



# Jagsonpal Pharmaceuticals Ltd

**Corporate Office:** Plot No. 412-415, Nimai Tower, 3rd Floor, Phase-IV, Udyog Vihar,  
Sector-18, Gurugram -122015, Haryana (India)

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**CIN. :** L74899DL1978PLC009181



**A CSR Initiative**

**April 29, 2026**

The Department of Corporate Services- Listing <b>BSE Ltd,</b> Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 001 <b>Scrip Code: 507789</b>	The Department of Corporate Services- Listing <b>National Stock Exchange of India Ltd</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 <b>Symbol: JAGSNPHARM</b>
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## **Subject: Public Announcement for the Buyback of Equity Shares of Jagsonpal Pharmaceuticals Limited (“Company”)**

Dear Sir/ Madam,

Further to our intimations dated March 12, 2026 and April 27, 2026, informing the Stock Exchanges that the Board of Directors and Shareholders of the Company, respectively have approved the proposal to Buy- Back up to 16,00,000 equity shares (Sixteen Lakh) fully paid-up equity shares of the Company of face value of Rs. 2/- (Rupees two) each, for an aggregate amount not exceeding Rs. 40,00,00,000/- (Rupees Forty Crore Only), at a price of Rs. 250/- (Rupees Two Hundred Fifty Only) per equity share on a proportionate basis through the tender offer process.

Pursuant to the above, please find enclosed a copy of the Public Announcement dated April 28, 2026 (“Public Announcement”) pertaining to the Buyback has been published on April 29, 2026 in the following newspapers:

Publication	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions

The above information will be available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com).

A certified true copy of the resolution passed at the Board Meeting and by the Shareholders through postal ballot, together with the explanatory statement, is also enclosed herewith.

You are requested to take the above on record.

Thanking you,

**For Jagsonpal Pharmaceuticals Limited**

**Pratham Rawal**

**Company Secretary & Compliance Officer**

Encl.: A/a



# JAGSONPAL PHARMACEUTICALS LIMITED

Corporate Identity Number (CIN): L74899DL1978PLC009181

Registered Office: Innov8 3<sup>rd</sup> Floor, Plot No. 211, Okhla Phase-3, New Delhi, Delhi - 110020

Corporate Office: Plot No. 412-415, Nimai Tower, 3<sup>rd</sup> Floor, Phase-IV, Udyog Vihar, Sector-18, Gurugram - 122015, Haryana (India)

Tel: +91 124 4406710 • Website: www.jagsonpal.com • E-mail: info@jagsonpal.com • Contact Person: Mr. Pratham Rawal, Company Secretary & Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF JAGSONPAL PHARMACEUTICALS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Jagsonpal Pharmaceuticals Limited (the "Company") through the tender offer process using the stock exchange mechanism in accordance with SEBI Circulars (as defined below), pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modifications or re-enactments from time to time) (the "Buyback Regulations") along with the requisite disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations.

Certain figures contained in this Public Announcement have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not confirm exactly to the total figure given for that column or row.

OFFER TO BUYBACK UP TO 16,00,000 (SIXTEEN LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 (RUPEES TWO ONLY) EACH OF THE COMPANY FROM THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AT A PRICE OF ₹250 (RUPEES TWO HUNDRED AND FIFTY ONLY) ("BUYBACK OFFER PRICE" OR "BUYBACK PRICE") PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹40,00,00,000 (RUPEES FORTY CRORES ONLY).

### 1. Details of the Buyback Offer and Buyback Price:

1.1. The Board of Directors of the Company ("Board" which expression shall include any committee constituted and authorised by the Board to exercise its powers related to the buyback i.e., the Buyback Committee) at its meeting held on March 12, 2026 had approved the buyback of up to 16,00,000 (Sixteen Lakhs) fully paid-up equity shares of face value of ₹2 (Rupees Two only) each ("Equity Shares"), representing 2.39% of total number of Equity Shares in the total paid-up Equity Share capital of the Company, at a price of ₹250 (Rupees Two Hundred and Fifty only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate consideration of up to ₹40,00,00,000 (Rupees Forty Crores only) ("Buyback Offer Size") representing 18.35% of the aggregate of the Company's paid-up Equity Share capital and free reserves as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), from the shareholders/ beneficial owners of the Equity Shares of the Company, as on the record date, ("Record Date") i.e. Monday, May 4, 2026 on proportionate basis through the tender offer route using stock exchange mechanism as prescribed under the Buyback Regulations ("Buyback"). The Buyback Offer Size and Buyback Offer Price does not include any expenses incurred or to be incurred for the Buyback viz. brokerage cost, fees, turnover charges, applicable taxes such as Buyback tax, securities transaction tax, goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees payable to the Securities and Exchange Board of India ("SEBI") any other appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback is subject to receipt of approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws including but not limited to SEBI, BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") together with BSE, the "Stock Exchanges" where the Equity Shares of the Company are listed.

1.2. The Buyback is more than 10% of the total paid-up Equity Share Capital and Free Reserves or the Company as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback). Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated March 12, 2026 ("Postal Ballot Notice"), in accordance with section 68(2)(b) of the Companies Act, 2013 as amended ("Companies Act") and Regulation 5(i)(b) of the Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on April 24, 2026, and the results of which were announced on April 27, 2026.

1.3. The Buyback Offer Size represents 18.35% of the aggregate of the Company's paid-up equity capital and free reserves as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the Buyback Regulations.

1.4. The Buyback is pursuant to Article 15 of Part A read with Article 184 of Part B of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with Buyback Regulations, including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any.

1.5. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Offer Size.

1.6. In terms of the Buyback Regulations, under the tender offer route, the promoters, promoter group and persons in control of the Company have an option to participate in the Buyback. Accordingly, all the promoters, promoter group and persons in control vide their letters dated March 11, 2026 and April 27, 2026 have expressed their intention not to participate in the Buyback.

1.7. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter and promoter group and person acting in concert in the Company may increase from their existing Shareholding in the total Equity Share capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not be below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the promoter and promoter group and person acting in concert of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

1.8. The Equity Shares are listed on the Stock Exchanges. The Equity Shares shall be bought back on a proportionate basis from all the equity shareholders of the Company as on the Record Date ("Eligible Shareholders") through the tender offer route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and subject to applicable laws and SEBI Circulars. Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback.

1.9. The Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended from time to time ("SEBI Circulars"). In this regard, the Company will request BSE to provide a separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. For the purposes of the Buyback, BSE is appointed as the designated stock exchange ("Designated Stock Exchange"). Once the Buyback is concluded, all Equity Shares purchased by the Company in the Buyback will be extinguished in terms of the Buyback Regulations.

1.10. Participation in the Buyback by Eligible Shareholders will trigger capital gain taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax ("STT") in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in the view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.11. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and the rules framed thereunder and that such approvals shall be required to be taken by such non-resident shareholders.

1.12. A Copy of this Public Announcement is available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com), website of the Manager to the Buyback at [www.centrumbroking.com](http://www.centrumbroking.com), website of the Registrar to the Buyback at [www.mcsregistrars.com](http://www.mcsregistrars.com), website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), and the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, during the period of the Buyback.

### 2. Necessity/ Objective of the Buyback:

2.1. The Board at its meeting held on March 12, 2026 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to ₹40,00,00,000 (Rupees Forty Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The proposed Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

2.2. The Company has been consistently generating strong cash flows and is a debt free entity. The proposed Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken, inter alia, for the following objects:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Company has generated over ₹197 crores in free cash (before taxes, dividends, and acquisitions) during the period from Financial Year 2023 to Financial Year 2025. Of this, ₹26 crores were distributed as dividends, ₹94 crores were deployed toward acquisitions, and the remaining ₹77 crores have been retained by the Company to support future growth initiatives.
- The Company operates an asset-light business model, which requires negligible capital commitment to scale-up.
- As of March 31, 2026, the Company has free cash of ₹191 crores, out of which ₹45 crores were generated during the period from April 1, 2025 to March 31, 2026, reflecting continuing robust free cash generation.
- With the recent regulatory changes allowing M&A funding by banks, the Company intends to use blend of equity and debt for any inorganic growth opportunity, for superior capital efficiency and shareholders returns.
- The proposed Buyback shall lead to ~400 bps improvement in ROCE.
- The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would be identified a significant number of the Company's public shareholders, who would be classified as "Small Shareholders"
- The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long-term increase in shareholders' value; and
- The Buyback gives an option to the Eligible Shareholders to either -
  - participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or
  - not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

### 3. Maximum amount required under the Buyback, its percentage of the total paid up Equity Share capital and free reserves and source of funds from which the Buyback will be financed:

3.1. The Company proposes to Buyback up to 16,00,000 (Sixteen Lakhs) fully paid-up Equity Shares of face value of ₹2/- (Rupees Two only) each aggregate up to ₹40,00,00,000 (Rupees Forty Crores only), which represents 18.35% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), which is within the prescribed limit of 25% in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the Buyback Regulations.

3.2. The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

3.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and accumulated profits of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act.

3.4. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company has neither raised nor does it intend to raise debt in connection with the Buyback. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

### 4. The Buyback Offer Price and the Basis of Arriving at the Buyback Offer Price:

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹250 (Rupees Two Hundred and Fifty only) per Equity Share.

