

JARDINE HENDERSON LIMITED

CIN:-L51909WB1947PLC014515

Regd. Office: 4, Dr. Rajendra Prasad Sarani (Clive Row), Kolkata-700001
 Phone: (+91) 33 2230 4351, (5 Lines) 033-3028 0530, Fax: (+91) 33 2230 7555
 E-mail: compliances@jardinehenderson.com
 Website: www.jardinehenderson.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 76th Annual General Meeting (AGM) of the members of Jardine Henderson Limited will be held on **Thursday, 11th August, 2022, at 10.00 A.M. through Video Conferencing/Other Audio Visual Means ("VC/OAVM") Facility** 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, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare dividend of Rs. 10/- (Rupees Ten) per equity share for the Financial Year ended 31st March, 2022.

3. Appointment of Director

To appoint a Director in place of Mr. Avnish Mehta (DIN- 00256302), a Non Executive Director pursuant to the provisions of Section 152 of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

4. Reappointment of Auditor

To reappoint the existing Statutory Auditor of the Company for second term 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, Chartered Accountants, (Firm Registration Number: 102860W/W100089) be and are hereby reappointed as the Statutory Auditor of the Company 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 to be held in the year 2027 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.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:**5. Appointment of Mr. Ravindra Suchanti (DIN: 00143116) as an Independent Director for a term of Five Years**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), rules framed there under read with Schedule IV and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravindra Suchanti (DIN: 00143116), who was appointed as an Additional Director of the Company with effect from 12th August, 2021, by the Board of Directors in terms of Section 161(1) of the Act, read with the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Independent Director of the Company with effect from 12th August, 2021, for a term of five consecutive years and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

6. Authorization to sell a land property held in the name of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and corporate governance requirements, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to sell/transfer/dispose off 1.87 acres of Land held in the name of the Company situated at 75A, Surya Sen Road, Alambazar, P.S. Baranagar, District North 24 Parganas, Kokata-700035 on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the aforesaid property as they may in their absolute discretion deem fit.”

Registered Office:

4, Dr. Rajendra Prasad Sarani,
Kolkata-700001
CIN: L51909WB1947PLC014515
Phone: (033) 2230-4351 (5 Lines)
Fax: (033) 2230-7555
Email: compliances@jardinehenderson.com
Website: www.jardinehenderson.com
Date: 26th May, 2022
Place: Kolkata

By order of the Board
For Jardine Henderson Limited

Tony Paul
Company Secretary

Notes:

1. Explanatory Statement

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under item Nos. 5 and 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 26th May, 2022 considered that the special business under Item Nos. 5 and 6 being considered unavoidable, be transacted at the 76th AGM of the Company.

A brief resume of the Directors as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, relating to the Director seeking re- appointment are provided in the Annexure to this Notice.

2. General instructions for accessing and participating in the 76th AGM through VC Facility and voting through electronic means including remote e-Voting

a. The Ministry of Corporate Affairs, (MCA) vide its General Circular No. 02/2022 dated 5th May, 2022 and in continuation to General Circular Nos. 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021 and 21/2021 dated 14th December, 2021 has allowed Companies to conduct their AGMs due in the year 2022 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 31st December, 2022 in accordance with the requirements laid down in the paragraph 3 and 4 of the General Circular No. 20/2020 dated 5th May 2020 read with General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020. Pursuant to the aforesaid MCA circulars and in compliance with the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the 76th AGM of the Company is being conducted through VC Facility, which does not require physical presence of members at a common venue. The deemed venue for the 76th AGM shall be the Registered Office of the Company.

Hence, Members can attend and participate in the AGM through VC only. The detailed procedure for participating in the meeting through VC is annexed herewith and available at the Company’s website at www.jardinehenderson.com.

b. The helpline number regarding any query/assistance for participation in the AGM through VC is (033) 2230-4351 (5 Lines)

c. In terms of the respective MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, since the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 76th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 76th AGM through VC Facility and e- Voting during the 76th AGM.

