

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: jardines.companysecretary@gmail.com & jardines@vsnl.com

Website: www.jardinehenderson.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 73rd Annual General Meeting (AGM) of the members of Jardine Henderson, Limited will be held on **Thursday, 25th July, 2019, at 10.00 am at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017**, 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 March 31, 2019 and the Reports of the Board of Directors and 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. Laxmi Kant Mehta (DIN-00930763), 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.

SPECIAL BUSINESS:

4. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, this Meeting hereby approves the re-appointment of Mr. Ratnanko Banerji (DIN 00968911), as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from April 1, 2019.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and

things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

“**RESOLVED THAT** Dr. Gyan Dutt Gautama (DIN 08243156), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 7, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, and Article 121 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Dr. Gyan Dutt Gautama (DIN 08243156), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 7, 2019 be and is hereby approved.”

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: May 30, 2019

Place: Kolkata

By order of the Board
Jardine Henderson Limited

S. Kar
Company Secretary

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 and 5 of the accompanying Notice is annexed hereto and forms a part of this Notice.

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 in relating to the Director seeking re-appointment as set out in Resolution at Item No. 4 & 5 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.***

3. IMPORTANT DATES FOR MEMBERS

Cut Off Date: Cutoff Date will be 18th July, 2019 to determine Members entitled to undertake voting.

Electronic Voting Period: Electronic voting period begins on Monday, 22nd July, 2019 (9.00 a.m. IST) and ends on Wednesday, 24th July, 2019 (5.00 p.m. IST) both days inclusive.

Voting Facility will also be provided at the venue of AGM on July 25, 2019 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 the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as at the end of 18th July, 2019. The final dividend is Rs. 7.5/- per equity share.

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. 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). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund in September, 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the Niche Technologies (P) Ltd., the Registrar & Share Transfer Agent of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.

6. 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"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.jardinehenderson.com. Shareholders are requested to claim the dividend on these equity shares latest by September 03, 2019 to avoid aforesaid transfer of shares. 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

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, Niche Technologies (P) 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 19th July, 2019 to Thursday, 25th July, 2019 (both days inclusive).

9. INSPECTION BY MEMBERS

The Register of Directors and 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 180 of the Companies Act, 2013, will be available for inspection by the members at AGM.

10. 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.

11. COMMUNICATION

All shareholders communication including Notice of the Annual General Meeting ('AGM') along with the Annual Report 2018-2019 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 above mentioned 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.

12. 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.

13. 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.
3A, Auckland Place, 7th Floor, Room No.7A & 7B
Kolkata – 700017
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.

14. GO GREEN INITIATIVE

The Company is sending Notice of General Meetings, Financial Statements, etc. through email to the 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.

15. 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.

16. DEMATERIALISATION 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.

17. 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")**.

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 cast through e-voting shall only be taken into consideration and treated valid whereas votes cast 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, 22nd July, 2019 (9:00 a.m. IST) and ends on Wednesday, 24th July, 2019 (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 18th July, 2019, 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

For Member holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
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> <p>Please enter the DOB or Bank Account Number in order to login.</p> <p>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).</p>

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:

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 jardines.companysecretar@gmail.com and aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 18th July, 2019 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 18th July, 2019. 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 31st May, 2019.
- 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. 18th July, 2019 are requested to send the written / email communication to the Company at sweta.dhelakhat@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- iv) 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.

18. 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.

19. 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 73rd Annual General Meeting on 25th July, 2019 and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Ltd.

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

Item No. 4.

The Board of Directors of the Company at the meeting held on 7th February 2019, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Ratnanko Banerji as an Independent Director not liable to retire by rotation, for a consecutive term of 5 years with effect from April 1, 2019.

The Company has received intimation in Form DIR-8 from Mr. Ratnanko Banerji that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and his consent to continue as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Ratnanko Banerji fulfils the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

Further details of Mr. Ratnanko Banerji have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ratnanko Banerji as an Independent Director is now being placed before the Members for their approval.

Except Mr. Ratnanko Banerji and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members

Item No. 5.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Gyan Dutt Gautama (DIN 08243156), as an Additional Independent Director of the Company, w.e.f 7th February, 2019, not liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Act and Article 121 of the Articles of Association of the Company, Dr. Gyan Dutt Gautama (DIN 08243156), shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

Dr. Gyan Dutt Gautama holds a Master degree in Physics from Roorkee University and received his PhD degree in Optical Fiber Communication from IIT Delhi. He has also done his MBA from International Management School in UK.

Dr. Gyan Dutt Gautama joined the IAS in 1977. He held various posts in the Central and State Government including District Magistrate, Jalpaiguri, Executive Director, WBIDC, Managing Director, WBFC, Managing Director, WBPDC, Chairman, WBSEB, Principal Secretary IT, Additional Chief Secretary Power, Home Secretary, Government of West Bengal and State Chief Information Commissioner.

The Company has received a declaration from Dr. Gautama to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Gyan Dutt Gautama fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

Further details of Dr. Gyan Dutt Gautama have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Gyan Dutt Gautama as an Independent Director is now being placed before the Members for their approval.

Except Dr. Gyan Dutt Gautama and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members

DISCLOSURE REQUIRED UNDER VARIOUS PROVISIONS OF LAW

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Laxmi Kant Mehta	Mr.Ratnanko Banerji	Dr. Gyan Dutt Gautama
DIN	00930763	00968911	08243156
Date of Birth	14.07.1949	24.08.1968	13.09.1952
Date of Appointment	31.03.2015	29.04.2004	07.02.2019
Qualification	B.Com.(Hons), St.Xavier's College	LL.B from University College, London	MSc in Physics from Roorkee University, PhD from IIT Delhi, MBA from International Management School in UK.
Expertise in specific functional areas	Experience in Finance and Business Management.	Senior Advocate	Held various senior government positions as an IAS officer

Directorship held in other listed Companies	Nil	Nil	Nil
Membership/Chairmanship of Committees across	Chairman: Jardine Henderson Ltd Member: Jardine Henderson Ltd. Nomination and Remuneration Committee Stakeholders' Relationship Committee	Jardine Henderson Ltd. Member: Nomination and Remuneration Committee Audit Committee	
Public Companies			
No. of share held in the Company	63 shares	Nil	Nil
Relationship with any Director(s) of the Company		No	No

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: 30th May, 2019

By Order of the Board

Jardine Henderson Limited

S. Kar

Company Secretary

ROUTE MAP

To the venue of 73rd
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.”