4.2. The Buyback Offer Price has been arrived at the meeting of the Board on March 12, 2026, after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" i.e. the stock exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.3. The Buyback Price represents:

- Premium of 41.02% and 39.58% over the volume weighted average market price ("VWAP") of the Equity Shares on BSE and NSE respectively, during the three months preceding March 9, 2026, being the date when intimation for considering and approving the proposed Buyback Offer at the Board Meeting was sent to the

Stock Exchanges ("Intimation Date"). The VWAP for the period was ₹177.28 and ₹179.11 on the BSE and NSE respectively.

- Premium of 48.07% and 48.67% over the VWAP of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date. The VWAP for the period was ₹168.84 and ₹168.16 on the BSE and NSE respectively.
- Premium of 43.55% and 44.23% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 6, 2026, being one working day preceding the Intimation Date. The closing market price of the Equity Shares as on March 6, 2026 being a one working day preceding the Intimation Date was ₹174.15 and ₹173.34 on the BSE and NSE respectively.
- Premium of 39.74% and 39.48% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 11, 2026, being one working day preceding the Board Meeting Day which approved the proposed Buyback. The closing market price of the Equity Shares as on March 11, 2026, being one working day prior to the Board Meeting Date was ₹178.90 and ₹179.24 on the BSE and NSE respectively.

4.4. In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (one) working day prior to the record date fixed for the purpose of Buyback.

### 5. Maximum number of Equity Shares that the Company proposes to Buyback:

At Buyback Price and Buyback Size, the indicative maximum Buyback shares that can be bought back would be 16,00,000 (Sixteen Lakhs) fully paid-up Equity Shares, representing 2.39% and 2.41% of the total number of outstanding Equity Shares of the Company as on March 12, 2026, the date of Board Meeting and as on March 31, 2025, respectively. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of the special resolution approving the proposed Buyback.

### 6. Method to be adopted for Buyback:

The Buyback is open to an eligible shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialized form, as on the Record Date.

The Buyback shall be on proportionate basis through the tender offer route using stock exchange mechanism as prescribed under the Buyback Regulations. In this regard, the Company will request the BSE and/or the NSE to provide the acquisition window of facilitating tendering of the Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. Details of Promoters, Members of Promoter Group, Persons in Control and Directors of Promoters where Promoter is a Company and of the Directors and the Key Managerial Personnel of the Company Shareholding and Other Details:

7.1. Aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons who are in control of the Company, (ii) Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group, and (iv) Directors and Key Managerial Personnel of the Company, as on this Public Announcement date, are as follows:

a. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company are as follows:

Sr. No.	Name*	Category / Designation	No. of Equity Shares held in the Company	% of Shareholding
1	Rajpal Singh Kochhar	Promoter	30,30,400	4.51%
2	Aresko Progressive Private Limited (Trustee of Aresko Progressive Trust, a in the capacity of representative partner of J&P Investments Partnership)	Promoter	1,33,35,635	19.86%
3	Infinity Portfolio Holdings	Promoter Group	57,17,950	8.52%
4	Infinity Capital (Formerly Infinity Holdings Sidecar1)	Promoter Group	1,18,88,250	17.71%
5	Infinity Holdings	Promoter Group	1,10,32,550	16.43%
6	Prithpal Singh Kochhar	Promoter Group	2,69,675	0.40%
7	Inderpal Singh Kochhar	Promoter Group	1,83,750	0.27%
<b>Total</b>			<b>4,54,58,210</b>	<b>67.70%</b>

\*In addition to above other Promoter Group members i.e., Infinity Consumer Holdings, Ishpinder Kaur Kochhar, Rakshit Organisational Operations and Transformations Pvt. Ltd., Aresko Life Sciences Private Limited, Aresko Restaurants Private Limited, Aresko Services Limited, Aresko Family Private Limited, Aresko Realtors Private Limited, Sewara Buildtech Private Limited, Naari Pharma Private Limited, I. K. Enterprises Private Limited, Alga Hospitality Private Limited, Aresko Estates Private Limited, Bagri Fort Resorts Private Limited, Mahar Palace Hotel & Spa Pvt. Ltd, Kila Tatarpur Hotels Private Limited, Suviny's Developers Private Ltd, Jaswant Singh Kochhar Foundation, RPSK Partners LLP, Sewara Partners LLP, Aresko Associates LLP, Aresko Pharma LLP, Aresko Global LLP, Sewara Realtech LLP, RPSK Strategic LLP, Y Johnson LLP, Aresko Management LLP, Aresko Properties LLP, Sewara Management LLP, RPSK Realtech LLP, Aresko Progressive Trust (Represented by Trustee, Aresko Progressive Pvt. Ltd), Aresko Family Trust, Aresko Realtors Trust, Sewara Buildtech Trust, Aresko Progressive Pvt. Ltd. do not hold any Equity Shares of the Company as on the date of this Public Announcement.

b. Aggregate shareholding of the Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group (other than those included in point 7.1.a above):

Except as stated below and other than those included in point 7.1.a above, none of Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group hold any Equity Shares of the Company as on the date of this Public Announcement.

Sr. No.	Name of Promoter & Promoter Group	Name of Director/Designated Partners/Trustees in Promoter/ Promoter Group	Number of Equity Shares held in the Company	% Shareholding
1	Kultaran Singh Kochhar	<ul style="list-style-type: none"> <li>• Aresko Restaurants Private Limited</li> <li>• RPSK Partners LLP</li> <li>• Sewara Partners LLP</li> <li>• Aresko Associates LLP</li> <li>• Aresko Pharma LLP</li> <li>• Sewara Realtech LLP</li> <li>• RPSK Strategic LLP</li> <li>• Aresko Management LLP</li> <li>• Aresko Properties LLP</li> <li>• Sewara Management LLP</li> <li>• RPSK Realtech LLP</li> </ul>	6970	0.01%

c. Aggregate shareholding of the Directors (other than those included in point 7.1.a above) and Key Managerial Personnel of the Company:

Except as stated below and other than those included in point 7.1.a above, none of the Directors and Key Managerial Personnel of the Company hold any Equity Shares of the Company as on the date of this Public Announcement.

Sr. No.	Name	Designation	Number of Equity Shares held in the Company	% Shareholding
1	Manish Gupta	Executive Director	19,71,512	2.94%

7.2. Except as stated below, no Equity Shares were purchased or sold (either through the stock exchanges or off market transaction) by the Promoter and Promoter Group, director(s) of the promoters, where the promoter is a company, persons who are in control of the Company and the directors and KMPs of the Company during a period of six months preceding the date of this Public Announcement:

Name	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Date of Allotment	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
Manish Gupta	10,000	Allotment pursuant to the exercise of ESOP	07.10.2025	94.00	07.10.2025	94.00	07.10.2025
	50,000		06.01.2026	94.00	06.01.2026	94.00	06.01.2026
	50,000		09.03.2026	94.00	09.03.2026	94.00	09.03.2026
	1,50,000		13.04.2026	94.00	13.04.2026	94.00	13.04.2026

8. **Intention of the Promoters and Promoter Group and Persons in Control of the Company to Participate in the Buyback:**

In terms of the Buyback Regulations, under the tender offer route, the Promoters, Promoter Group and Persons in Control of the Company have an option to participate in the Buyback. In this regard, the Promoters, Promoter Group and Persons in Control of the Company vide their respective letters dated March 11, 2026 and April 27, 2026 have expressed their intention not to participate in the Buyback.

The Buyback will not result in any benefit to Promoters and Promoter Group or any directors of the Company except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback and consequent increase in shareholding of Promoters and Promoter Group.

9. **Confirmations from the Company as per the Provisions of Buyback Regulations and the Companies Act:**

- All the equity shares for Buyback are fully paid-up;
- The Company shall not issue any Equity Shares or specified securities including by way of bonus, from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback until the date of expiry of the Buyback period, except in the discharge of subsisting obligations;
- In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new Equity Shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- As per Regulation 24(i)(e) of the Buyback Regulations, the Promoters and Promoter Group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and Promoter Group) from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback till the closing of the Buyback offer;
- As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Buyback Offer Size i.e. ₹40,00,00,000 (Rupees Forty Crores Only) does not exceed 25% of the aggregate of the paid-up Equity Share capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 16,00,000 (Sixteen Lakhs) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as on March 12, 2026, the date of Board Meeting and as on March 31, 2025;
- There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company which are pending before any regulatory authority, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- The Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- The consideration for the Buyback shall be paid by the Company only in cash;
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- The Company shall not Buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025.
- The Equity Shares bought back by the Company will be extinguished in the manner prescribed under the Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- The Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the Buyback Regulations does not arise;

xxvii. The Company shall not allow Buyback of its shares unless the consequent reduction of its share capital is affected; and

xxviii. The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

10. **Confirmations by the Board of Directors of the Company:**

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- immediately following the Board Meeting held on March 12, 2026 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the Board Meeting held on March 12, 2026, and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date;
- in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

11. **Independent Auditor's Report on proposed Buyback of Equity Shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and section 68 of the Companies Act, 2013:**

The text of the Report dated March 12, 2026 of Walker Chandio & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

To,  
Board of Directors  
Jagsonpal Pharmaceuticals Company  
Innov8 3rd Floor, Plot No. 211, Okhla Phase-3  
Okhla Industrial Estate, South Delhi  
Delhi, India, 110020

- This report is issued in accordance with the terms of our engagement letter dated 11 March 2026 with Jagsonpal Pharmaceuticals Limited (the 'Company').
- The management of the Company has prepared the accompanying Annexure A-Statement of permissible capital payment as on 31 March 2025 ('the Statement') pursuant to the proposed Buy-back of Equity Shares approved by the Board of Directors of the Company in their meeting held on 12 March 2026, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI Buy-back regulations'). The Statement contains the computation of amount of permissible capital payment towards Buy-back of Equity Shares in accordance with the requirements of section 68(2)(c) of the Act and based on the latest audited financial statements for the year ended 31 March 2025. We have initiated the Statement for identification purposes only.