- d. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.
- e. Since the AGM will be held through VC Facility, the Route Map is not annexed in this Notice.
- f. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 76th AGM through VC Facility and e- Voting during the 76th AGM.
- g. Attendance of the Members participating in the 76th AGM through VC Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. Members can raise questions during the meeting or in advance at compliances@jardinehenderson.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

3. 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 Corporate Member.

4. Inspection By Members

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to compliances@jardinehenderson.com.

5. 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 **5th August, 2022 to 11th August, 2022** (both days inclusive).

6. 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 photo copy of the cheque to our Registrar, 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.

7. 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.

8. Communication

Pursuant to the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the Notice of the 76th AGM and the Annual Report for the year 2022 including therein the Audited Financial Statements for the Financial Year 2021- 22 are being sent only by email to the Members at their respective registered email addresses with the Company/Depository Participants. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 76th AGM and the Annual Report for the year 2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, scanned copy of the share certificate (front and back), complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at compliances@jardinehenderson.com. or to e-mail address of Niche Technologies Pvt Ltd, the Company's Registrar & Share Transfer Agent (RTA) at nichetechpl@nichetechpl.com.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Members may note that the above mentioned documents will also be available on the website of the Company at www.jardinehenderson.com. under "Investors" section.

9. 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:

3A, Auckland Place, 7th Floor, Room No. 7A & 7B,

Kolkata – 700017

Phone No. : 033 2280 6616 / 17 / 18; Telefax: 033 2280 6619

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.

10. 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. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (www.jardinehenderson.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Those Members, who have not encashed their dividends are requested to correspond with the Registrar & Share Transfer Agents as mentioned above or to the Company Secretary at the Company's Registered Office or via mail at compliances@jardinehenderson.com.

11. Transfer of Unclaimed Shares to the IEPF Authority

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.

12. 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 must submit their PAN details to the Company's Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd.

13. Dematerialization of Shareholding

Members are requested to dematerialize 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.

14. 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 the members the facility to exercise their right to vote by electronic means and all resolutions set forth in this Notice may be transacted through e-Voting Services provided by **Central Depository Services (India) Limited ("CDSL")**.

In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer **Annexure-1** for the detailed procedure). Members who are present in the meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

However, in case Members cast their vote exercising both the options, then votes cast through remote e-voting shall only be taken into consideration and treated valid. The instructions for remote 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, 8th August, 2022 (9:00 a.m. IST) and ends on Wednesday, 10th August, 2022 (5:00 p.m. IST) (inclusive of both days)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **4th August, 2022**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

A. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

Type of shareholders	Login Method
	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login method for e-Voting and joining virtual meeting for members other than individual members holding shares in Demat form & physical shareholders.

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

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 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.

viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the EVSN for the relevant Company name i.e., "JARDINE HENDERSON LIMITED" on which you choose to vote.

x) 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.

xi) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.

xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

xiii) 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.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi) **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.

xvii) 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 compliances@jardinehenderson.com and aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com without which the vote shall not be treated as valid.

C. 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 4th August, 2022. 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 24th June, 2022.

- iii) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 4th August, 2022 are requested to send the written / email communication to the Company at compliances@jardinehenderson.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 **022-23058738 and 022-23058542/43**.
- v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 022-23058542/43.

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 e-voting at the AGM) 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 at www.jardinehenderson.com and on the website of CDSL viz www.evotingindia.com within two days of the passing of the resolutions at the 76th Annual General Meeting on 11th August, 2022 and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Ltd.

Annexure-I

PROCESS AND MANNER FOR PARTICIPATING IN AGM THROUGH VIDEO CONFERENCING

A. Instructions For Shareholders attending the AGM through VC are as under:

1. The procedure for attending meeting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders are recommended to use good quality Camera and Internet with a good speed to avoid any disturbance during the meeting.
5. Those Shareholders/Members connecting from their 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to the date of meeting mentioning their name, demat account number/folio number, email id, mobile number at compliances@jardinehenderson.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting date mentioning their name, demat account number/folio number, email id, mobile number at compliances@jardinehenderson.com. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

B. Instructions For Shareholders For E-Voting During the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

Item No. 5

Mr. Ravindra Suchanti (DIN: 00143116) was appointed as an Additional Director of the Company in Independent Capacity with effect from 12th August, 2021 pursuant to the provisions of Sections 149, 150, 152, 161 and rules framed thereunder read with Schedule IV of the Companies Act, 2013 (the Act) and the Articles of Association of the Company. Being an Additional Director, Mr. Ravindra Suchanti is eligible to hold office till this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013. Hence it is being proposed to regularize the appointment of Mr. Ravindra Suchanti as an Independent Director for a term of five years in terms of Sections 149(10) and 149(11) of the Act.

