

NOTICE

NOTICE is hereby given that Twenty Second Annual General Meeting of the Members of J.P. Morgan Securities India Private Limited will be held at 3.00 p.m. on **Friday, September 4, 2020** 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 consider and adopt the Statement of Cash Flow, Profit and Loss Account for the year ended March 31, 2020 and the Balance Sheet as on that date along with the report of the Auditors and Directors thereon.
2. To declare a dividend on preference shares for the financial year ended March 31, 2020.

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,161 read with Section196 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. Vineet Gothi (DIN: 08567895)** 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 September 30, 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 RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015”, be and is hereby appointed as a Director and designated as a Whole-time Director of the Company for a period of five years with effect from September 30, 2019 to September 29, 2024.

RESOLVED FURTHER THAT the remuneration and terms and conditions of appointment of Mr. Vineet Gothi 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 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. Prateek Singhal (DIN: 00726448)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 30, 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 RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015”, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby 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. Mayank Kabra (DIN: 08576823)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 22, 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 RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015”, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby 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”.

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

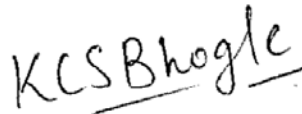
“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), **Mr. Mahesh Aras (DIN: 08698808)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 26, 2020, 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 RBI – “Non-Banking Financial Companies –

Corporate Governance (Reserve Bank) Directions, 2015”, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby 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 SECURITIES INDIA PRIVATE LIMITED



Ketki Bhogle
Company Secretary

Mumbai
Date : July 24, 2020

Registered Office:

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 read with circulars dated April 13, 2020 and June 15, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/ OAVM.
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.

J.P. Morgan Securities India Private Limited
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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. 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 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.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
6. 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.
7. Details in respect of those Directors seeking appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents /declarations for their appointment/ re-appointment.
8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before August 27, 2020 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 attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since, the AGM will be held through VC/ OAVM, the Route Map and Attendance Slip is not annexed in this Notice.
12. 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.
13. Dividend on preference shares will be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with depositories or in the Register of Members as on the date of approval.

ANNEXURE TO THE NOTICE

Explanatory Statement

Item No. 3:

Mr. Vineet Gothi, 39, was appointed as an Additional Director (designated as a Whole-time Director) of the Company by the Board of Directors at its meeting held on September 30, 2019 pursuant to Section 152 read with Section 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). As such, in the capacity of an Additional Director, he will hold office only till the date of this annual general meeting. It is proposed to confirm his appointment as a Director and designated as a Whole-time Director of the Company by the shareholders of the Company for a period of five years commencing from the date of her appointment by the Board of Directors i.e. from September 30, 2019. Mr. Vineet Gothi (DIN: 08567895) has submitted all the necessary consents/declarations as required under Companies Act, 2013 and RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

Mr. Vineet holds a Bachelor’s degree in Mechanical Engineering from the Indian Institute of Technology, Delhi [B.Tech (Mechanical Engineering) – IIT Delhi (2003)] and MBA in Finance from Faculty of Management Studies – University of Delhi (2009).

Vineet Gothi is a Vice President at J. P. Morgan Securities India Private Limited (JPMSI) and is presently working as a Credit Risk Officer for JPMSI. Vineet has been with JPMorgan for 9.5 years and has experience in the area of credit risk. Prior to this, he had a small stint with ICICI Bank where he covered cash management product.

The terms and conditions of appointment and remuneration of Mr. Vineet Gothi shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time. He will not receive any remuneration in the capacity of a Director/Whole-time Director of the Company. Therefore, the remuneration of Mr. Vineet Gothi shall be governed by his employment contract with the Company as an employee and as modified from time to time.

Mr. Vineet Gothi has attended 3 Board meetings during his tenure as an Additional Director (designated as a Whole-time Director) of the Company. He does not hold directorship(s) in any other Company. Mr. Vineet Gothi neither holds shareholding in the Company nor is related to any Directors or Key Managerial Personnel in the Company.

Except Mr. Vineet Gothi, 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. Vineet Gothi as a Director and designated as a Whole-time Director of the Company for approval of the members.

J.P. Morgan Securities India Private Limited

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Item No. 4:

Mr. Prateek Singhal, 38, was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on September 30, 2019 pursuant to the provisions of Section 161 of Company Act, 2013 and rules made thereunder. Mr. Prateek Singhal (DIN: 00726448) has submitted all the necessary consents/declarations as required under Companies Act, 2013 and RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015. 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. Prateek holds a Post Graduate Diploma in Business Management from XLRI Jamshedpur (2003-2005) and a Bachelor’s degree in Commerce from St. Xavier’s College, Kolkata (2000 – 2003).

Mr. Prateek Singhal is working as an Executive Director in Global Corporate Banking (“GCB”) within the firm. He joined the firm in December 2015 and is a part of GCB team for over 3 years and 6 months. Prior to JPMorgan, Prateek has worked with Standard Chartered Bank and Barclays Bank PLC.

The terms and conditions of appointment and remuneration of Mr. Prateek Singhal shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time.