**Management's Responsibility for the Statement**

- The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the SEBI Buy-back regulations is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company or and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of section 68 (6) of the Act and the SEBI buy-back regulations.

**Auditor's Responsibility**

- Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:
  - we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31 March 2025;
  - the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2025 in accordance with section 68(2)(c) of the Act;
  - whether the Board of Directors of the Company, in its meeting dated 12 March 2026, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.
- The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 06 May 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
- We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
  - Inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;
  - Examined authorisation for Buy back from the Articles of Association of the Company;
  - Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31 March 2025 as disclosed in the Statement with the audited financial statements;
  - Examined that all the shares for Buy-back are fully paid-up;
  - Examined that the amount of capital payment for the Buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) (c) of the Act;
  - Inquired if the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting.
  - Examined minutes of the meetings of the Board of Directors;
  - Examined the Directors' declarations for the purpose of Buy-back and solvency of the Company;
  - Verified the arithmetical accuracy of the Statement; and
  - Obtained appropriate representations from the management of the Company.

**Opinion**

- Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:
  - we have inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;

b. the amount of the permissible capital payment towards the proposed Buy-back of Equity Shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act based on the audited financial information for the year ended 31 March 2025;

c. the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

**Restriction on distribution or use**

- Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the act and the SEBI buy-back regulations, pursuant to the proposed buy-back of Equity Shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager to the Buy-back, each for the purpose of extinguishment of Equity Shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Walker Chandio & Co LLP**

Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Sd/-**

**Madhu Sudan Malpani**

Partner  
Membership No. 517440  
UDIN: 26517440ERKINN2595

Place: Gurugram  
Date: 12 March, 2026

**Annexure A**

Statement of permissible capital payment as on 31 March 2025

Computation of amount of permissible capital payment towards Buyback of Equity Shares in accordance with the sections 68 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations'), based on the latest audited financial statements for the year ended 31 March 2025:

	Particulars	Rs. in lakhs
<b>A</b>	<b>Paid-up equity share capital and free reserves</b>	
i)	Paid-up equity share capital (663.99) Lakhs Equity Shares of INR2 each fully paid-up)	1,327.97
ii)	General reserve	4,180.20
iii)	Retained earnings	14,884.66
iv)	Securities Premium	1,405.60
	<b>Total paid-up equity share capital and free reserves (including securities premium)</b>	<b>21,798.44</b>
<b>B</b>	Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 [25% of the total paid-up equity share capital and free reserves (including securities premium)]	5,449.61
<b>C</b>	Proposed buy-back amount as per the Board of Directors in their meeting held on 12 March 2026	4,000.00

**Notes**

- The Articles of Association of the Company authorize the above-mentioned Buyback transaction as per sections 68, 69 and 70 of the Act.
- The balances of the securities premium account, general reserve and retained earnings as at 31 March 2025 as disclosed above are agreed with the audited financial statements for the year ended 31 March 2025.
- All the shares for Buy-back are fully paid up.
- The Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in the SEBI Buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

Yours sincerely,

**For Jagsonpal Pharmaceuticals Limited**

**Sd/**

Nirav Niranankumar Vora  
(Chief Financial Officer)

Place: Gurugram  
Date: 12 March 2026

**Unquote**

**12. Record Date and Shareholder entitlement:**

- The Company has fixed Monday, May 4, 2026 as the Record Date ("Record Date") for the purpose of determining the Buyback entitlement and the names of the Equity Shareholders, who will be eligible to participate in the Buyback.
- In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
 

**As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within two (2) working days from the Record Date and that if any shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buyback and the same shall be provided.**
- The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders as defined below and (ii) the general category for all other Eligible Shareholders.
 

A "Small Shareholder" (as defined in Regulation 2(i)(n) of the Buyback Regulations) is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, is not more than ₹200,000 (Rupees Two Lakh Only).
- In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, subject to their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (Small Shareholder or General)





# JAGSONPAL PHARMACEUTICALS LIMITED

Corporate Identity Number (CIN): L74899DL1978PLC009181

Registered Office: Innov8 3<sup>rd</sup> Floor, Plot No. 211, Okhla Phase-3, New Delhi, Delhi - 110020

Corporate Office: Plot No. 412-415, Nimai Tower, 3<sup>rd</sup> Floor, Phase-IV, Udyog Vihar, Sector-18, Gurugram - 122015, Haryana (India)

Tel: +91 124 4406710 • Website: www.jagsonpal.com • E-mail: info@jagsonpal.com • Contact Person: Mr. Pratham Rawal, Company Secretary & Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF JAGSONPAL PHARMACEUTICALS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Jagsonpal Pharmaceuticals Limited (the "Company") through the tender offer process using the stock exchange mechanism in accordance with SEBI Circulars (as defined below), pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modifications or re-enactments from time to time) (the "Buyback Regulations") along with the requisite disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations.

Certain figures contained in this Public Announcement have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not confirm exactly to the total figure given for that column or row.

OFFER TO BUYBACK UP TO 16,00,000 (SIXTEEN LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 (RUPEES TWO ONLY) EACH OF THE COMPANY FROM THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AT A PRICE OF ₹250 (RUPEES TWO HUNDRED AND FIFTY ONLY) ("BUYBACK OFFER PRICE" OR "BUYBACK PRICE") PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹40,00,00,000 (RUPEES FORTY CRORES ONLY).

### 1. Details of the Buyback Offer and Buyback Price:

1.1. The Board of Directors of the Company ("Board") which expression shall include any committee constituted and authorised by the Board to exercise its powers related to the buyback i.e., the Buyback Committee) at its meeting held on March 12, 2026 had approved the buyback of up to 16,00,000 (Sixteen Lakhs) fully paid-up equity shares of face value of ₹2 (Rupees Two only) each ("Equity Shares"), representing 2.39% of total number of Equity Shares in the total paid-up Equity Share capital of the Company, at a price of ₹250 (Rupees Two Hundred and Fifty only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate consideration of up to ₹40,00,00,000 (Rupees Forty Crores only) ("Buyback Offer Size") representing 18.35% of the aggregate of the Company's paid-up Equity Share capital and free reserves as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), from the shareholders/beneficial owners of the Equity Shares of the Company, as on the record date, ("Record Date") i.e. Monday, May 4, 2026 on proportionate basis through the tender offer route using stock exchange mechanism as prescribed under the Buyback Regulations ("Buyback"). The Buyback Offer Size and Buyback Offer Price does not include any expenses incurred or to be incurred for the Buyback viz. brokerage cost, fees, turnover charges, applicable taxes such as Buyback tax, securities transaction tax, goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees payable to the Securities and Exchange Board of India ("SEBI") any other appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback is subject to receipt of approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws including but not limited to SEBI, BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE" together with BSE, the "Stock Exchanges") where the Equity Shares of the Company are listed.

1.2. The Buyback is more than 10% of the total paid-up Equity Share Capital and Free Reserves or the Company as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback). Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated March 12, 2026 ("Postal Ballot Notice"), in accordance with section 68(2)(b) of the Companies Act, 2013 as amended ("Companies Act") and Regulation 5(i)(b) of the Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on April 24, 2026, and the results of which were announced on April 27, 2026.

1.3. The Buyback Offer Size represents 18.35% of the aggregate of the Company's paid-up equity capital and free reserves as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the Buyback Regulations.

1.4. The Buyback is pursuant to Article 15 of Part A read with Article 184 of Part B of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with Buyback Regulations, including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any.

1.5. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Offer Size.

1.6. In terms of the Buyback Regulations, under the tender offer route, the promoters, promoter group and persons in control of the Company have an option to participate in the Buyback. Accordingly, all the promoters, promoter group and persons in control vide their letters dated March 11, 2026 and April 27, 2026 have expressed their intention not to participate in the Buyback.

1.7. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter and promoter group and person acting in concert in the Company may increase from their existing Shareholding in the total Equity Share capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not be below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the promoter and promoter group and person acting in concert of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

1.8. The Equity Shares are listed on the Stock Exchanges. The Equity Shares shall be bought back on a proportionate basis from all the equity shareholders of the Company as on the Record Date ("Eligible Shareholders") through the tender offer route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and subject to applicable laws and SEBI Circulars. Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback.

1.9. The Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the Stock Exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended from time to time ("SEBI Circulars"). In this regard, the Company will request BSE to provide a separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. For the purposes of the Buyback, BSE is appointed as the designated stock exchange ("Designated Stock Exchange"). Once the Buyback is concluded, all Equity Shares purchased by the Company in the Buyback will be extinguished in terms of the Buyback Regulations.

1.10. Participation in the Buyback by Eligible Shareholders will trigger capital gain taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax ("STT") in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in the view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.11. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and the rules framed thereunder and that such approvals shall be required to be taken by such non-resident shareholders.

1.12. A Copy of this Public Announcement is available on the website of the Company at [www.jagsonpal.com](http://www.jagsonpal.com), website of the Manager to the Buyback at [www.centrumbroking.com](http://www.centrumbroking.com), website of the Registrar to the Buyback at [www.mcsregistrars.com](http://www.mcsregistrars.com), website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), and the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, during the period of the Buyback.

