

JARDINE HENDERSON LIMITED



CIN: L51909WB1947PLC14515

Regd. Office: 4, Dr. Rajendra Prasad Sarani (Clive Row)

Kolkata: 700 001

E-mail: jardines.companysecretary@gmail.com

NOTICE

Notice to the shareholders

NOTICE is hereby given that the 71st Annual General Meeting ('AGM') of the Members of Jardine Henderson Limited will be held on **Thursday, 27th July, 2017 at 10.00 A.M. at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors' and the Auditors' thereon.

2. Declaration of Dividend

To declare dividend on the Equity Shares of the Company.

3. Appointment of Director

To appoint a Director in place of Mr. Avnish Mehta (DIN: 00256302) who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Auditor

To appoint the Statutory Auditor of the Company in place of the existing auditor and to fix their remuneration, and in this regard, consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provision of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s. Ford, Rhodes, Parks & Co. LLP (LLP: AAE4990), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, in place of the existing Auditors M/s.

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Doshi, Chatterjee, Bagri & Co, Chartered Accountants (Firm Registration No. 325197E), who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the fifth consecutive Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of all resolutions passed earlier by the Company the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Article 82 of the Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed Rs. 25 crores (Rupees Twenty Five Crores Only) in excess of the aggregate of its paid up share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

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6. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions , if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 25 crore (Rupees Twenty Five crore only), together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

**By Order of the Board
Jardine Henderson Limited**

Registered Office:

4, Dr. Rajendra Prasad Sarani,
Kolkata – 700001

CIN: L51909WB1947PLC014515

Phone: (033) 2230-4351(5 Lines)

Fax: (033) 2230-7555

Email: jardines.companysecretary@gmail.com

Website: www.jardinehenderson.com

Date: 25th May, 2017

**S. Kar
Company Secretary**

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NOTES FORMING PART OF THE NOTICE TO MEMBERS:

1. EXPLANATORY STATEMENT

The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4, 5 and 6 of the accompanying Notice is annexed hereto and forms a part of this Notice.

Information as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Director seeking re- appointment as set out in Resolution at Item No. 3 is provided in Annexure to this Notice.

2. PROXIES

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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.

PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10 (TEN) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. *The Proxy holder shall prove his identity at the time of attending the meeting. Proxies are requested to carry a photo-identification to the venue of the AGM.*

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3. IMPORTANT DATES FOR MEMBERS

Annual General Meeting: Thursday, July 27, 2017 at 10.00 a.m.

Record Date: Record Date will be 20th July, 2017 to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

Cut Off Date: Cutoff Date will be 20th July, 2017 to determine Members entitled to undertake voting.

Electronically Voting Period: Electronic voting period begins on Monday, 24th July, 2017(9.00 a.m. IST) and ends on Wednesday, 26th July, 2017 (5.00 p.m. IST) both days inclusive.

Voting Facility will also be provided at the venue of AGM on July 27, 2017 to those Members who are eligible to vote but who have not cast their votes through remote e-voting and who are present at the venue of the AGM.

4. DIVIDEND

Subject to the provisions of Section 123 of the Companies Act, 2013, dividend on Equity Shares for the year ended March 31, 2017 as recommended by the Board, if sanctioned at the Meeting, will be electronically credited / dispatched within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members/Beneficiary Owners as on 20th July, 2017.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / dispatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates.

5. UNCLAIMED DIVIDEND

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Share Department of the Company, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investors' Education and Protection Fund.

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Further, the details of dividend unclaimed by the Members for the past years which have not yet been transferred to the Central Government are readily available for view by the Members on the website of the Company at www.jardinehenderson.com. Members are encouraged to lodge their claim for dividend which have remained unclaimed.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTORS EDUCATION AND PROTECTION FUND

Dividend for the year ended 31st March, 2010 which was declared at the AGM held on 29th July, 2010 and remaining unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government on 3rd September, 2017 pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013. Members are requested to lodge their claims with the Company immediately.

