

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 Sinh, (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

Place: New Delhi

Date: 09/08/2018

Company Secretary

FCS:2219

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 year 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, 2011, 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 and on website (NSDL) 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
Place : New Delhi
Date : 09/08/2018
Company Secretary
FCS-2219

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
Place : New Delhi
Dated : 09/08/2018
Company Secretary
FCS:2219

Items 4 to 5

	Appointed & Retired on	Expertise in functional areas
Mr. Bharat Sinh	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.
Dr. Ishpal Singh Ghai	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.