### 2. Necessity/ Objective of the Buyback:

2.1. The Board at its meeting held on March 12, 2026 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to ₹40,00,00,000 (Rupees Forty Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The proposed Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

2.2. The Company has been consistently generating strong cash flows and is a debt free entity. The proposed Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken, inter alia, for the following objects:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Company has generated over ₹197 crores in free cash (before taxes, dividends, and acquisitions) during the period from Financial Year 2023 to Financial Year 2025. Of this, ₹26 crores were distributed as dividends, ₹94 crores were deployed toward acquisitions, and the remaining ₹77 crores have been retained by the Company to support future growth initiatives.
- The Company operates an asset-light business model, which requires negligible capital commitment to scale-up.
- As of March 31, 2026, the Company has free cash of ₹191 crores, out of which ₹45 crores were generated during the period from April 1, 2025 to March 31, 2026, reflecting continuing robust free cash generation.
- With the recent regulatory changes allowing M&A funding by banks, the Company intends to use blend of equity and debt for any inorganic growth opportunity, for superior capital efficiency and shareholders returns.
- The proposed Buyback shall lead to ~400 bps improvement in ROCE.

g. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders"

h. The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long-term increase in shareholders' value; and

- The Buyback gives an option to the Eligible Shareholders to either -
  - participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or
  - not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

### 3. Maximum amount required under the Buyback, its percentage of the total paid up Equity Share capital and free reserves and source of funds from which the Buyback will be financed:

3.1. The Company proposes to Buyback up to 16,00,000 (Sixteen Lakhs) fully paid-up Equity Shares of face value of ₹2/- (Rupees Two only) each aggregate up to ₹40,00,00,000 (Rupees Forty Crores only), which represents 18.35% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), which is within the prescribed limit of 25% in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the Buyback Regulations.

3.2. The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

3.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and accumulated profits of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act.

3.4. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company has neither raised nor does it intend to raise debt in connection with the Buyback. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

### 4. The Buyback Offer Price and the Basis of Arriving at the Buyback Offer Price:

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹250 (Rupees Two Hundred and Fifty only) per Equity Share.

4.2. The Buyback Offer Price has been arrived at the meeting of the Board on March 12, 2026, after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" i.e. the stock exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.3. The Buyback Price represents:

- Premium of 41.02% and 39.58% over the volume weighted average market price ("VWAP") of the Equity Shares on BSE and NSE respectively, during the three months preceding March 9, 2026, being the date when intimation for considering and approving the proposed Buyback Offer at the Board Meeting was sent to the

Stock Exchanges ("Intimation Date"). The VWAP for the period was ₹177.28 and ₹179.11 on the BSE and NSE respectively.

- Premium of 48.07% and 48.67% over the VWAP of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date. The VWAP for the period was ₹168.84 and ₹168.16 on the BSE and NSE respectively.

- Premium of 43.55% and 44.23% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 6, 2026, being one working day preceding the Intimation Date. The closing market price of the Equity Shares as on March 6, 2026 being a one working day preceding the Intimation Date was ₹174.15 and ₹173.34 on the BSE and NSE respectively.

- Premium of 39.74% and 39.48% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 11, 2026, being one working day preceding the Board Meeting Day which approved the proposed Buyback. The closing market price of the Equity Shares as on March 11, 2026, being one working day prior to the Board Meeting Date was ₹178.90 and ₹179.24 on the BSE and NSE respectively.

4.4. In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/ Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (one) working day prior to the record date fixed for the purpose of Buyback.

### 5. Maximum number of Equity Shares that the Company proposes to Buyback:

At Buyback Price and Buyback Size, the indicative maximum Buyback shares that can be bought back would be 16,00,000 (Sixteen Lakhs) fully paid-up Equity Shares, representing 2.39% and 2.41% of the total number of outstanding Equity Shares of the Company as on March 12, 2026, the date of Board Meeting and as on March 31, 2025, respectively. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size. The Buyback is proposed to be completed within 12 (twelve) months of the date of the special resolution approving the proposed Buyback.

### 6. Method to be adopted for Buyback:

The Buyback is open to an eligible shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialized form, as on the Record Date.

The Buyback shall be on proportionate basis through the tender offer route using stock exchange mechanism as prescribed under the Buyback Regulations. In this regard, the Company will request the BSE and/or the NSE to provide the acquisition window of facilitating tendering of the Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. Details of Promoters, Members of Promoter Group, Persons in Control and Directors of Promoters where Promoter is a Company and of the Directors and the Key Managerial Personnel of the Company Shareholding and Other Details:

7.1. Aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons who are in control of the Company, (ii) Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group, and (iv) Directors and Key Managerial Personnel of the Company, as on this Public Announcement date, are as follows:

a. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company are as follows:

Sr. No.	Name*	Category / Designation	No. of Equity Shares held in the Company	% of Shareholding
1	Rajpal Singh Kochhar	Promoter	30,30,400	4.51%
2	Aresko Progressive Private Limited (Trustee of Aresko Progressive Trust, a in the capacity of representative partner of J&P Investments Partnership)	Promoter	1,33,35,635	19.86%
3	Infinity Portfolio Holdings	Promoter Group	57,17,950	8.52%
4	Infinity Capital (Formerly Infinity Holdings Sidecar1)	Promoter Group	1,18,88,250	17.71%
5	Infinity Holdings	Promoter Group	1,10,32,550	16.43%
6	Prithpal Singh Kochhar	Promoter Group	2,69,675	0.40%
7	Inderpal Singh Kochhar	Promoter Group	1,83,750	0.27%
<b>Total</b>			<b>4,54,58,210</b>	<b>67.70%</b>

\*In addition to above other Promoter Group members i.e., Infinity Consumer Holdings, Ishpinder Kaur Kochhar, Rakshit Organisational Operations and Transformations Pvt. Ltd., Aresko Life Sciences Private Limited, Aresko Restaurants Private Limited, Aresko Services Limited, Aresko Family Private Limited, Aresko Realtors Private Limited, Sewara Buildtech Private Limited, Naari Pharma Private Limited, I. K. Enterprises Private Limited, Alga Hospitality Private Limited, Aresko Estates Private Limited, Bagri Fort Resorts Private Limited, Mahar Palace Hotel & Spa Pvt. Ltd, Kila Tatarpur Hotels Private Limited, Suvinyas Developers Private Ltd, Jaswant Singh Kochhar Foundation, RPSK Partners LLP, Sewara Partners LLP, Aresko Associates LLP, Aresko Pharma LLP, Aresko Global LLP, Sewara Realtech LLP, RPSK Strategic LLP, Y Johnson LLP, Aresko Management LLP, Aresko Properties LLP, Sewara Management LLP, RPSK Realtech LLP, Aresko Progressive Trust (Represented by Trustee, Aresko Progressive Pvt. Ltd), Aresko Family Trust, Aresko Realtors Trust, Sewara Buildtech Trust, Aresko Progressive Pvt. Ltd. do not hold any Equity Shares of the Company as on the date of this Public Announcement.

b. Aggregate shareholding of the Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group (other than those included in point 7.1.a above):

Except as stated below and other than those included in point 7.1.a above, none of Directors/Designated Partners/Trustees of the companies/limited liability partnerships (LLP's)/trusts which are part of the Promoter and Promoter Group hold any Equity Shares of the Company as on the date of this Public Announcement.

Sr. No.	Name of Promoter & Promoter Group	Name of Director/Designated Partners/Trustees in Promoter/ Promoter Group	Number of Equity Shares held in the Company	% Shareholding
1	Kultaran Singh Kochhar	• Aresko Restaurants Private Limited • RPSK Partners LLP • Sewara Partners LLP • Aresko Associates LLP • Aresko Pharma LLP • Sewara Realtech LLP • RPSK Strategic LLP • Aresko Management LLP • Aresko Properties LLP • Sewara Management LLP • RPSK Realtech LLP	6970	0.01%

- c. Aggregate shareholding of the Directors (other than those included in point 7.1.a above) and Key Managerial Personnel of the Company;

Except as stated below and other than those included in point 7.1.a above, none of the Directors and Key Managerial Personnel of the Company hold any Equity Shares of the Company as on the date of this Public Announcement.

Sr. No.	Name	Designation	Number of Equity Shares held in the Company	% Shareholding
1	Manish Gupta	Executive Director	19,71,512	2.94%

- 7.2. Except as stated below, no Equity Shares were purchased or sold (either through the stock exchanges or off market transaction) by the Promoter and Promoter Group, director(s) of the promoters, where the promoter is a company, persons who are in control of the Company and the directors and KMPs of the Company during a period of six months preceding the date of this Public Announcement:

Name	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Date of Allotment	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
Manish Gupta	10,000	Allotment pursuant to the exercise of ESOP	07.10.2025	94.00	07.10.2025	94.00	07.10.2025
	50,000		06.01.2026	94.00	06.01.2026	94.00	06.01.2026
	50,000		09.03.2026	94.00	09.03.2026	94.00	09.03.2026
	1,50,000		13.04.2026	94.00	13.04.2026	94.00	13.04.2026

8. **Intention of the Promoters and Promoter Group and Persons in Control of the Company to Participate in the Buyback:**

In terms of the Buyback Regulations, under the tender offer route, the Promoters, Promoter Group and Persons in Control of the Company have an option to participate in the Buyback. In this regard, the Promoters, Promoter Group and Persons in Control of the Company vide their respective letters dated March 11, 2026 and April 27, 2026 have expressed their intention not to participate in the Buyback.