7. BANK ACCOUNT DETAILS

Regulation 12 and Schedule-I of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, requires all Companies to use the facilities of electronic clearing services for payment of dividend.

You are requested to submit your Bank Details along with an original cancelled cheque or a xerox copy of the cheque to our Registrar, M/s Niche Technologies Pvt. Ltd. to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialised form.

8. BOOK CLOSURE

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 21, 2017 to Thursday, July 27, 2017 (both days inclusive) for the purpose of dividend.

9. NOMINATION

Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit an application for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd., who will provide the form on request.

In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

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10. COMMUNICATION

All shareholders communication including Notice of the Annual General Meeting ('AGM') along with the Annual Report 2016-2017 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

Members may also note that these documents will also be available on the website of the Company at www.jardinehenderson.com for their download and all these documents along with all Statutory Registers of the Company as required under Companies Act, 2013 will be open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 9.00 a.m. to 5.00 p.m. upto the date of Annual General Meeting..

For any communication, the shareholders may also send request to the Company Secretary at jardines.companysecretary@gmail.com.

11. CORPORATE REPRESENTATION

A Corporate Member shall be deemed to be present personally only if it is represented in accordance with the Section 113 of the Companies Act, 2013, supported by a certified true copy of the resolution passed by the Board of Directors of the Company authorizing the Representative to attend and vote at the meeting on behalf of the Corporate Member.

12. REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.
D-511 Bagree Market, 5th Floor
71, B.R.B. Basu Road
Kolkata – 700001
Phone No. : 033 22357270/71; Telefax: 033 22156823
Email: nichetechpl@nichetechpl.com

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Members holding Shares in physical mode are requested to intimate changes in their address to Niche Technologies Pvt. Ltd. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

13. GO GREEN INITIATIVE

The Company is sending Notices for General Meetings, Financial Statements, etc. through email to Members whose email IDs are registered with the Company. While going through the Register of Members, it is noticed that there are Members who have not registered their email IDs with the Company. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Niche Technologies Pvt Ltd. and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.

14. MANDATORY PAN SUBMISSION

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Niche Technologies Private Limited.

15. ASSOCIATE COMPANY'S ACCOUNTS

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its associates, to any shareholder of the Company on making requisition to the Company Secretary at the registered office of the Company or by e-mail at jardines.companysecretary@gmail.com.

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16. INSTRUCTION FOR ELECTRONIC VOTING (E-VOTING)

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business and all resolutions set forth in this Notice may be transacted through e-Voting Services provided by **Central Depository Services (India) Limited (“CDSL”)**.

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.

The voting period begins on **Monday, 24th July, 2017 (9:00 a.m. IST) and ends on Wednesday, 26th July, 2017 (inclusive of both days) (5:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. In case Member receives an e-mail from CDSL (for members whose-mail addresses are registered with the Company/Depositories):

- i)* The shareholders should log on to the e-voting website at www.evotingindia.com during the voting period.
- ii)* Click on “Shareholders” tab.
- iii)* Now enter your User Id:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 characters DP ID followed by 8 digits client ID and
 - c. Members holding shares in Physical Form should enter Folio No. registered with the Company excluding the special character.
- iv)* Next enter the Image Verification as displayed and Click on Login.

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- v) You will now reach password change Menu wherein you are required to mandatorily change your password.

If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Member holding shares in Demat Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.•
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Bank Account Number in order to login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iii).

- vi) After entering these details appropriately, click on "SUBMIT" tab.

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- vii)* Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach “Password Creation” menu wherein they are required to mandatory enter their
- viii)* login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix)* For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x)* Click on the EVSN for the relevant Company name i.e., “**JARDINE HENDERSON LTD**” on which you choose to vote.
- xi)* On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES/NO” as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii)* Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
- xiii)* Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiv)* After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv)* Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi)* You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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xvii) Notes for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at sweta.dhelakhat@gmail.com and aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26.07.2017 upto 5:00 pm without which the vote shall not be treated as valid.

