

**NOTICE** is hereby given that the 39th Annual General Meeting of the members of **JAGSONPAL PHARMACEUTICALS LIMITED** will be held on Friday, the 28th day of September, 2018 at 10.00 A. M. at Vanita Samaj, 13, Institutional Area, New Delhi – 110003 to transact the following business.

#### Ordinary Business

- 01 To receive, consider and adopt the Audited Financial Statements of the Company for the period ended on 31st March, 2018 together with the reports of the Board of Directors and the Auditors' report.
- 02 To declare dividend on Equity Shares

#### Special Business

- 03 To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution.

Resolved that Mrs. Jasbir Kochhar be and is hereby re-appointed as woman Director from this 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting .

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

**“Resolved that** Mr. Bharat Singh, (DIN: 00347364) be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted from time to time.

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

**“RESOLVED That,** Dr. Ishpal Singh Ghai, (DIN:006551659), be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted from time to time.

- 06 To approve and ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019, to consider and if thought fit, pass the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 be paid the remuneration of Rs. 1.90 lac plus out of pocket expenses.

- 07 To, consider and, if thought fit, to pass, with or without modifications(s), the following resolution as Special

Resolution:-

**RESOLVED THAT** pursuant to provisions of Section 186 and clause (77) of Section 2 and other applicable provisions of the Companies Act 2013, the remuneration of Vice President Mr. Inderpal Singh Kochhar be and is hereby accorded and approved @ Rs. 350000/- p.m. with effect from 01.04.2018.

**FURTHER RESOLVED** that directors (hereinafter referred to as the Board which term shall be deemed to include the Human Resources, and remuneration committee of the Board) be and are hereby authorised to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Inderpal Singh Kochhar.

**FURTHER RESOLVED** that Board of Directors of the Company be and are hereby authorized to take all necessary steps to effect this resolution.

By Order of the Board of Directors

**R. K. KAPOOR**

**Company Secretary**

**FCS:2219**

Place: New Delhi

Date: 09/08/2018

#### Notes

- (a) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are incorporated / stated in the Explanatory Statement annexed hereto.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
- (c) The Proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Meeting.
- (d) Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, 21st September, 2018 to Friday, September 28th, 2018 (both days inclusive). All relevant documents referred to in the accompanying notice and statutory registers are open for inspection at the registered office of the Company on all working days (barring Saturday & Sunday) between 11.00 A. M. To 1.00 P. M. prior to the Annual General Meeting.
- (e) Action required to be taken by the members in case of non receipt / non-encashment of dividend:

Financial Year	Contact Office	Action to be taken
2011-2017	Registered Office	Letter on a plain paper
1993-2009	Office of the Regzistrar of Companies, C G O Complex, Lodhi Road, New Delhi – 110003 / Office of the Registrar of Companies, I F C I Tower, Nehru Place New Delhi	Claim in Form II of the Companies Act, Unpaid Dividend (Transfer to General Reserves Account of the Central Government) Rules, 1978 as applicable.

- (f) Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual report and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to MCS Share Transfer Agent Limited. Members holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail, are entitled to receive such communication in physical form upon request.
- (g) Members are requested to bring their personal copy of the Annual Report at the Annual General Meeting.
- (h) Members are requested to immediately intimate change of address, if any to the Company /Registrar & Share Transfer Agent quoting reference of the registered Folio Numbers,
- (i) As per Securities and Exchange Board of India (SEBI) notification, submission, of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transposition of shares. Members holding share in dematerialized mode are requested to submit PAN details to the Depository Participant whereas member holding shares in physical form are requested to submit the PAN details to the company's Registrar & Transfer Agent.
- (j) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in prescribed Form Sh. 13 for this purpose.
- (k) (i) Pursuant to the provisions of Section 124(5) of the Act the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. During the financial year, the dividend declared by the Company in respect of the financial yaer ended 31st December 2010, which is unclaimed,

has been transferred to IEPF. Members who have not encashed their dividend warrants for subsequent period are requested to encash the same immediately.