Mr. Prateek Singhal has attended 3 Board meetings during his tenure as an Additional Director of the Company. He does not hold directorship(s) in any other Company. Mr. Prateek Singhal neither holds shareholding in the Company nor is related to any Directors or Key Managerial Personnel in the Company.

Except Mr. Prateek Singhal, 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. Prateek Singhal as a Director of the Company for approval of the members.

Item No. 5:

Mr. Mayank Kabra, 38, was appointed as an Additional Director of the Company by the Board of Directors by way of Circular Resolution dated October 22, 2019 pursuant to the provisions of Section 161 of Company Act, 2013 and rules made thereunder. Mr. Mayank Kabra (DIN: 08576823) has submitted all the necessary consents/declarations as required under Companies Act, 2013 and RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015. 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. Mayank holds a Post Graduate Diploma in Management (PGDM) from Indian Institute of Management, Calcutta (2002-04) and a B.A. Honors in Economics from Shri Ram College of Commerce, Delhi (1999-2002)

Mr. Mayank Kabra is working as an Executive Director in Global Corporate Banking (“GCB”) within the firm. He joined the firm in August 2011 and is a part of GCB team for over 8 years. Prior to JPMorgan, Mayank has worked with Standard Chartered Bank and ICICI Bank.

The terms and conditions of appointment and remuneration of Mr. Mayank Kabra shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time.

Mr. Mayank Kabra has attended 3 Board meetings during his tenure as an Additional Director of the Company. He does not hold directorship(s) in any other Company. Mr. Mayank Kabra neither holds shareholding in the Company nor is related to any Directors or Key Managerial Personnel in the Company.

Except Mr. Mayank Kabra, 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. Mayank Kabra as a Director of the Company for approval of the members.

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Item No. 6:

Mr. Mahesh Aras, 61, was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on February 26, 2020 pursuant to the provisions of Section 161 of Company Act, 2013 and rules made thereunder. Mr. Mahesh Aras (DIN: 08698808) has submitted all the necessary consents/declarations as required under Companies Act, 2013 and RBI – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015. 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. Mahesh Aras is a certified Chartered Accountant, a graduate in Statistics and Economics and an additional degree in Law from the University of Mumbai.

Mahesh Aras is a Managing Director & Head of Risk & Compliance (R&C) covering R&C's franchise in India. He is responsible for overseeing R&C teams within each line of business and Corporate as well as Compliance team.

Until March 2019, Mahesh was the Senior Country Business Manager for J.P. Morgan Chase Bank, India; spearheading a wide range of areas like finance, operations, technology, human resources, internal communications, global philanthropy and other support groups for the bank.

Mahesh also successfully grew the Corporate & Investment Bank support functions like Origination (Banking & Markets), Product (Securities Services & Treasury Services), Global Research and Data Analytics; as well as the Risk & Compliance functions, under the umbrella of Global Knowledge Network (GKN), for over a decade from 2008 to 2019.

Since joining J.P. Morgan in 1990, Mahesh has held various roles – he has been the CFO, COO and Head of Human Resources for the Bank in India. Over the years, Mahesh has been part of some key initiatives for the firm.

Prior to joining J.P. Morgan, he was employed with Colgate Palmolive India for 8 years as Senior Business Analyst and Senior Financial Accountant.

Mahesh is on the Board of Studies of a prestigious management school in Mumbai and is a member of the Board of Trustees for two prestigious public charitable organizations since over a decade.

The terms and conditions of appointment and remuneration of Mr. Mahesh Aras shall remain the same as those which form part of his employment with J.P. Morgan and as amended from time to time.

During the financial year, Mr. Mahesh Aras has attended 2 Board meetings during his tenure as an Additional Director of the Company. He does not hold directorship(s) in any other Company. Mr. Mahesh Aras neither holds shareholding in the Company nor is related to any Directors or Key Managerial Personnel in the Company.

Except Mr. Mahesh Aras, 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. 6.

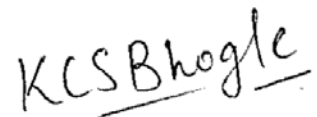
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The Board of Directors of the Company recommends the resolution as set in Item no. 6 for appointment of Mr. Mahesh Aras as a Director of the Company for approval of the members.

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



**Ketki Bhogle
Company Secretary
ACS 35033**

Place: Mumbai
Date: July 24, 2020

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:

https://www.jpmorgan.com/country/IN/EN/jpmorgan_securities_india_private_limitedEmail

Id: india_cs@jpmorgan.com

CIN: **U65990MH1998FTC115964**

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



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**

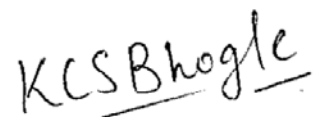
3. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile 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.
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, mail us the queries to "India_CS@jpmorgan.com".

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



**Ketki Bhogle
Company Secretary
ACS 35033**

Place: Mumbai
Date: July 24, 2020

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:

https://www.jpmorgan.com/country/IN/EN/jpmorgan_securities_india_private_limited Email
Id: india_cs@jpmorgan.com

CIN: U65990MH1998FTC115964

J.P. Morgan Securities India Private Limited
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