B. Other Instructions:

- i)** The voting right of the Members shall be in proportion to their shares of the paid up equity share capital of the Company held by them as on cut-off date of 20th July, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- ii)** The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business, on 2nd June, 2017.

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- iii)* Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 20th July, 2017 are requested to send the written / email communication to the Company at jardines.companysecretary@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- iv)* In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- v)* Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

17. SCRUTINIZER

The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4848/C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through Insta Poll) in a fair and transparent manner.

18. DECLARATION OF RESULTS

The results shall be declared on or after the AGM, but not later than two days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of the Company www.jardinehenderson.com and on the website of CDSL viz www.evotingindia.com within two days of the passing of the resolutions at the 71st Annual General Meeting on 27th July, 2017 and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. Calcutta Stock Exchange Ltd.

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

Item No. 4

M/s. Doshi, Chatterjee, Bagri & Co, Chartered Accountants (Firm Registration No. 325197E) were appointed as the statutory auditors of the Company at the Annual General Meeting held on July 24, 2014. However, M/s. Doshi, Chatterjee, Bagri & Co, the existing auditors' firm has completed two terms of five consecutive years with the Company. In terms of the provisions of Section 139(2) of the Companies Act, 2013, read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a new Auditor in place of the existing Auditor since the maximum number of years for which the firm could have been appointed in the Company has expired (including a transition period of three years from the commencement of the Companies Act, 2013). In view of the foregoing, the Auditors have tendered their resignation to be effective from the conclusion of the ensuing Annual General Meeting of the Company.

In view of the above, the Board of Directors recommends the appointment of M/s. Ford, Rhodes, Parks & Co. LLP (Firm Registration Number: AAE4990) Chartered Accountants, as the Auditor of the Company based on the recommendation of the Audit Committee of the Company. Written consent of the proposed Auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

No Director or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolution

Item No. 5 & 6

In the normal course of business, the Company is required, from time to time, to borrow funds by way of rupee/foreign currency loans, issue of debentures, bonds or other instruments from Banks, Financial Institutions and/or other persons/bodies corporate etc.

To secure such lendings the lenders usually call for adequate securities which are normally provided in the form of mortgage and charge on certain properties of the Company. In terms of Section 180(1)(a) of the Companies Act, 2013 (the Act) besides sale, lease or otherwise disposal of any undertaking or substantially the whole of any undertakings of a company, the consent of the Members by way of a Special Resolution is necessary.

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The assets on which the security may be required to be created may come under the ambit of the definition of undertaking or substantially the whole of any undertaking as explained under Section 180(1)(a) of the Act, necessitating the Members consent by way of a Special Resolution.

In the normal course of business, the Company may also be required to borrow money from any financial institution(s) / banks/bodies corporate / any other lending agencies which borrowing may exceed the limits prescribed under Section 180(1)(c) of the Act necessitating a consent of its Members by way of a Special Resolution.

The Resolutions set out in Item Nos. 5 and 6 of the convening Notice are to be considered accordingly and the Board recommends the same for the approval of the Members.

No Director or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolutions.

DISCLOSURE REQUIRED UNDER VARIOUS PROVISIONS OF LAW

1. Details of Director seeking re-appointment at the Annual General Meeting

Mr. Avnish Mehta (DIN: 00256302), was appointed a Director of the Company w.e.f 31.03.2015 and he retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company at the forthcoming Annual General Meeting, and being eligible, has offered himself for re-appointment as a Director.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

Name of the Director	Mr. Avnish Mehta
DIN	00256302
Date of Birth	16.08.1965
Date of Appointment	31.03.2015
Qualification	Graduate from St. Xavier's College
Expertise in specific functional areas	Expertise in Financial and Business Management.
Directorship held in other listed Companies	Nil
Membership/Chairmanship of Committees across Public Companies	Nil
No. of share held in the Company	1773 equity shares