- (ii) 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, 20116, as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years or more to the demat account of the IEPF Authority.
- (iii) The Members/Claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto. Company has transferred 3,22,728 equity shares to IEPF on 30th November 2017.
- (l) Members holding Share Certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrar and Transfer Agent of the Company.
- (m) Member's attention is particularly drawn to the "Corporate Governance" section in respect of unclaimed and unpaid dividend.
- (n) Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the Annual General Meeting, so as to enable the Company to keep the information ready.
- (o) **VOTING THROUGH ELECTRONICS MEANS**  
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of india, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 39th AGM of the Company by electronic means (remote e-voting) and the business may be transacted through e-Voting Services arranged by NSDL.
- (p) The Company has appointed Mr. H L Bansal, Chartered Accountant and Proprietor of H L Bansal & Co., to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The E-voting period commences from 9.00 a.m. on September 25th, 2018 and ends on 5.00 p.m. on September 27th, 2018. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of September 21st, 2018 may cast their vote

electronically. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (q) The results will be declared at the Registered Office of the Company situated at Jagsonpal Pharmaceuticals Limited, T-210J, Shahpur Jat, New Delhi – 110049 and the resolutions will be taken as passed effectively on the date of Annual General Meeting. The said results along with Scrutinizer report shall be placed on the Company’s website [www.jagsonpal.com](http://www.jagsonpal.com) and on website (NSDL) [www.nSDL.com](http://www.nSDL.com) immediately after the results is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited & BSE Limited, Mumbai where the shares of the Company are listed.
- (r) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed at the 39th Annual General Meeting of the Company scheduled to be on Friday September 28th, 2018.

**By Order of the Board of Directors**  
**R. K. KAPOOR**  
**Company Secretary**  
**FCS-2219**

Place : New Delhi  
Date : 09/08/2018

**Explanatory Statement pursuant to section 102 of the Companies Act**

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under item nos. 3 to 7 of the accompanying Notice 2018 convening the 39th Annual General Meeting of the Company scheduled for 28th September, 2018.

**Item No. 3**

Mrs. Jasbir Kaur Kochhar (DIN 01460798) was appointed as Woman Director and her tenure expires on ensuing Annual General Meeting, being eligible, offers herself for appointment/reappointment. Mrs Jasbir Kaur Kochhar is related to Mr. Rajpal Singh Kochhar, Chairman & Managing Director and has inter – se – Mother – Son relationship. Mrs. Jasbir Kaur Kochhar was having major shareholding of the Company and is closely associated with entrepreneur family and associated with Company since inception. She is re-appointed from 39th AGM till the conclusion of 43rd AGM of the Company. Board

recommends her re-appointment by Special Resolution.

Mr. Rajpal Singh Kochhar (DIN 00059492) is interested Director in this resolution.

**Item No. 6**

The Board of Directors of the Company has appointed Mr. Subhasis Patri, Cost Accountant, (B. Com. & FCMA) as Cost Auditors of the Company to audit the accounts relating to drug formulations for the financial year ending March 31st, 2019.

Remuneration of Rs. 1.90 lac payable to Mr. Subhasis Patri, Cost Auditors of the Company for the financial year ended 31 March, 2019, was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

None of the Directors or KMP of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

**Item No. 7**

Mr. Inderpal Singh Kochhar is serving the Company as Vice President. Considering his services to the organization, the Remuneration Committee recommended to increase his remuneration from Rs. 2,50,000/- to Rs. 3,50,000/- p.m. The remuneration was also considered by Audit Committee and being the matter of related party transactions pursuant to section 188, committee recommended for board and shareholders approval.

Mr. Inderpal Singh Kochhar related to Mr. Rajpal Singh Kochhar CMD, both having son interse father relationship.

The Board recommended this as special resolution to be approved by shareholders.

**By Order of the Board of Directors**  
**R. K. KAPOOR**  
**Company Secretary**  
**FCS:2219**

Place : New Delhi  
Dated : 09/08/2018

**Items 4 to 5**

	Appointed & Retired on	Expertise in functional areas
<b>Mr. Bharat Sinh</b>	38th AGM to 43rd AGM as Non Executive Independent Director B.A. Hons.	Having served in Armed Force, Mr. Bharat Sinh has a natural flair for Administration, Leadership and Management. He has over 34 years of industry experience and well conversant in Financial Management. In addition, Mr. Bharat Sinh is Whole Time Director of Sirius Coal Carriers Private Limited.
<b>Dr. Ishpal Singh Ghai</b>	38th AGM to 43rd AGM as Non Executive Independent Director M.B.B.S. from AIIMS	Dr. Ishpal Singh Ghai, known in the medical fraternity as a “holistic healer” who advocates the principle of the “simple living – High Thinking” to his patient. He has been practicing for over 36 years. Dr. Ghai is well conversant with medicine / chemical terminology product mix of medicine industry.



# JAGSONPAL PHARMACEUTICALS LIMITED

Company Identification Number : L74899DL1978PLC009181

Registered Office : T-210 J, Shahpur Jat, New Delhi – 110049 (India)

Website:jagsonpal.com, Ph. : 011-46181100 & 46109900, Fax No. : 011-26498341, E-mail : cs@jagsonpal.com

**39th Annual General Meeting To Be Held on Friday, the 28th September, 2018**

## ADMISSION/ATTENDANCE SLIP

PLEASE COMPLETE THE ADMISSION SLIP AND HAND IT OVER AT THE ATTENDANCE VERIFICATION COUNTER AT THE ENTRANCE OF MEETING HALL

Full Name and Registered Address of the Member (IN BLOCK LETTERS)	
Folio No./DP Id/Client ID No:	
No. of shares held: (Equity shares )	

I HEREBY RECORD MY PRESENCE AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28th SEPTEMBER, 2018 AT 10.00 A.M. AT 13, VANITA SAMAJ, INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110003.