The Buyback will not result in any benefit to Promoters and Promoter Group or any directors of the Company except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback and consequent increase in shareholding of Promoters and Promoter Group.

9. **Confirmations from the Company as per the Provisions of Buyback Regulations and the Companies Act:**

- All the equity shares for Buyback are fully paid-up;
- The Company shall not issue any Equity Shares or specified securities including by way of bonus, from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback until the date of expiry of the Buyback period, except in the discharge of subsisting obligations;
- In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new Equity Shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- As per Regulation 24(i)(e) of the Buyback Regulations, the Promoters and Promoter Group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and Promoter Group) from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback till the closing of the Buyback offer;
- As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Buyback Offer Size i.e. ₹40,00,00,000 (Rupees Forty Crores Only) does not exceed 25% of the aggregate of the paid-up Equity Share capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 16,00,000 (Sixteen Lakhs) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as on March 12, 2026, the date of Board Meeting and as on March 31, 2025;
- There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company which are pending before any regulatory authority, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- The Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- The consideration for the Buyback shall be paid by the Company only in cash;
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- The Company shall not Buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025.
- The Equity Shares bought back by the Company will be extinguished in the manner prescribed under the Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- The Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the Buyback Regulations does not arise;

- xxvii. The Company shall not allow Buyback of its shares unless the consequent reduction of its share capital is affected; and

xxviii. The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

10. **Confirmations by the Board of Directors of the Company:**

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- immediately following the Board Meeting held on March 12, 2026 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the Board Meeting held on March 12, 2026, and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date;
- in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

11. **Independent Auditor's Report on proposed Buy-back of Equity Shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and section 68 of the Companies Act, 2013:**

The text of the Report dated March 12, 2026 of Walker Chandok & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

To,  
Board of Directors  
Jagsopal Pharmaceuticals Company  
Innov8 3rd Floor, Plot No. 211, Okhla Phase-3  
Okhla Industrial Estate, South Delhi  
Delhi, India, 110020

- This report is issued in accordance with the terms of our engagement letter dated 11 March 2026 with Jagsopal Pharmaceuticals Limited (the 'Company').
- The management of the Company has prepared the accompanying Annexure A-Statement of permissible capital payment as on 31 March 2025 ('the Statement') pursuant to the proposed Buy-back of Equity Shares approved by the Board of Directors of the Company in their meeting held on 12 March 2026, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI Buy-back regulations. The Statement contains the computation of amount of permissible capital payment towards Buy-back of Equity Shares in accordance with the requirements of section 68(2)(c) of the Act and based on the latest audited financial statements for the year ended 31 March 2025. We have initiated the Statement for identification purposes only.

**Management's Responsibility for the Statement**

- The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the SEBI Buy-back regulations is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company or and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of section 68 (6) of the Act and the SEBI buy-back regulations.

**Auditor's Responsibility**

- Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:
  - we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31 March 2025;
  - the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2025 in accordance with section 68(2)(c) of the Act;
  - whether the Board of Directors of the Company, in its meeting dated 12 March 2026, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.
- The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 06 May 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
- We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
  - Inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;
  - Examined authorisation for Buy back from the Articles of Association of the Company;
  - Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31 March 2025 as disclosed in the Statement with the audited financial statements;
  - Examined that all the shares for Buy-back are fully paid-up;
  - Examined that the amount of capital payment for the Buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;
  - Inquired if the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting.
  - Examined minutes of the meetings of the Board of Directors;
  - Examined the Directors' declarations for the purpose of Buy-back and solvency of the Company;
  - Verified the arithmetical accuracy of the Statement; and
  - Obtained appropriate representations from the management of the Company.

**Opinion**

- Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:
  - we have inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;

- b. the amount of the permissible capital payment towards the proposed Buy-back of Equity Shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act based on the audited financial information for the year ended 31 March 2025;

- c. the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

**Restriction on distribution or use**

- Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the act and the SEBI buy-back regulations, pursuant to the proposed buy-back of Equity Shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager to the Buy-back, each for the purpose of extinguishment of Equity Shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Walker Chandok & Co LLP**

Chartered Accountants  
Firm Registration No.: 001076N/500013

**Sd/-**

**Madhu Sudan Malpani**

Partner  
Membership No. 517440  
UDIN: 26517440ERKINN2595

Place: Gurugram  
Date: 12 March, 2026

**Annexure A**

Statement of permissible capital payment as on 31 March 2025

Computation of amount of permissible capital payment towards Buyback of Equity Shares in accordance with the sections 68 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations'), based on the latest audited financial statements for the year ended 31 March 2025:

Particulars		Rs. in lakhs
<b>A</b>	<b>Paid-up equity share capital and free reserves</b>	
<b>i)</b>	Paid-up equity share capital (663.99) Lakhs Equity Shares of INR2 each fully paid-up)	1,327.97
<b>ii)</b>	General reserve	4,180.20
<b>iii)</b>	Retained earnings	14,884.66
<b>iv)</b>	Securities Premium	1,405.60
	<b>Total of paid-up equity share capital and free reserves (including securities premium)</b>	<b>21,798.44</b>
<b>B</b>	Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 [25% of the total paid-up equity share capital and free reserves (including securities premium)]	5,449.61
<b>C</b>	Proposed buy-back amount as per the Board of Directors in their meeting held on 12 March 2026	4,000.00

**Notes**

- The Articles of Association of the Company authorize the above-mentioned Buyback transaction as per sections 68, 69 and 70 of the Act.
- The balances of the securities premium account, general reserve and retained earnings as at 31 March 2025 as disclosed above are agreed with the audited financial statements for the year ended 31 March 2025.
- All the shares for Buy-back are fully paid up.
- The Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in the SEBI Buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

Yours sincerely,

For **Jagsopal Pharmaceuticals Limited**

Sd/  
Nirav Niranjankumar Vora  
(Chief Financial Officer)

Place: Gurugram  
Date: 12 March 2026

**Unquote**

12. **Record Date and Shareholder entitlement:**

- The Company has fixed Monday, May 4, 2026 as the Record Date ("Record Date") for the purpose of determining the Buyback entitlement and the names of the Equity Shareholders, who will be eligible to participate in the Buyback.
- In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
 

**As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within two (2) working days from the Record Date and that if any shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buyback and the same shall be provided.**
- The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders as defined below and (ii) the general category for all other Eligible Shareholders.
 

A "Small Shareholder" (as defined in Regulation 2(i)(n) of the Buyback Regulations) is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, is not more than ₹200,000 (Rupees Two Lakh Only).
- In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, subject to their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (Small Shareholder or General)

and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.

- 12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 12.8. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- 12.9. The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through the Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- 12.11. All Eligible Shareholders will be eligible to participate in the Buyback of the Company.
- 12.12. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date.
- 13. Process and Methodology to be Adopted for the Buyback:**
- 13.1. The Buyback is open to all Eligible Shareholders/beneficial owners, i.e., the shareholders/beneficial owners who on the Record Date will be holding Equity Shares either in physical form ("Physical Shares") and/or in the dematerialized form ("Demat Shares"). Additionally, the Buyback shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.
- 13.2. The Buyback would be undertaken using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the committee authorised by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 13.3. For the implementation of the Buyback, the Company has appointed Centrum Broking Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company Broker are as follows:
- CENTRUM**
- Centrum Broking Limited**  
Level 9, Centrum House, CST Road,  
Vidyanagari Marg, Kalina, Santacruz East,  
Mumbai, Maharashtra 400098, India  
Email: [institutional.operations@centrum.co.in](mailto:institutional.operations@centrum.co.in)  
Tel. No.: +022 42159008 / 92  
Contact Person: Mr. Anand Mukli  
Website: [www.centrum.co.in](http://www.centrum.co.in)  
SEBI Registration No. INZ000205331  
CIN: U67120MH1994PLC078125
- 13.4. Separate acquisition window ("Acquisition Window") will be provided by the Stock Exchanges to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- For the purpose of this Buyback, BSE has been appointed as the "Designated Stock Exchange".
- 13.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)" or "Stock Broker(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares.
- 13.6. In the event the Seller Member(s) is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE, registered stock broker and can register themselves by using web based Unique Client Code application (the "UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other BSE/NSE registered stock broker, then the Eligible Shareholder may approach Company's Broker to place their bids, subject to completion of 'know your customer' requirements as required by the Company's Broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/any other competent authority for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.10. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 13.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialised form**
- 13.11.1. Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective stock broker(s) by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- 13.11.2. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.
- 13.11.3. The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
- 13.11.4. The lien shall be marked by the Seller Member in the demat account of the Eligible

Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited ("Clearing Corporation"). In case, the shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository ("Inter Depository"), shares under lien shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer (the "IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/ Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

- 13.11.5. For orders placed with respect to dematerialized Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation ("Custodian Participant"), early pay-in is mandatory prior to confirmation of order by Custodian Participant. The Custodian Participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, any order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 13.11.6. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Stock Exchange's bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the Stock Exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- 13.11.7. The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- 13.11.8. Eligible Shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- 13.12 Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form**
- In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- 13.12.1. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN Card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 13.12.2. Based on the aforesaid documents, the Seller Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- 13.12.3. The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 13.12.1 above) along with TRS either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 16 below, within 2 (two) days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Jagsonpal - Buyback Offer 2026".
- 13.12.4. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time BSE/NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'
- 13.12.5. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.
- 13.13. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies, foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 13.14. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Eligible Shareholder's Broker through which the Eligible Shareholder places the bid.
- 13.15. Modification/cancellation of orders will only be allowed during the tendering period of the Buyback.
- 13.16. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges (BSE's website: [www.bseindia.com](http://www.bseindia.com); NSE's website: [www.nseindia.com](http://www.nseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period.
- 14. Method of Settlement**
- 14.1. Upon finalization of the basis of acceptance as per Buyback Regulations:
- 14.1.1. The settlement of trade(s) shall be carried out in the manner similar to settlement of trade(s) in the secondary market.
- 14.1.2. The Company will pay the consideration to the Company Broker who will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible

Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder.

