

NOTICE**Notice to the Shareholders**

NOTICE is hereby given that the 70th Annual General Meeting (AGM) of the members of Jardine Henderson Limited will be held on **Thursday, 28th July, 2016 at 10.00 A.M. at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017**, to transact the following business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date 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. L. K. Mehta (DIN-00930763) who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of appointment of Auditors

To consider and if thought fit, to pass with or without modification the following resolution as an 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 Annual General Meeting to the conclusion of the next Annual General meeting and that the Board of Directors be and is hereby authorized to fix their remuneration plus applicable service tax and out of pocket expenses as may be recommended by the Audit Committee.”

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

Registered Office:

4, Dr. Rajendra Prasad Sarani,
Kolkata – 700001

CIN: L51909WB1947PLC014515

Phone: (033) 2230-4351

Fax: (033) 2230-7555

E-mail: jardines.companysecretary@gmail.com

Website: www.jardinehenderson.com

Date: 26th May, 2016

**S. Kar
Company Secretary**

NOTES:**1. 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.

2. Details of Director seeking re-appointment

The relevant details of Director seeking re-appointment under item No. 3 above to pursuant to Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed.

3. Communication

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2015-2016 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 the Notice of the 70th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website at **www.jardinehenderson.com** for their download. For any communication, the shareholders may also send requests to the Company's investor email id: **jardines.companysecretary@gmail.com**

4. Registrar & Share Transfer Agents and Depository Participant

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

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.

5. Nomination Facility

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.

6. 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 22, 2016 to Thursday, July 28, 2016 (both days inclusive) for the purpose of dividend.

7. Dividend

Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31, 2016 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 21.07.2016. 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.

8. 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.

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**

9. 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.

10. Dematerialisation of Shareholding

Members are requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the National Electronic Clearing Services (NECS) for receiving dividends.

11. 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.

12. 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 email at **jardines.companyssecretary@gmail.com**.

A Statement containing the salient features of the financial statement of associate(s) forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned associates companies during business hours 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. Further, the documents shall also be available on the website of the Company at www.jardinehenderson.com.

13. Inspection by Members

All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours upto the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel ('KMPs') and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

14. Voting through electronic means (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. 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).

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.

1. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on Monday, 25th July, 2016 (9:00 a.m. IST) and ends on Wednesday, 27th July, 2016 (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 21st July, 2016, 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 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** 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 Member holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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 (DOB)	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <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 (iv).

- 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 mandatory enter their 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.

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- 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/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 "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.
 - 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 & enter the details as prompted by the system.
 - xviii. **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.
 - 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

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- xx. 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.
2. 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 jardines.companysecretary@gmail.com and aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27.07.2016 upto 5:00 pm without which the vote shall not be treated as valid.
3. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company and shall have one vote per equity share held by them as on the cut-off date of 21st July, 2016. 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 cutoff date should treat this notice for information purpose only.
4. 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 10th June, 2016.
5. 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. 21st July, 2016, 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.

15. Scrutinizer

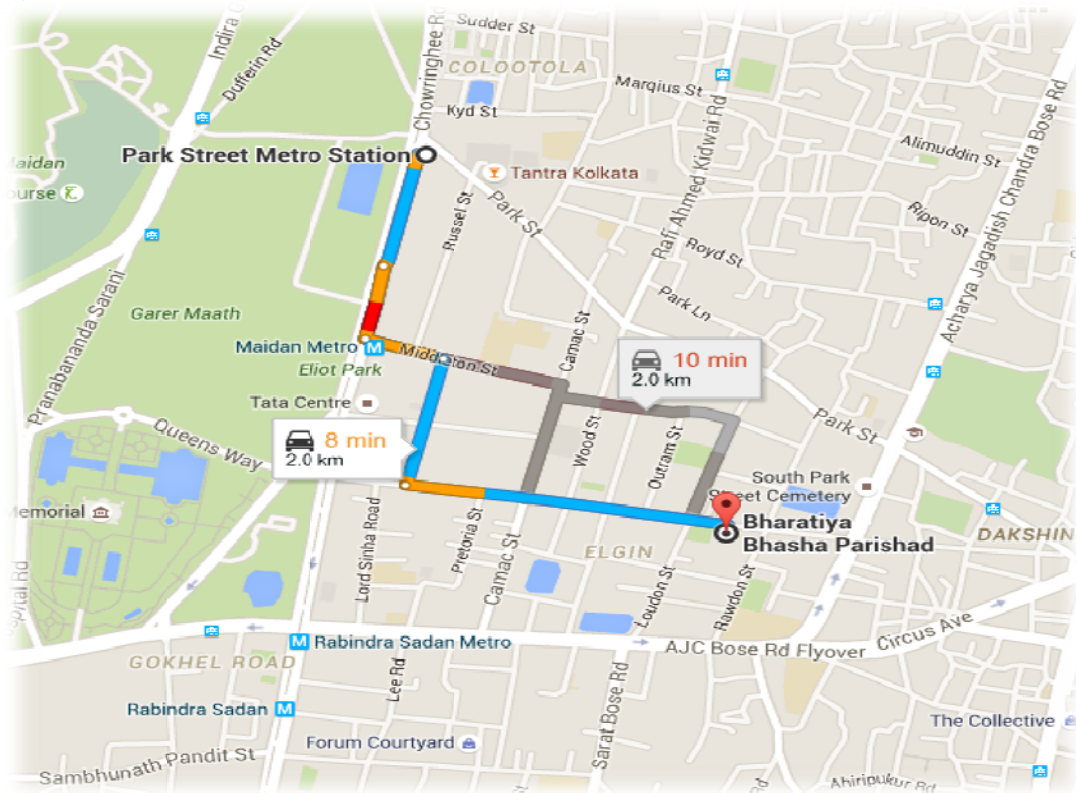
The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4848/C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through Insta Poll) in a fair and transparent manner.