Name(s) of the Shareholder(s)/Proxy (IN BLOCK LETTERS)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Member's/Proxy in Block Letter

Member's/Proxy's Signature

**Note:**

- Please complete this attendance slip and hand it over at the entrance of the meeting Hall.
- You are requested to bring your copy of the Annual Report to the Meeting Hall.
- You are requested to bring your proof of identity like voter card / Aadhar Card / Passport.

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### ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	USER ID	PASSWORD / PIN

**Notes :** 1. The e-voting period will commence on Tuesday, 25th September, 2018 (9.00a.m. IST) and will end on Thursday, 27th September, 2018 (5.00 p.m. IST).



# JAGSONPAL PHARMACEUTICALS LIMITED

Regd. Off. : T-210-J, Shahpur Jat, New Delhi-110049

CIN : L74899DL1978PLC009181

Website : [www.jagsonpal.com](http://www.jagsonpal.com), E-mail : [cs@jagsonpal.com](mailto:cs@jagsonpal.com)

Ph. : 011-46109900 & 46181100, Fax No. 011-26498341

Name of the sole/first named Member	
Address of sole/first named member	
Name(s) of joint member(s) if any	
Registered folio no./ DP-ID no./Client-ID no.	
No. of shares held	

Dear Member,

**Sub : Process and manner for availing remote E - Voting facility**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to offer remote e-voting facility to the members to cast their votes by electronic means on all resolution set forth in the Notice convening the 39th Annual General Meeting (AGM). **The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities. The remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

The electronic e-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
Tuesday, the September 25th, 2018, 9.00 a.m. onwards, (IST)	Thursday, the 27th, 2018 September 5.00 p.m. (IST)

The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut of date of 21st September, 2018, subject to applicable laws.

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the 39th Annual General Meeting to be held on Friday, the 28th September, 2018.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com)

**Subject:- Jagsonpal Pharmaceuticals Limited /Notice of 39th Annual General Meeting / “Vanita Samaj” 13, Institutional Area, Lodhi Road, New Delhi – 110003, on Friday the 28th September, 2018 at 10.00 a.m.**

Dear Shareholder/s,

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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the **39th Annual General Meeting (AGM)** of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or ([www.jagsonpal.com](http://www.jagsonpal.com))

**The e-voting period commences on 25th September, 2018 (9:00 am) and ends on 27th September, 2018 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date 21st September, 2018**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21st September, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@jagsonpal.com](mailto:cs@jagsonpal.com), [sagar@jagsonpal.com](mailto:sagar@jagsonpal.com) and [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the **39th Annual General Meeting (AGM)** and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

#### **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [jagsonpal.bansal@gmail.com](mailto:jagsonpal.bansal@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

#### **Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,  
e-Voting support desk  
National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in))



# JAGSONPAL PHARMACEUTICALS LIMITED

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration, Rules, 2014)

Registered Office : T-210 J, Shahpur Jat, New Delhi – 110049 (India)

Company Identification Number : L74899DL1978PLC009181

Form No. MGT-11

## PROXY FORM

Name of the Shareholder	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	
No. of Shares	

I/We ..... being the member(s) holding ..... Equity Shares of the above named company. Hereby appoint:

Name	Address & E-mail	Signatures
1		
or failing which		
2		
or failing which		
3		

As my/our proxy to attend and vote (on a poll) for me/us and on behalf at the 39th Annual General Meeting of the Company, to be held on Friday the 28th September, 2018 at 10.00 a.m. at Vanita Samaj, 13<sup>th</sup> Institutional Area, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect such resolutions as are indicated below:

Reso Nos.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
<b>Ordinary Business</b>				
01	To receive, consider and adopt the Audited Financial Statements of the Company for the period ended on 31st March, 2018 together with the reports of the Board of Directors and the Auditors' report.			
02	To declare dividend on Equity Shares			
<b>Special Business</b>				
03	To, consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:- <b>Resolved that</b> Mrs. Jasbir Kaur Kochhar (DIN 01460798) be and is hereby re-appointed as Woman Director from this 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting.			
04	To, consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:- <b>Resolved that</b> Mr. Bharat Singh, (DIN: 00347364) be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted from time to time.			