- 14.1.3. Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- 14.1.4. In case the demat account of the Shareholders is held with one depository and the Clearing Member pool/Clearing Corporation account is held with another depository, the Clearing Corporation that holds the Clearing Member pool and Clearing Corporation account of the Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted details as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- 14.1.5. In relation to the physical Equity Shares:
- (a) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares
- (b) If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
- 14.1.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 14.1.7. The Seller Member would issue a contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 14.1.8. Equity Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) besides being net of tax deducted by the Company, as applicable. The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 14.1.9. The Equity Shares lying to the credit of the Company Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- 15. Compliance Officer:**
- The Company has designated Mr. Pratham Rawal as the Compliance Officer for the Buyback:
- Pratham Rawal**  
Company Secretary and Compliance Officer  
Membership No. A58517  
Corporate Office: Plot No. 412-415, Nimai Tower,  
3rd Floor, Phase-IV, Udyog Vihar,  
Sector-18, Gurugram -122015, Haryana (India)  
Tel. No.: +91 124 4406710,  
Email : [info@jagsonpal.com](mailto:info@jagsonpal.com)  
Website : [www.jagsonpal.com](http://www.jagsonpal.com)
- In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, on all working days, from Monday to Friday between 11 am (IST) to 5 pm (IST), at the above mentioned address.
- 16. Registrar to Buyback:**
- MNSTA**
- MCS Share Transfer Agent Ltd**  
179-180, 3rd Floor DSIDC Shed , Okhla Industrial Area,  
Phase-I, New Delhi, Delhi -110020  
Tel No.: 011 - 41406149 / 41406151  
Email : [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)  
Website : [www.mcsregistrars.com](http://www.mcsregistrars.com)  
Contact Person: Mr. Amar Jit  
SEBI Registration Number: INR000004108  
Corporate Identity Number: U67120WB2011PLC165872
- In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, on all working days, from Monday to Friday between 11:00 am (IST) to 5:00 pm (IST), at the above mentioned address.
- 17. Manager to the Buyback:**
- CENTRUM**
- Centrum Broking Limited**  
(as successor to the Merchant Banking Business of Centrum Capital Limited)  
Level 9, Centrum House, CST Road, Vidyanagari Marg,  
Kalina, Santacruz (E), Mumbai 400098, India  
Tel: +91 22 4215 9224 / 9816  
Fax: +91 22 4215 9444  
E-mail: [jpl.buyback@centrum.co.in](mailto:jpl.buyback@centrum.co.in)  
Website: [www.centrumbroking.com](http://www.centrumbroking.com)  
Contact Person: Ms. Pooja Sanghvi / Mr. Tarun Parmani  
SEBI Registration No.: INM000013420  
Validity Period of registration: Permanent  
CIN: U67120MH1994PLC078125
- 18. Directors' Responsibility:**
- As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.
- For and on behalf of the Board of Directors of Jagsonpal Pharmaceuticals Limited
- | Sd/-                                     | Sd/-   | Sd/-  |
|--|--|---|
| <b>Manish Gupta</b><br>Managing Director | <b>Prithpal Singh Kochhar</b><br>Non- Executive Director | <b>Pratham Rawal</b><br>Company Secretary &<br>Compliance Officer |
| DIN: 06805265                            | DIN: 01052194  | Membership No. A58517   |
- Date : April 28, 2026  
Place : Gurugram



# JAGSONPAL PHARMACEUTICALS LIMITED

**Corporate Office:** Plot No. 412-415, Nimai Tower, 3rd Floor, Phase-IV, Udyog Vihar,  
Sector-18, Gurugram -122015, Haryana (India)

**Ph.:** +91 124 4406710; **E-mail:** info@jagsonpal.com; **Website:** www.jagsonpal.com  
**CIN. :** L74899DL1978PLC009181



## **CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF JAGSONPAL PHARMACEUTICALS LIMITED HELD ON THURSDAY, MARCH 12, 2026 THROUGH VIDEO CONFERENCING**

**“RESOLVED THAT** pursuant to the provisions of Regulation 15 of Part A read with Article 184 of Part B of the Articles of Association Jagsonpal Pharmaceuticals Limited (the “Company”) and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the “Buyback Regulations”), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, the Board of Directors of the Company (“Board” which expression shall include any committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) hereby approves the buyback of 16,00,000 (Sixteen Lac Only) fully paid-up equity shares of face value of Rs. 2 (Rupees Two only) each by the Company (“Equity Shares”) representing 2.39 % of total paid up Equity Share Capital of the Company at a price of Rs. 250/- (Rupees Two Hundred Fifty) per Equity Share (“Buyback Offer Price”), payable in cash for an aggregate consideration of up to Rs. 40,00,00,000 (Forty Crores only) (“Buyback Size”) representing 18.35 % of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statement of the Company as on March 31, 2025 from the shareholders of the Company, as on the record date, to be decided at a later date, on proportionate basis through “tender offer” (“Buyback”) and the buyback size does not include transaction costs viz. brokerage, applicable taxes such as, Buyback tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (“SEBI”), advisors/legal fees, public announcement publication expenses and other incidental and related expenses etc.

**RESOLVED FURTHER THAT** a Buyback Committee be formed with the following Directors as Members, for the purpose of undertaking any action in relation to the proposed buyback including fixing the record date.

1. Mr. Debasis Nandy
2. Mr. Manish Gupta
3. Mr. Prithipal Singh Kochhar

### **RESOLVED FURTHER THAT**

- a. the Committee may meet as and when required and the quorum for the Meeting of the Buyback Committee will be minimum 2 Directors.
- b. the Committee may pass resolutions through circulation in compliance with the provisions stipulated in the Companies Act, 2013

**RESOLVED FURTHER THAT** the powers of the Committee, inter-alia are as follows:

- (i) To give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback;
- (ii) Deciding the Record Date for the purposes of Buyback;
- (iii) To make any alteration(s), modification(s), to the terms and conditions of the Buyback Offer including amendment of buyback price or the quantum of equity shares offered to be brought back (subject to overall

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# JAGSONPAL PHARMACEUTICALS LIMITED

**Corporate Office:** Plot No. 412-415, Nimai Tower, 3rd Floor, Phase-IV, Udyog Vihar,  
Sector-18, Gurugram -122015, Haryana (India)

**Ph.:** +91 124 4406710; **E-mail:** info@jagsonpal.com; **Website:** www.jagsonpal.com

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- buyback size) in accordance with the Regulation 5(via) of the SEBI Buyback Regulations, and any other statutory requirements and as may be deemed necessary.
- (iv) Appointment and finalization of intermediaries/agencies/persons, as may be required, for the implementation of the Buyback;
  - (v) Preparing, finalizing, signing and filing of the affidavit for declaration of solvency, public announcement, letter of offer with the BSE and the NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI;
  - (vi) Initiating all necessary actions for preparation and issue of various documents including public announcement and letter of offer, and using the common seal of the Company wherever necessary on relevant documents required to be executed;
  - (vii) Opening, operation and closure of necessary accounts including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts, negotiating and execution of escrow arrangement(s) as required under the SEBI Buyback Regulations, earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, filing of 'compliance certificate' as required under the SEBI Buyback Regulations;
  - (viii) Filing return of Buyback with RoC and other statutory authorities and maintaining register of securities bought back;
  - (ix) Deciding the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
  - (x) Verifying offer/acceptances received, finalizing basis of acceptance, paying the members consideration for shares bought back pursuant to the Buyback;
  - (xi) Providing such confirmations and opinions as may be required in relation to the Buyback;
  - (xii) Filing of 'certificate of extinguishment' required to be filed in connection with the Buyback on behalf of the Board and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the SEBI RBI, Government of India, BSE, NSE, RoC, Depositories and / or other relevant authorities; and,
  - (xiii) To do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient.

**RESOLVED FURTHER THAT** the Board / Buyback Committee may determine the specific price at which the Buyback will be made, at appropriate time, which will be subject to the Final Buyback Offer Price and adjust the number of Equity Shares within the Buyback Size.

**RESOLVED FURTHER THAT** all the Equity shareholders of the Company who hold equity shares of the company as on Record Date will be eligible to participate in the Buyback of the Company.

**RESOLVED FURTHER THAT** 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations and in case the shares tendered are less than the reservation the same shall be adjusted in the general category, in accordance with Buyback Regulations.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("LODR Regulations").

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**RESOLVED FURTHER THAT** the Buyback of Equity Shares from non-resident Members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** the amount required by the Company for the Buyback is intended to be met out of the Company’s current surplus and/or cash balances and/or cash available from internal accruals (and not from borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of The Companies Act, 2013 and Rules made thereunder and SEBI (Buy Back of Securities) Regulations, 2018, as amended, the Board hereby confirms that they have made a full enquiry into the affairs and prospects of the Company and has formed the following opinion –

- i. After making a full inquiry into the affairs and prospects of the Company, there are no grounds on which the Company would be unable to pay its debts immediately after the Board Meeting and after the shareholders’ approval through postal ballot.
- ii. The Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent for a period of one year from the date of the Board resolution and the shareholders’ resolution.
- iii. In forming this opinion, the Board has taken into account all liabilities, including prospective and contingent liabilities, as if the Company were being wound up under the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016.