16. 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.cdslindia.com within two days of the passing of the resolutions at the 118th Annual General Meeting on 28th July, 2016 and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Ltd.

17. Route Map of the Venue of the Meeting:

A Route Map showing directions to reach to the venue of the 70th AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on “General Meeting”. The prominent landmark near the Venue is Rani Birla Girl’s College.



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

At the ensuing Meeting of the Company, Mr. L. K. Mehta (DIN: 00930763) Non-Executive Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

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. Laxmi Kant Mehta		
Date of Birth	14/07/1949		
Date of Appointment	31/03/2015		
Qualification	B. Com.(Hons), St. Xavier's College		
Expertise in functional areas	Experience in Finance and Business Management.		
Directorships held in other companies	Kant & Co. Ltd., Sangam Investments Ltd., Suresham Holdings (P) Ltd., Standard Burlap Exports (P) Ltd.,		
Membership/Chairmanship across public companies	Name of the Company	Committee	Member/Chairman
	Jardine Henderson Ltd.	-	Chairman
	Jardine Henderson Ltd.	Nomination & Remuneration Committee	Member
	Jardine Henderson Ltd.	Stakeholders Relationship Committee	Member
Number of Shares held in the Company	63 (Sixty Three)		

**Form-MGT-11
PROXY FORM****(Pursuant to Section 105(6) of the Companies Act, 2013 and rule (19) of the Companies
(Management and Administration Rules 2014)**

CIN : L51909WB1947PLC014515
 Name of the Company : Jardine Henderson Limited
 Registered Office : 4, Dr. Rajendra Prasad Sarani, Kolkata-700001
 Phone No. : 2230-4351(5 Lines)
 E-mail: : jardines.companyssecretary@gmail.com

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Client ID	
DP ID	

I/We, being the member(s), holding.....shares of the above named company, hereby app

- (1) Name..... Address.....
 E-mail ID..... Signature.....
 or failing him/her,
- (2) Name..... Address.....
 E-mail ID..... Signature.....
 or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on the 28th of July, 2016 (Thursday) at 10.00 A.M. at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution	Type of Resolution	For	Against	Abstain
Ordinary Business					
1.	Adoption of Audited Financial Statements for the financial year ended March 31, 2016 and Report of Board of Directors and Auditors thereon.	Ordinary			
2.	Declaration of Dividend on the Equity Shares of the Company.	Ordinary			
3.	Appointment of Director in place of Mr. L. K. Mehta (DIN: 00930763), who retires by rotation and is eligible for re-appointment.	Ordinary			
4.	Ratification of Appointment of Auditors	Ordinary			

Signed thisday of2016

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

JARDINE HENDERSON LIMITED

CIN:- L51909WB1947PLC014515

Regd. Office: 4, Dr. Rajendra Prasad Sarani (Clive Row), Kolkata-700001

Phone: (+91) 33 2230 4351, (5Lines) 033-3028 0530, Fax: (+91) 33 2230 7555

E-mail: jardines.companysecretary@gmail.com Website: www.jardinehenderson.com**ATTENDANCE SLIP**

Regd. Folio/DP ID & Client ID	
Name	
Address of the Shareholder	
No. of Shares Held	

1. I hereby record my presence at the 70th Annual General Meeting of the Company, to be held on the 28th of July, 2016 (Thursday) at 10.00 A.M at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017.
2. Signature of the Shareholder/Proxy Present.
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
5. Please read the instructions carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER - ID	PAN/ SEQUENCE NO.
160617001		

6. E-Voting Facility is available during the following voting period:

Commencement of E- Voting	End of E- Voting
Monday 25th July, 2016 from 09.00A.M (IST)	Wednesday 27th July, 2016 till 05.00 P.M. (IST)