

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of J.P. Morgan India Private Limited will be held on Wednesday, August 21, 2024 at 4.00 p.m. at the Registered Office of the Company at J.P. Morgan Tower, Off C.S.T. Road, Santacruz – East, Mumbai – 400 098 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, 2024 along with the report of the Auditors and Directors thereon.
2. To declare dividend on Cumulative Convertible Redeemable Preference shares for the financial year ended March 31, 2024 by passing the following resolution in this regard:

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a Dividend of 5% be and is hereby recommended on the 5% Cumulative Convertible Redeemable Preference shares (“CCRPS”) of the face value of Rs.10 per share for the financial year ended March 31, 2024, aggregating to Rs. 3,250,000/- (previous year: Rs.32.50 lakhs) to those CCRPS holders whose name appear in the Register of Members as on June 21, 2024, being the Record Date.”

FURTHER RESOLVED THAT that referred Dividend be paid to the shareholders, net of applicable withholding tax and the withholding tax be paid to the credit of the Revenue authorities as per the timelines provided in the Income-tax Act, 1961.”

3. To declare dividend on Cumulative Convertible Redeemable Preference shares for the period April 01, 2024 up to August 31, 2024 by passing the following resolution in this regard:

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a Dividend of 5% be and is hereby recommended on the 5% Cumulative Convertible Redeemable Preference shares (“CCRPS”) of the face value of Rs.10 per share for the period April 01, 2024 up to August 31, 2024, aggregating to Rs.13,54,167/- to those CCRPS holders whose name appear in the Register of Members as on June 21, 2024, being the Record Date.

FURTHER RESOLVED THAT that referred Dividend be paid to the shareholders, net of applicable withholding tax and the withholding tax be paid to the credit of the Revenue authorities as per the timelines provided in the Income-tax Act, 1961.”

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 : June 21, 2024

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.jpnipl.com
Email Id: indiacs@jpmorgan.com
CIN: U67120MH1992FTC068724

NOTES:

1. 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, general circular no. 02/2022 dated May 5, 2022 and General Circular No. 09/2023 dated September 25, 2023, 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.
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
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.

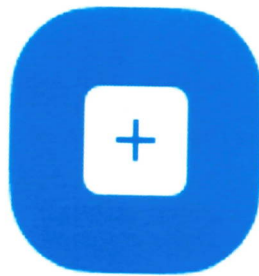
Step 2: Open the Zoom desktop client

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

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 : June 21, 2024

Registered Office:

J.P. Morgan Tower, Off C.S.T. Road,
Santacruz – East, Mumbai – 400 098
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CIN: U67120MH1992FTC068724

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

Item No. 3:

J.P. Morgan India Private Limited (the "Company") issued 6,500,000 cumulative convertible redeemable preference shares ("CCRPS" or "Preference shares") of INR 10/- (Indian rupees ten only) at a premium of INR 90/- (Indian rupees ninety only) each per share to J.P. Morgan India Securities Holding Limited ("JPISHL") on September 01, 2004 for a period of twenty years, post which those preference shares can either be redeemed or converted into equity shares, as per the decision made by the Board of Directors of the Company. Accordingly, the CCRPS are due for redemption / conversion on August 31, 2024.

In this regard, the Board, at its meeting held on June 21, 2024, has approved the proposal to pay pre-rata dividend of 5% on the 5% Cumulative Convertible Redeemable Preference shares of the face value of Rs.10 per share for the period April 01, 2024 up to August 31, 2024, aggregating to Rs.13,54,167/- to those CCRPS holders whose name appear in the Register of Members as on June 21, 2024, being the Record Date.

The due intimation regarding the same is being made to the said preference shareholders.

The Board of directors has recommended the shareholders to approve the same by passing the ordinary 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 : June 21, 2024

Registered Office:

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