**RESOLVED FURTHER THAT** draft auditor’s certificate is hereby noted and as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buy-back Regulations.

**RESOLVED FURTHER THAT** Mr. Pratham Rawal, Company Secretary, be and is hereby appointed as Compliance Officer under the Buyback Regulations for the implementation of the Buyback.

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- i. all the equity shares for Buyback are fully paid-up;
- ii. subject to applicable law, the Company shall not issue any shares or other specified securities including by way of bonus issue from the date of passing of Board Resolution till the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Act and the Buyback Regulation (“Buyback Period”);
- iii. Subject to applicable law, the Company shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of subsisting obligations;
- iv. The Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- v. The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable
- vi. The Company shall not buyback its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

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- vii. There are no defaults subsisting in the repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- viii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- ix. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;
- x. The aggregate amount of the Buyback i.e. up to Rs. 40,00,00,000 (Rupees Forty Crore) does not exceed 25% of the total paid-up capital and free reserves of the Company as per the audited standalone financial statements of the Company as on March 31, 2025, whichever sets out a lower amount;
- xi. The number of equity shares proposed to be purchased under the Buyback i.e. 16,00,000 does not exceed 25% of the total number of equity shares in the paid-up equity share capital as on March 31, 2025;
- xii. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period, subject to applicable laws;
- xiii. The Buyback will not be in contravention of Regulation 4(vii) of Buyback Regulations, i.e. the Company has not made the offer of Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;
- xiv. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- xv. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
- xvi. The Company will not directly or indirectly purchase its own Equity Shares: or other specified securities through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- xvii. Consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
- xviii. The Buyback will not result in delisting of the Equity Shares from BSE Limited and National Stock Exchange of India Limited (collectively, "Stock Exchanges");
- xix. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback, based on the financial statements of the Company
- xx. The buyback offer shall not be withdrawn once the public announcement is made; and
- xxi. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of breach of any covenant with such lenders.

**RESOLVED FURTHER THAT** in terms of Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer, and balance, if any, shall be utilized for investor protection in accordance with Buyback Regulations.

**RESOLVED FURTHER THAT** a copy of the resolution be forwarded under the signature of any one of Directors or the Company Secretary to concerned authorities as may be necessary.

//Certified True Copy//

For **Jagsonpal Pharmaceuticals Limited**

**PRATHA** Digitally signed by  
PRATHAM RAWAL  
**M RAWAL** Date: 2026.04.29  
13:18:46 +05'30'

**Pratham Raval**  
**Company Secretary and Compliance Officer**

**Date:** 29/04/2026

**Place:** Gurugram

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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF THE JAGSONPAL PHARMACEUTICALS LIMITED ON FRIDAY, APRIL 24, 2026.**

**RESOLVED THAT** pursuant to provisions of Article 15 of Part A read with Article 184 of Part B of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and other relevant rules made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) (including any statutory amendment(s), alteration(s) modification(s) and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations for the time being in force) and subject to such other approvals, permissions, consents, sanctions, conditions, alterations, amendments and exemptions of Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Registrar of Companies, and/ or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the “**Appropriate Authorities**”), which may be agreed to by the Board of Directors of the Company, the consent of the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any committee constituted by the Board, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), approval of the shareholders be and is hereby accorded for the Buyback by the Company of its fully paid-up Equity Shares having a face value of ₹ 2/- (Rupees Two only) each (“**Equity Shares**”), not exceeding 16,00,000 (Sixteen Lakhs) Equity Shares (representing 2.39 % of the total number of Equity Shares in the total paid-up Equity Share capital of the Company ), at a price of ₹ 250/- ( Rupees Two Hundred and Fifty only ) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 40,00,00,000 ( Rupees Forty Crore only ), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges (“**Transaction Costs**”), (such maximum amount hereinafter referred to as the “**Maximum Buyback Size**”) which represents 18.35 % of the aggregate of the Company’s paid-up equity capital and free reserves as per the latest financial statements for the financial year ended March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25 % of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, other than the promoters and members of the promoter group, and persons acting in concert (the term “Promoter”/”Promoter Group” will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended) as on a record date, which may be fixed by the Board / Buyback Committee for the purpose of Buyback of Equity Shares of the Company (“**Record Date**”), through the tender offer route (“**Tender Offer**”), on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).

**RESOLVED FURTHER THAT** in accordance with the SEBI Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot approving the special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made.

**RESOLVED FURTHER THAT** the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.



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**RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may Buyback Equity Shares from the existing shareholders/beneficial owners (excluding promoters and members of promoter group) as on Record Date, on a proportionate basis through Tender offer, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” as notified by SEBI vide circular CIR/ CFD/ POLICYCELL/ 1/ 2015 dated April 13, 2015 read with the SEBI’s circular CFD/ DCR2/ CIR/ P/ 2016/ 131 dated December 9, 2016 and read with the SEBI’s circular SEBI/ HO/ CFD/ DCR-III/ CIR/ P/ 2021/ 615 dated August 13, 2021 and SEBI’s circular with reference number SEBI/ HO/ CFD/ PoD-2/ P/CIR/ 2023/ 35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable (“**SEBI Circulars**”) and the Company shall approach BSE Limited (“**BSE**”) or National Stock Exchange of India Limited (“**NSE**”), as may be required, for facilitating the same.

**RESOLVED FURTHER THAT**, all the equity shareholders/beneficial owners of the Company, as on the Record Date, excluding the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

**RESOLVED FURTHER THAT**, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented out of out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit under the applicable laws.

**RESOLVED FURTHER THAT** the Buyback from shareholders/ beneficial owners of Equity Shares who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

**RESOLVED FURTHER THAT** the Company to maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances of cash and cash equivalents, current investments, and/or internal accruals of the Company and not from any borrowed funds of any form and nature, for paying the consideration to the shareholders who have tendered their shares in the Buyback, and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

**RESOLVED FURTHER THAT** the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended.



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**RESOLVED FURTHER THAT** the Company shall not Buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities until the pendency of the lock-in or until the Equity Shares or other specified securities become transferable.

**RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on any shareholder to offer, and/or any obligation on the part of the Company or the Board or the Buyback Committee to Buyback any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby jointly and/or severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

//Certified True Copy//

For **Jagsonpal Pharmaceuticals Limited**

**PRATHA** Digitally signed by  
PRATHAM RAWAL  
**M RAWAL** Date: 2026.04.29  
11:53:08 +05'30'

**Pratham Raval**  
**Company Secretary and Compliance Officer**

**Date:** 29/04/2026

**Place:** Gurugram



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## **CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING**

### **To consider and approve Buyback of Equity Shares of the Company**

The Board of Directors of Jagsonpal Pharmaceuticals Limited (the “Company”), at its meeting held on March 12, 2026, *inter alia* considered and approved the proposal for Buyback of Equity Shares of the Company through ‘Tender Offer’ method on proportionate basis in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (SEBI Buyback Regulations), subject to approval of the shareholders and other applicable statutory approvals, as may be required.

The details pertaining to the proposed Buyback is as under:

<b>No. of shares proposed to be bought back</b>	16,00,000 (Sixteen lakhs) Equity Shares (representing 2.39% of the paid up Equity Share capital of the Company)
<b>Buyback price</b>	₹ 250/- per Equity Shares (Rupees Two Hundred and Fifty Only)
<b>Maximum Buyback Offer size</b>	₹40,00,00,000 (Rupees Forty Crores only), representing 18.35% of the fully paid-up Equity Share capital and free reserves as at March 31, 2025, (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback)

- The Maximum Buyback Offer Size does not include expenses such as brokerage costs, fees, turnover charges, securities transaction tax, goods and services tax (if any), stamp duty, filing fees payable to SEBI, stock exchange charges, advisors’ and legal fees, printing and dispatch expenses, public announcement publication expenses and other incidental and related expenses.
- Since the Company does not have any Subsidiary/Associate/Joint Ventures, the Buyback working is computed based on audited standalone financial statements of the Company as of March 31, 2025.
- Centrum Capital Limited, a SEBI registered Merchant Banker, has been appointed as the Manager to the Buyback pursuant to the resolution passed at its Board Meeting held on March 12, 2026. The board of directors of Centrum Capital Limited, has, at its meeting dated January 30, 2026, approved entering into business transfer agreement to transfer and sell the merchant banking division of Centrum Capital Limited to Centrum Broking Limited, a subsidiary of Centrum Capital Limited, by way of a slump sale, as a going concern on ‘as-is where-is’ basis. The proposed business transfer is yet to be consummated. Further to the above, references to Centrum Capital Limited shall mean and be deemed to include its successor-in-title, namely Centrum Broking Limited, being the proposed transferee of the regulated merchant banking business of Centrum Capital Limited, in due course and subject to receipt of all requisite regulatory approvals.
- The Board has constituted a “Buyback Committee” and delegated necessary powers to it, including fixing the record date and undertaking actions in relation to the proposed Buyback.