Reso Nos.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
05	To, consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:-  "RESOLVED That, Dr. Ishpal Singh Ghai, (DIN:006551659), be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted from time to time.			
06	To approve and ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019, to consider and if thought fit, pass the following resolution as an Ordinary Resolution.  "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 be paid the remuneration of Rs. 1.90 lac plus out of pocket expenses.			
07	To, consider and, if thought fit, to pass, with or without modifications(s), the following resolution as Special Resolution:-  <b>RESOLVED THAT</b> pursuant to provisions of Section 186 and clause (77) of Section 2 and other applicable provisions of the Companies Act 2013, the remuneration of Vice President Mr. Inderpal Singh Kochhar be and is hereby accorded and approved @ Rs. 350000/- p.m. with effect from 01.04.2018.  FURTHER RESOLVED that directors (hereinafter referred to as the Board which term shall be deemed to include the Human Resources, and remuneration committee of the Board) be and hereby authorised to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Inderpal Singh Kochhar.  FURTHER RESOLVED that Board of Directors of the Company be and are hereby authorized to take all necessary steps to effect this resolution.			

Signed this ..... Day September, 2018.

Signature of Shareholder : .....

Signature of Proxy: .....

Affix Revenue Stamp of Re. 1/-
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**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.
- For the resolution, Explanatory Statement and Notes, please refer to the Notice of the Thirty-ninth Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicate in the box 'For' or 'Against' column blank against any or all resolution(s), your proxy will entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including of members(s) in above box before submission.
- The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com).



## Form No. MGT – 12

# POLLING PAPER

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	JAGSONPAL PHARMACEUTICALS LIMITED
Registered Office	T-210 J, Shahpur Jat, New Delhi – 110049
Website	www.jagsonpal.com
E-mail	cs@jagsonpal.com
Phone & FAX	011-46181100& 46109900, 011-26498341
Corporate Identity Number: L74899DL1978PLC009181	

**BALLOT FORM**  
**THIRTY-NINETH ANNUAL GENERAL MEETING**  
**Friday, September 28, 2018 at 10.00 A. M.**

S.No.	Particulars	Details
01	Name of the Member(s)	
02	Registered address	
03	E-mail Address	
04	Registered Folio / DP_Id / Client_Id	
05	Class of Shares	

I/we hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot/e-voting for the business stated Notice by conveying my/our assent or dissent to the said resolution by placing (P) mark at the appropriate box below: Notice of the Thirty-ninth Annual General Meeting (AGM) of the Company to be held on Friday, 28th September, 2018 by sending my/our assent or dissent to) mark at the appropriate box below:

Reso Nos.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
<b>Ordinary Business</b>				
01	To receive, consider and adopt the Audited Financial Statements of the Company for the period ended on 31st March, 2018 together with the reports of the Board of Directors and the Auditors' report.			
02	To declare dividend on Equity Shares			
<b>Special Business</b>				
03	To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution.  Resolved that Mrs. Jasbir Kochhar be and is hereby re-appointed as Woman Director from this 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting.			
04	To, consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:-  "Resolved that Mr. Bharat Singh, (DIN: 00347364) be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted form time to time.			
05	To, consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:-  "RESOLVED That, Dr. Ishpal Singh Ghai, (DIN:006551659), be and is hereby re-appointed as Non-Executive Independent Director of the Company from this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 27(2) of LODR, 2015 SEBI amended or re-enacted from time to time.			
06	To approve and ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019, to consider and if thought fit, pass the following resolution as an Ordinary Resolution.  "RESOLVED THAT pursuant to the provisions of Section 148 and and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 be paid the remuneration of Rs. 1.90 lac plus out of pocket expenses.			

Reso Nos.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
07	<p>To, consider and, if thought fit, to pass, with or without modifications(s), the following resolution as Special Resolution:-</p> <p><b>RESOLVED THAT</b> pursuant to provisions of Section 186 and clause (77) of Section 2 and other applicable provisions of the Companies Act 2013, the remuneration of Vice President Mr. Inderpal Singh Kochhar be and is hereby accorded and approved @ Rs. 350000/- p.m. with effect from 01.04.2018.</p> <p>FURTHER RESOLVED that directors (hereinafter referred to as the Board which term shall be deemed to include the Human Resources, and remuneration committee of the Board) be and are hereby authorised to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Inderpal Singh Kochhar.</p> <p>FURTHER RESOLVED that Board of Directors of the Company be and are hereby authorized to take all necessary steps to effect this resolution.</p>			

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

**Note:**

- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty-ninth Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicate in the box 'For' or 'Against' column blank against any or all Resolutions, your proxy will attend to vote in the manner as he/she think appropriate.
- Please complete all details including of members(s) in above box before submission.
- The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com)