

## NOTICE

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on Wednesday, September 14, 2022 at 4.00 pm 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, 2022 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Preference shares for the financial year ended March 31, 2022.

### **Special Business:**

3. To consider and re-appoint the current auditors, M/S S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: 301003E/E300005) as the statutory auditors of the Company, for a term of five years from the conclusion of 30<sup>th</sup> AGM of the Company to be held in FY 2022-23 till the conclusion of 35<sup>th</sup> AGM of the Company to be held in the year 2027-28 and to fix their remuneration as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any amendment(s), modification(s), or re-enactment(s) thereof, for the time being in force), M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a further period of five years from the conclusion of the 30<sup>th</sup> AGM of the Company to be held in FY 2022-23 of the Company till the conclusion of AGM of the Company to be held in the year 2027-28, at such remuneration including taxes, out of pocket, travelling and other expenses incurred by them in connection with the audit, etc., as may be decided by the Board of Directors, in consultation with Statutory Auditors, after taking into consideration the volume of work involved.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to file the requisite e-form ADT-1 with Registrar of Companies, Mumbai and to do all such act/deeds/actions necessary to give effect to the following resolution.”

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

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendment(s) or re- enactment(s) thereof, for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authorities and all other applicable laws and regulations if any, the consent of the members be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association to bring it in line with the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required."

**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 23, 2022

**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

**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 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

## zoom

Join a Meeting

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 EOGM 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.



## ANNEXURE TO THE NOTICE

### Explanatory Statement

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

M/S S. R. Batliboi & Co. LLP, Chartered Accountants (“SRBC”), having registration number 301003E/E300005 were appointed as Statutory Auditors of the Company at the 25<sup>th</sup> Annual General Meeting (“AGM”) for a term of five consecutive years i.e. from FY 2017-18 up to FY 2021-22 (from the conclusion of 25<sup>th</sup> AGM till the conclusion of the upcoming 30<sup>th</sup> AGM of the Company).

The Companies Act, 2013 ('the Act') provides for an audit firm to be appointed as the Statutory Auditor for two terms of five consecutive years. Accordingly, based on the approval of the Board of Directors, we propose to appoint SRBC as the Statutory Auditors of the Company for a second term of five consecutive years i.e. from conclusion of forthcoming 30<sup>th</sup> AGM of the Company to be held in FY 2022-23 till the conclusion of 35<sup>th</sup> AGM of the Company to be held in the year 2027-28.

SRBC have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder.

The remuneration proposed to be paid to the Statutory Auditors during their term would be decided by the Board of directors and would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends Ordinary Resolution at Item No. 3 of the accompanying Notice for approval of the Members.

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

The Companies Act, 2013 has been amended frequently by way of notifications and amendment acts including Companies (Amendment), 2020. However, in view of frequent changes thereafter, it was thought fit by the Board of Directors of the Company that certain clauses of the existing Articles of Association (“AOA”) of the Company should be amended/modified to align the same with the prevailing provisions of the Act and Rules referred hereinabove. Further, during this review, minor repetitions and inconsistencies are also proposed to be rectified.

The Board of Directors of the Company has approved the resolution in their Board Meeting for amendment of the AoA which was held on June 24, 2022.



Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

The draft of the amended AoA proposed for approval is being circulated along with this notice of the Annual General Meeting.

The Resolution at Item No. 4 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**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 23, 2022

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