Mr. Ravindra Suchanti, aged about 64 years has Post Graduated from St. Stephens College, Delhi. In his vast professional career of over 42 years he worked in J.Thomas & Co Pvt Ltd wherein before becoming the Managing Director & Vice Chairman of the said Company he was the Branch Head, Head of Operations etc. and retired from there as the CEO & Chairman of the Board.

The Company has received from Mr. Ravindra Suchanti his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Ravindra Suchanti confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time and a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Mr. Ravindra Suchanti is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, Mr. Ravindra Suchanti fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board considers that given his background and experience the association of Mr. Ravindra Suchanti would be beneficial to the Company and it is desirable to regularize his appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e. up to 11th August, 2026. The Board of Directors recommends the ordinary resolution set out at Item No. 5 of this Notice for your approval.

Except Mr. Ravindra Suchanti, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of AGM.

Item No. 6

The Company was the Successor-in-title of the land property measuring about 4.66 acres along with structures, being a portion of Municipal Holding No. 306 comprised in CS Plot No. 1825 (Portion) of Khatian No. 823, Touzi No. 53, BZ JL No. 4, RS No1, Mouza - Dakshineswar, situated at 75A, Surya Sen Road, Alambazar, P.S. Baranagar, District North 24 Parganas, Kolkata-700035.

The Government of West Bengal made a compulsory acquisition of 2.78 acres of said land with structures in the year 1998 for the construction of Vivekananda Setu. Now the Company retains the balance 1.87 acres of unutilised portion of the said land with Vivekananda Setu, BSF Campus and river Ganges on its three-sides and no proper ingress and egress on the remaining side. Since the plot is adjacent to BSF Campus and Vivekananda Setu no permission for construction of high-rises is allowed under the municipal laws. All these factors make the land economically unviable for business purpose.

The Board of Directors of the Company, at its meeting held on 26th May, 2022 considering the aforesaid constraints has approved and recommended to sell/transfer/dispose off the land, subject to the consent of shareholders by way of special resolution.

In compliance with the applicable provisions of the Companies Act, 2013 and as per the corporate governance requirements, the Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the accompanying Notice of AGM.

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Avnish Mehta	Mr. Ravindra Suchanti
DIN	00256302	00143116
Date of Birth	16/08/1965	07/12/1958
Date of Appointment	31/03/2015	12/08/2021
Qualification	Graduate from St. Xavier's College	Post Graduate in History from St. Stephens College, Delhi

Expertise in specific functional areas	Experience in Financial and Business Management.	Over 42 years of Professional Career and associated with J.Thomas & Co Pvt Ltd in various capacities of Branch Head, Head of Operations, Managing Director & Vice Chairman, CEO & Chairman of the Board
Directorship held in other entities	<ul style="list-style-type: none"> ➤ Baldeoram Saligram Private Limited. ➤ Colour Cartons Packaging India Private Limited. ➤ Nandanam Estates Ltd. 	Nil
Membership/Chairmanship of Committees across public companies	Nil	Nil
No. of shares held in the Company	Nil	Nil
Relationship with any Director(s) of the Company	Not Applicable	Not Applicable
Number of Meetings of the Board attended	5 out of 5	4 out of 4

Registered Office:

4, Dr. Rajendra Prasad Sarani,
Kolkata-700001

CIN: L51909WB1947PLC014515

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

Fax: (033) 2230-7555

Email: compliances@jardinehenderson.com

Website: www.jardinehenderson.com

Date: 26th May, 2022

Place: Kolkata

By order of the Board
For Jardine Henderson Limited

Tony Paul
Company Secretary