

# NOTICE

## Notice to the Shareholders

Notice is hereby given that the 69th Annual General Meeting (AGM) of the members of Jardine Henderson Limited will be held on Thursday, 30th July, 2015, 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 of the Company for the year ended March 31, 2015, including the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Dividend

To declare dividend on Equity Shares.

#### 3. Appointment of Director

To appoint a director in place of Mr. R. Macwan, who retires by rotation, and being eligible, offers himself for re-appointment.

#### 4. Appointment of Auditors

To ratify appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Doshi, Chatterjee, Bagri & Co., Chartered Accountants (Registration No. 325197E), be and is hereby ratified for a year and they shall hold office from the conclusion of this AGM to the conclusion of the next AGM and that the Board of Directors be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee.”

#### Special Business :

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

#### 5. As an Ordinary Resolution:

Appointment of Mr. Laxmi Kant Mehta as a Director

“RESOLVED that Mr. Laxmi Kant Mehta (holding DIN 00930763), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

#### 6. As an Ordinary Resolution :

Appointment of Mr. Avnish Mehta as a Director

“RESOLVED that Mr. Avnish Mehta (holding DIN 000256302), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015, in terms of Section 161(1) of

## NOTICE

the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

### 7. As an Ordinary Resolution :

Appointment of Ms. Shailja Mehta as a Director

“RESOLVED that Ms. Shailja Mehta (holding DIN 00630463 ), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

### 8. As a Special Resolution :

Adoption of New Set of Articles of Association of the Company.

“RESOLVED that pursuant to provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies Incorporation Rules 2014 (including any statutory modification/s or re-enactment thereof for the time being in-force) the new set of Articles of Association as laid before this meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

### Registered Office :

4, Dr. Rajendra Prasad Sarani,  
Kolkata-700001  
India  
14th May, 2015

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

**M. Parekh**  
*Company Secretary*

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### Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

## NOTICE

5. The Register of Members and Share Transfer Books will remain closed from July 18, 2015 to July 30, 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015.
6. Subject to provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on July 17, 2015.
7. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
8. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd., D-511, 5th Floor, Bagree Market, 71, BRB Basu Road, Kolkata 700 001, India. Ph: (033) 2235 7270/7271, Email: nichetechpl@nichetechpl.com
9. 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.
10. Members having multiple ledger folio in identical name or joint names in identical order, are requested to intimate to the Company or its Registrars such ledger folio(s) for consolidating such multiple holdings into single account.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address to enable us to send you the communications via email.
12. Members having any question on financial statements or any agenda items proposed in this notice are requested to send their queries at least 10 days prior to the Annual General Meeting of the Company at its registered office address to enable the Company to collect the relevant information.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. The Notice of the 69th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members registered with the Company/Depository Participant(s).
15. VOTING THROUGH ELECTRONIC MEANS
  - I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - II) 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

## NOTICE

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:

- III) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on July 27, 2015 at 9.00 A.M. and ends on July 29, 2015 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical 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"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	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
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"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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 ( iv ).</li> </ul>

## NOTICE

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Company Name”, i.e., JARDINE HENDERSON LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS 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.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
  - 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 and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created 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](mailto: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.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## NOTICE

16. 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 [jhl.scrutinizer@gmail.com](mailto:jhl.scrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th July, 2015 upto 5 p.m. without which the vote shall not be treated as valid.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd July, 2015.
18. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 19th June, 2015.
19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd July, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
20. Tanmay Kumar Saha, Practicing Company Secretary (C.P. No: 11918) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jardinehenderson.com](http://www.jardinehenderson.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange Ltd.
22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.07.2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
24. 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. July 23, 2015, are requested to send the written / email communication to the Company at [jardine.mahendra@gmail.com](mailto:jardine.mahendra@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

### Item No. 5

The Board of Directors of the Company had appointed Mr. Laxmi Kant Mehta as an Additional Director (Non-Executive) of the Company with effect from 31st March, 2015. The Additional Director holds office until the ensuing Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 but is eligible for appointment as Director. The Company has received a notice under Section 160 (1) of the said Act from a member along with requisite deposit signifying his intention to propose Mr. Laxmi Kant Mehta's appointment as Director of the Company.

## NOTICE

The Board considers that the Company will immensely benefit from the vast business experience of Mr. Laxmi Kant Mehta, and therefore, recommends the ordinary resolution set out at Item No. 5 of the Notice for your approval.

Mr. Laxmi Kant Mehta is concerned and interested in the resolution as it relates to his appointment. None of the Directors and Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the resolution.

### **Item No. 6**

The Board of Directors of the Company had appointed Mr. Avnish Mehta as an Additional Director (Non-Executive) of the Company with effect from 31st March, 2015. The Additional Director holds office until the ensuing Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 but is eligible for appointment as Director. The Company has received a notice under Section 160 (1) of the said Act from a member along with requisite deposit signifying his intention to propose Mr. Avnish Mehta's appointment as Director of the Company.

The Board considers that the Company will immensely benefit from the vast business experience of Mr. Avnish Mehta, and therefore, recommends the ordinary resolution set out at Item No. 6 of the Notice for your approval.

Mr. Avnish Mehta is concerned and interested in the resolution as it relates to his appointment. None of the Directors and Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the resolution.

### **Item No. 7**

The Board of Directors of the Company had appointed Ms. Shailja Mehta as an Additional Director, Woman (Non-Executive) of the Company with effect from 31st March, 2015. The Additional Director holds office until the ensuing Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 but is eligible for appointment as Director. The Company has received a notice under Section 160 (1) of the said Act from a member along with requisite deposit signifying his intention to propose Ms. Shailja Mehta's appointment as Director of the Company.

The Board considers that the Company will immensely benefit from the vast business experience of Ms. Shailja Mehta, and therefore, recommends the ordinary resolution set out at Item No. 7 of the Notice for your approval.

Ms. Shailja Mehta is concerned and interested in the resolution as it relates to her appointment. None of the Directors and Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the resolution.

### **Item No. 8**

The existing Articles of Association (AOA) is based on the provisions contained in the Companies Act, 1956 and therefore, contains references to specific Sections of the Companies Act, 1956. In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules framed thereunder, in replacement of the Companies Act, 1956, several regulations of the existing AOA of the Company require alternation, additions or deletions. Therefore, it is considered expedient to fully replace the existing AOA of the Company with the new set of Articles, with a view to bring Articles in consonance with the notified provisions of the Companies Act, 2013 and Rules made thereunder.

The proposed set of AOA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company.

## NOTICE

A copy of the aforesaid Draft AOA would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting and a copy thereof will also be available at the meeting venue for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the resolution.

**Registered Office :**

4, Dr. Rajendra Prasad Sarani,  
Kolkata-700001  
India  
14th May, 2015

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

**M. Parekh**  
*Company Secretary*