



# JAGSONPAL PHARMACEUTICALS LIMITED

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

Ph. : 011-46181100 & 46109900, Fax : 011-26498341 & 26494708

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

CIN:L74899DL1978PLC009181

JPL/Stock-Exch/Proceeding/2017	September 29th, 2017
The Manager Listing Agreement The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.	The Manager Listing Agreement The Bombay Stock Exchange Ltd. Pherojbhoy Jeejeebhoy Tower Dalal Street, Mumbai - 400 001.
CM Quote : JAGSNPHARM	Scrip Code : 507789

**PROCEEDINGS OF THE 38th ANNUAL GENERAL MEETING OF JAGSONPAL PHARMACEUTICALS LIMITED HELD ON 29.09.2017 AT 10.00 A.M. AT VANITA SAMAJ, LODHI ROAD, NEW DELHI – 110003, START TIME 10.00 A.M. CONCLUDED AT 11.40 A.M.**

01	The 38th Annual General Meeting ("AGM") of Jagsonpal Pharmaceuticals Limited ("the company") was held today i.e Friday, the September 29th, 2017 at 10.00 a.m. at <b>Vanita Samaj, 13 Institutional Area, Lodhi Road , New Delhi – 110003.</b>
02	Members of the Company were provided remote e-voting facility which commenced from September 26, 2017 (9.00 a.m. IST) and ended on September 28, 2017 (5.00 p.m. IST) for the resolutions proposed to be transacted at the AGM. Subsequently, facility of voting by poll was also provided to all the shareholders at the AGM, who did not exercise of remote e-voting.
03	In terms of clause 31 (d) of the meeting Listing Agreement , we wish to intimate that the following items as stated in the notice of AGM dated 28th May, 2017 were placed for voting by poll at the AGM.
<b>A. ORDINARY BUSINESS</b>	
01	The following ordinary resolution was proposed and considered.  To receive, consider and adopt the Audited Financial Statement of the Company for the period ended on March 31, 2017 together with the report of the Board of Directors and Auditors' report.

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02	The following ordinary resolution was proposed and considered.  To declare on Dividend on Equity Shares.
03	To appoint Auditors and to fix their remuneration and in this regard pass, with or without modification(s), the following resolution as Ordinary Resolution:  The following ordinary resolution was proposed and considered.  "RESOLVED That pursuant to the provisions of sections 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s H.L.Bansal and Co., Chartered Accountants, Registration No. 8563N be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors to hold office from the conclusion of 38 <sup>th</sup> Annual general Meeting till the conclusion of 43rd 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>B. SPECIAL BUSINESS</b>	
04	Mr. Ishpal Singh Ghai, was proposed to chair as Mr. Rajpal Singh Kochhar was interested in resolution being relative of proposed director.  The following ordinary resolution was proposed and considered to appoint Woman Director.  <b>Resolved that</b> Mrs. Jasbir Kaur Kochhar (DIN 01460798) be and is hereby re-appointed as director and her tenure shall cease on 39th Annual General Meeting.
05	Mr. Ishpal Singh Ghai, proposed to Mr. Rajpal Singh Kochhar to chair the further proceedings.  The following special resolution was proposed and considered.  "Resolved that Mr. Bharat Singh, (DIN::00347364) be and is hereby appointed as Non – Executive Independent Director of the Company from t his 38 <sup>th</sup> Annual General Meeting till the conclusion of next 39 <sup>th</sup> Annual General Meeting 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	The following special resolution was proposed and considered.  "RESOLVED That, Mr. Govind Deo, (DIN:00521939), ) be and is hereby appointed as Non Executive Independent Director of the Company from this 38 <sup>th</sup> Annual General Meeting till the conclusion of next 39 <sup>th</sup> Annual General Meeting 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.

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07	<p>The following special resolution was proposed and considered.</p> <p><b>“RESOLVED That</b>, Dr. Ishpal Singh Ghai, (DIN:006551659), ) be and is hereby appointed as Non – Executive Independent Director of the Company from this 38<sup>th</sup> Annual General Meeting till the conclusion of next 39<sup>th</sup> Annual General Meeting 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.</p>
08	<p>The following ordinary resolution was proposed and considered for ratification of remuneration of Cost Auditors.</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 48 and other applicable provisions, and other applicable provision, 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, 2018 be paid the remuneration of Rs. 1.90 lac plus out of pocket expenses.</p>
09	<p>Mr. Ishpal Singh Ghai, was proposed to chair the meeting because Mr. Rajpal Singh Kochhar being interested in resolution and Mr. I S Ghai chaired during the voting by poll / ballot was going on this resolution.</p> <p>The following special resolution was proposed and considered for re-appointment of Mr. Rajpal Singh Kochhar, Managing Director.</p> <p><b>RESOLVED THAT</b> pursuant to Section 2 (78), 2(94), 196, 197, 203 and other applicable provisions of the Act, and the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including an statutory modifications(s) or re-enactment therefore for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajpal Singh Kochhar (DIN 00059492) as Managing Director (Whole Time Director) of the Company, for a period of 3 Years with effect from 01.06.2017 to 31.05.2020 on terms &amp; conditions including remuneration as set out in the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Human Resources, and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or re-remuneration as it may deem fit and as may be acceptable to Mr. Rajpal Singh Kochhar, in the case of absence or adequacy of profits in any year, the minimum remuneration payable to Mr. Rajpal Singh Kochhar, shall be restricted as per Schedule V of the Companies Act, 2013 or any statutory Modification(s) or re-enactment therefore.</p> <p><b>RESOLVED FURTHER</b> that subject to the provisions of Section 2 (78), 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V of the Act, the same remuneration and perquisite as set out in notice be paid and granted to Mr. Rajpal Singh Kochhar, subject to the same shall</p>

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be restricted as per Schedule V of the Companies Act, 2013 in any financial year in which company has made no profits or the profits are inadequate.

**RESOLVED FURTHER** that Board of Directors of the company be and is hereby authorized to take all necessary steps to give effect to the resolution.

The results of voting (both for remote e-voting and poll) shall be intimated as per statutory timelines.

This is for your information & Records.

Thanking you,

Yours faithfully,

For JAGSONPAL PHARMACEUTICALS LIMITED

R. K. KAPOOR  
COMPLIANCE OFFICER CUM COMPANY SECRETARY