JARDINE HENDERSON LIMITED



CIN: L51909WB1947PLC14515

Regd. Office: 4, Dr. Rajendra Prasad Sarani (Clive Row)

Kolkata: 700 001

E-mail: jardines.companysecretary@gmail.com

By Order of the Board
Jardine Henderson Limited

Registered Office:

4, Dr. Rajendra Prasad Sarani,

Kolkata – 700001

CIN: L51909WB1947PLC014515

Phone: (033) 2230-4351(5 Lines)

Fax: (033) 2230-7555

Email: jardines.companysecretary@gmail.com

Website: www.jardinehenderson.com

Date: 25th May, 2017

S. Kar
Company Secretary

JARDINE HENDERSON LIMITED



CIN: L51909WB1947PLC14515

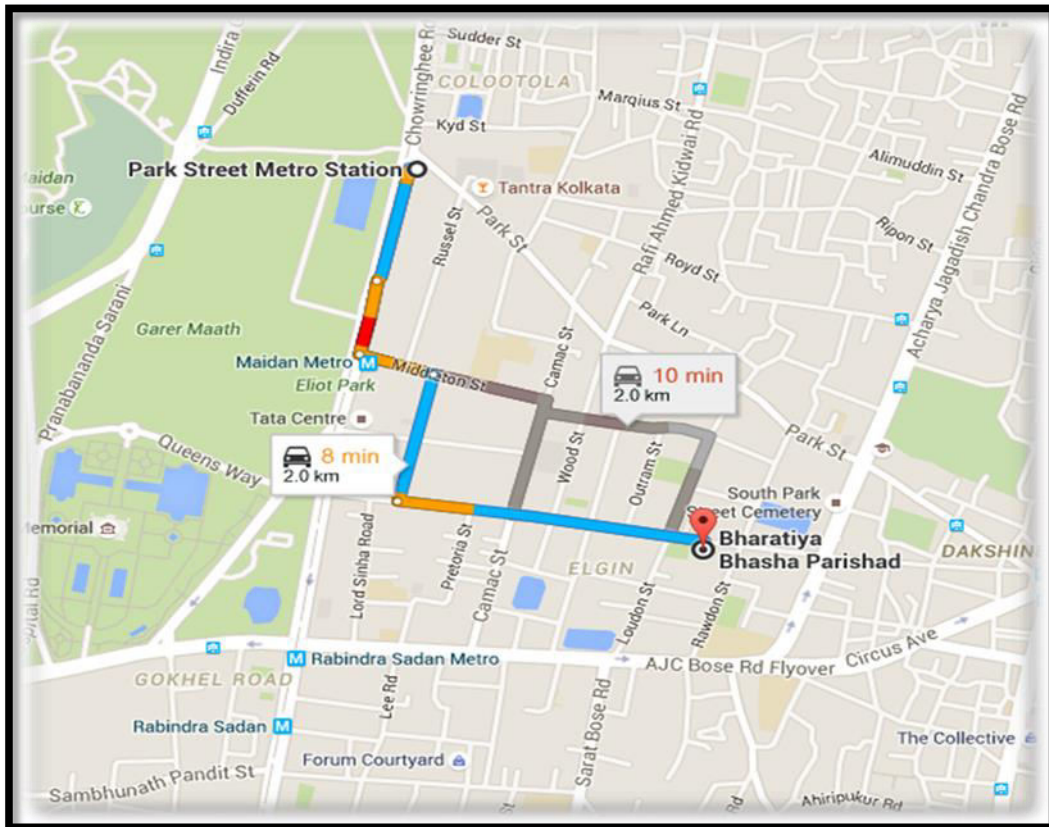
Regd. Office: 4, Dr. Rajendra Prasad Sarani (Clive Row)

Kolkata: 700 001

E-mail: jardines.companysecretary@gmail.com

ROUTE MAP

To the venue of 71st Annual General Meeting
at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad
36A, Shakespeare Sarani, Kolkata-700017



“The prominent landmark near the venue is Rani Birla College.”