

# JAGSONPAL PHARMACEUTICALS LIMITED

Corporate Identity Number: L74899DL1978PLC009181

**ATTENDENCE SLIP**

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

Website: jagsonpal.com, E-mail: cs@jagsonpal.com, Ph.: 011-46181100 & 46109900, Fax: 011 – 26498341

**THIRTY-SIXTH ANNUAL GENERAL MEETING**

**Wednesday, September 30th, 2015 at 10.00 a.m.**

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

I/we hereby record my/our presence at the Thirty-Sixth Annual General Meeting held at “Vanita Samaj” 13<sup>th</sup>, Institutional Area, Lodhi Road, New Delhi - 110003

Member's Folio/DP ID-Client ID

Member's/Proxy in Block Letter

Member's/Proxy's Signature

## Notes:

1. Please complete the Folio/ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Members holding shares in physical form are requested to advise the change in their address, if any, to MCS Share Transfer Agents Limited, F-65, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020. Quoting their Folio Number(s), Members holding shares in electronic form may update such details with their respective depository Participant(s).
3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.
4. Please read carefully the instructions given in the Notice of the Thirty Sixth Annual General Meeting under the Heading “Voting through electronic means”.

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Corporate Identification No. (CIN: L74899DL1978PLC009181

Phone: 011 – 46181100 & 46109900, Fax: 011 – 26498341 & 26494708

Website: jagsonpal.com, E-mail: cs@jagsonpal.com

## POSTAL BALLOT FORM

Serial No.

1	Name & Registered Address of the Sole / First named Member	
2	Name(s) of the Joint holder(s), if any	
3	Registered Folio Number / DP ID No. / Client ID No. * (*Applicable to investors holding shares in dematerialized form)	
4	Number of Ordinary Share(s) held	

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 dated 29th May, 2015 by conveying my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below: Notice of the Thirty Sixth Annual General Meeting (AGM) of the Company to be held on Wednesday, 30 September, 2015 by sending my/our assent or dissent to ) mark at the appropriate box below:]

S-No.	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, 2015 together with the reports of the Board of Directors and the Auditors' report.			
02	To declare dividend on Equity Shares			
03	To re-appoint the Auditors and to fix their remuneration and in this regard pass, with or without modification(s), the following resolution as an Ordinary Resolution:  "RESOLVED That pursuant to the provisions of sections 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s P P Thukral & Co., Chartered Accountants, Registration No. 000632N be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 36th Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company at a remuneration to be decided by Audit Committee of the Board of Directors and reimbursement of other Expenses.			
<b>SPECIAL BUSINESS</b>				
04	To pass with or without modification(s), the following resolution as an Ordinary Resolution:  "RESOLVED THAT Mrs. Jasbir Kaur Kochhar, (Din : 01460798) be and is hereby appointed as Woman Director, (previously Additional Director) as her tenure ceases on ensuing General Meeting, being eligible, offers herself for appointment / reappointment.			
05	To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regards, to consider and if thought fit, pass the following resolution as an <b>Ordinary Resolution</b> .  "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provision, if any, of the Companies Act, 2013 and			

S-No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
	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 31 <sup>st</sup> March, 2016, be paid the remuneration of Rs. 1.75 lac plus out of pocket expenses.;			
06	<p>To consider and, if thought fit, to pass the following resolution as a Special Resolution:</p> <p><b>“Resolved That”</b> pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.<b>Resolved Further That</b> the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.</p>			

Place:

Date

.....  
Signature of the Sole/First/Joint Member(s)

#### ELECTRONIC VOTING PARTICULARS

USER ID	EVEN	PASSWORD

Event voting event Number	Events Ends On	Cut Off Date



# JAGSONPAL PHARMACEUTICALS LIMITED

Form No. MGT-11

## PROXY FORM

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

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THIRTY-SIXTH ANNUAL GENERAL MEETING

Wednesday, September 30, 2015 at 10.00 a.m.

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

I/we.....being the Member(s), holding.....shares of the above named company, hereby appoint:

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_
3. Name \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Wednesday, September 30th, 2015 at 10:00 a.m. at "Vanita Samaj" 13, Institutional Area, Lodhi Road, New Delhi – 110003, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso-No.	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, 2015 together with the reports of the Board of Directors and the Auditors' report.			
02	To declare dividend on Equity Shares			
03	To re-appoint the Auditors and to fix their remuneration under Sections 139 & 142 and other applicable provisions, if any.			
<b>Special Business</b>				
04	To appoint Mrs. Jasbir Kaur Kochhar, (Din : 01460798) as Woman Director, (previously Additional Director)			
05	To ratify Cost Auditor remuneration under Section 148 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014			
06	To amend Articles of Association under Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

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

Note:

Affix  
Revenue  
Stamp  
of Re.1/-

- 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 resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty-sixth 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, your proxy will be attend to vote in the manner as he/she think appropriate.
- Please complete all details including of members(s) in above box before submission.

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Folio No./DP Id/Client Id	
Name of the Member(s) :	
Registered Address :	
Joint Holder(s)	
No. of Shares Held	

Dear Member(s)

## Sub. : Voting through electronic means

In compliance with 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 clause 35B of the Listing Agreement, the Jagsonpal Pharmaceuticals limited, ("JPPL or the Company") is pleased to provide members facility to exercise their right to vote on Resolutions proposed to be considered at the Thirty-sixth Annual General Meeting, schedule to be held on Wednesday, September 30, 2015 at 10.00 a. m. by electronic means and 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 engaged the services of National Securities Depository limited ("NSDL") as the agency to provide e-voting facilities. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

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

Commencement of remote e-voting : From 9.00 a.m. (IST) on September 27, 2015

End of remote e-voting : Up to 5.00 p.m. (IST) on September 29, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited upon expiry of aforesaid period.

The cut off date for the purpose of remote e-voting and voting at the Annual General Meeting is September 23, 2015.

This communication forms an integral part of the notice dated May 29, .2015 for the Thirty-sixth Annual General Meeting scheduled to be held on Wednesday, September 30, 2015, which has been mailed to you along with the Notice / Annual Report for the financial year 2014 – 15 of the Company **A copy of the said Notice is sent herewith for your reference. Please read instructions printed overleaf before exercising the vote.**

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

Yours faithfully  
For JAGSONPAL PHARMACEUTICALS LIMITED

New Delhi  
May 29, 2015

R. K. KAPOOR  
Company Secretary and Compliance Officer



### Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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).
- II. The facility for voting through ballot paper shall be made available at the 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.

**NOTE:** The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM, but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**NOTE:** The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of Annual General Meeting and the cut-off date shall not be earlier than 7 days before the date of Annual General Meeting.

- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Name of the company". JAGSONPAL PHARMACEUTICALS LIMITED
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jagsonpal.bansal@gmail.com](mailto:jagsonpal.bansal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call Mr. Rajiv Ranjan on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. 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 of 23rd September, 2015.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. 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. 23rd September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Rajiv Ranjan, NSDL at the toll free no.: 1800-222-990.

- XI. 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).
- XII. 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.
- XIII. Mr. Hira Lal Bansal, Chartered Accountant (Membership No. 086990) and Proprietor M/s. H L Bansal & Co., Chartered Accountants has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jagsonpal.com](http://www.jagsonpal.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.