time.

Ms. Goradia is not related to any of the Directors of the Company. Except Ms. Goradia, 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 as an Ordinary Resolution for appointment of Ms. Radhika Goradia 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**

**Asha Kariath  
Company Secretary  
(CS membership No. A37678)**



Place : Mumbai

Date : August 11, 2023

**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: [indiacs@jpmorgan.com](mailto:indiacs@jpmorgan.com) CIN: U67120MH1992FTC06872