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- Mr. Pratham Rawal, Company Secretary & Compliance Officer, has been designated as the Compliance Officer for the Buyback.
- The Promoters/Promoter Group will not be participating in the proposed Buyback.
- The Offer Size of the Buyback constitutes 18.35% of the aggregate of the paid-up Equity Share capital and free reserves (including securities premium account) as at March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), which is within 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as at March 31, 2025 (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback).
- The Board/Buyback Committee may, till 1 (one) working day prior to the record date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback constitutes more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is required to obtain the consent of the shareholders of the Company, for the Buyback by way of a special resolution. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the special resolution provided in this Postal Ballot Notice.

As per the relevant provisions of the Act and other applicable provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares.

**Requisite disclosures relating to the Buyback are given below:**

## **Disclosures as required under Section 68 (3) of the Companies Act, 2013**

- a full and complete disclosure of all material facts:** - All material facts in relation to the proposed Buyback, including details of the maximum number of Equity Shares proposed to be bought back, Buyback size, Buyback price and basis thereof, necessity for the Buyback, sources of funds, method of Buyback, time limit for completion, shareholding pattern, confirmations from the Board, and other relevant statutory disclosures, have been fully disclosed in this Notice and the accompanying Explanatory Statement forming part of this Postal Ballot Notice and should be read in conjunction with the disclosures made under Schedule I of the SEBI (Buyback of Securities) Regulations, 2018.
- the necessity for Buyback** - Please refer to the disclosures made under Schedule I of the SEBI (Buyback of Securities) Regulations, 2018, as set out in this Notice, under the heading 'necessity for Buyback'.
- the class of shares or securities intended to be purchased under the Buyback:** Equity Shares
- the amount to be invested under the Buy-back:** upto ₹ 40 Crores (Rupees Forty Crores only)

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- v) **Time-limit for completion of Buyback.:** Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of the special resolution detailed in this Notice.

## Disclosures as required under Schedule I to SEBI Buyback Regulations:

- (a) **Date of the Board meeting at which the proposal for Buyback was approved by the Board of Directors of the Company** – March 12, 2026

- (b) **Necessity for the Buyback:**

The Board at its meeting held on March 12, 2026 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to ₹ 40,00,00,000 (Rupees Forty Crore only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The proposed Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

The Company has been consistently generating strong cash flows and is a debt free entity. The proposed Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.

The Buyback is being undertaken, inter alia, for the following objects:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (ii) The company has generated over ₹ 142 crores in free cash between FY22 to FY25, despite increased dividends and ₹ 95 Crore deployed for acquisition.
- (iii) The company operates with a asset-light business model, which requires negligible capital commitment to scale-up.
- (iv) As on December 31, 2025, the Company has free cash of ₹ 176 Crores out of which ₹ 30 crore was generated in Q3FY26.
- (v) With the recent regulatory changes allowing M&A funding by banks, the Company intends to use blend of equity and debt for any inorganic growth opportunity.
- (vi) The proposed Buyback shall lead to ~400 bps improvement in ROCE.
- (vii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the

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Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders"

- (viii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long-term increase in shareholders' value; and
  - (ix) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.
- (c) **Maximum amount required under the Buyback and its percentage of the total paid up Equity Share capital and free reserves and source of funds from which Buyback would be financed :**

The Company proposes to Buyback up to 16,00,000 fully paid-up Equity Shares of face value of ₹ 2/- (Rupees Two only) each aggregate up to ₹ 40,00,00,000 (Rupees Forty Crore only), which represents 18.35% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), which is within the prescribed limit of 25%.

The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and accumulated profits of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company has neither raised nor does it intend to raise debt in connection with the Buyback. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

- (d) **Maximum price at which the Equity Shares are proposed to be bought back and the basis of arriving at the price of the Buyback:**

- (i) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 250 /- (Rupees Two Hundred Fifty only) per Equity Share.
- (ii) The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity

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Shares on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and together with NSE, the “Stock Exchanges”) i.e. the stock exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

(iii) The Buyback Offer Price represents:

- Premium of 41.02% and 39.58% over the volume weighted average market price (vwap) of the Equity Shares on BSE and NSE respectively, during the three months preceding March 9, 2026, being the date when intimation for considering and approving the proposed Buyback offer at the Board Meeting was sent to the Stock Exchanges (“Intimation Date”). The vwap for the period was ₹ 177.28 and ₹ 179.11 on the BSE and NSE respectively.
- Premium of 48.07% and 48.67% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date. The vwap for the period was ₹ 168.84 and ₹ 168.16 on the BSE and NSE respectively.
- Premium of 43.55% and 44.23% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 6, 2026, being a day preceding the Intimation Date. The closing market price of the Equity Shares as on March 6, 2026 being a day preceding the Intimation Date was ₹ 174.15 and ₹ 173.34 on the BSE and NSE respectively.
- Premium of 39.74% and 39.90% over the closing price of the Equity Shares on BSE and NSE, respectively, on March 11, 2026, being a day preceding the Board Meeting Day which approved the proposed Buyback. The closing market price of the Equity Shares as on March 11, 2026, being one working day prior to the Board Meeting Date was ₹ 178.90 and ₹ 178.70 on the BSE and NSE respectively.

In accordance with Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the record date (as defined below) fixed for the purpose of Buyback.

(e) **Maximum number of securities the Company proposed to Buyback –**

At Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 16,00,00 fully paid-up Equity Shares, representing 2.39% of the fully paid-up Equity Shares of the Company as on March 31, 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

(f) **Method to be adopted for the Buyback:**

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The Buyback shall be on a proportionate basis through the “Tender Offer” route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting” as prescribed under the SEBI Circular. The Buyback will be implemented in accordance with the Act, Rules, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

The Equity Shares to be bought back is divided in two categories:

- (i) Reserved category for small shareholders; and
- (ii) General category for all other shareholders

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a “small shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price on Stock Exchanges having highest trading volume as on Record Date, of not more than ₹ 2,00,000 /-(Indian Rupees Two Lacs only).

In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories.

Shareholders’ participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares

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of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement under the Buyback will be done using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting” notified by SEBI Circulars.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time-table will be included in the letter of offer to be sent to the Eligible Shareholder(s).

- (g) **Aggregate shareholding of the (i) promoters and members of the promoter group (“Promoter and Promoter Group”) and persons who are in control of the Company, (ii) Directors of the companies which are part of the Promoter and Promoter Group, and (iii) Directors and Key Managerial Personnel of the Company as on the date of this Postal Ballot Notice**

- i. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company are as follows -**

Sr. No.	Name of Promoters & Promoter Group	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Rajpal Singh Kochhar	Promoter	30,30,400	4.52
2.	Aresko Progressive Private Limited	Promoter	1,33,35,635	19.91
3.	Infinity Portfolio Holdings	Promoter Group	57,17,950	8.54
4.	Infinity Capital (Formerly Infinity Holdings Sidecar1)	Promoter Group	1,18,88,250	17.75
5.	Infinity Holdings	Promoter Group	1,10,32,550	16.48
6.	Infinity Consumer Holdings	Promoter Group	Nil	-
<b>Total</b>			<b>4,50,04,785</b>	<b>67.20</b>

- ii. Aggregate shareholding of the Directors of Promoters/Promoter Group, where the Promoters/Promoter Group is company (other than those included above):**

Sr. No.	Name of Promoters & Promoter Group	Name of Director in Promoters/ Promoter Group	Number of Equity Shares held	Percentage of Equity Shareholding
1		James Ferguson Paton	Nil	-

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Sr. No.	Name of Promoters & Promoter Group	Name of Director in Promoters/ Promoter Group	Number of Equity Shares held	Percentage of Equity Shareholding
	Directors of Infinity Portfolio Holdings	Mohinder Dyal	Nil	-
		Mohammud Zaid Peerun	Nil	-
		Parwatee Iyer	Nil	-
		Kooshal Ashley Torul	Nil	-
		Shewinrao Ladkoo	Nil	-
		Roshila Ramluggun	Nil	-
2	Directors of Infinity Holdings	Teemulsingh Luchowa	Nil	-
		James Ferguson Paton	Nil	-
		Gautam Godhwani	Nil	-
		Rubina Toorawa	Nil	-
		Gulshan Raj Ramgoolam	Nil	-
		Tahen Kumar Servansingh	Nil	-
		Muhammad Zayd Soopun	Nil	-
		Ramakrishna Sithanen	Nil	-
		Mohammud Zaid Peerun	Nil	-
		Parwatee Iyer	Nil	-
		Bibi Zahiira Elaheebocus-Chady (Acting as an alternate director to Ramakrishna Sithanen for the Board meeting held on October 20, 2023)	Nil	-
		Mohinder Dyal	Nil	-
		Tevindren Sithanen	Nil	-
		Ahmad Tariq Hossanee	Nil	-
Massimo Filippo Leonardo Quattrocchi	Nil	-		
3	Directors of Infinity Capital	James Ferguson Paton	Nil	-
		Shaheen Noorie Manjoo	Nil	-
		Shaminta Devi Danayah	Nil	-
		Ramakrishna Sithanen	Nil	-
		Arasee Mooneegadoo	Nil	-
		Santosh Kumar Gujadhur	Nil	-
		Mohinder Dyal	Nil	-

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Sr. No.	Name of Promoters & Promoter Group	Name of Director in Promoters/ Promoter Group	Number of Equity Shares held	Percentage of Equity Shareholding
		Mohammud Zaid Peerun	Nil	-
		Mahmade Rehza Hassen Auliar	Nil	-
		Massimo Leonardo Filippo Quattrocchi	Nil	-
		Tevindren Sithanen	Nil	-
		Ahmad Tariq Hossanee	Nil	-
		Shewinrao Ladkoo	Nil	-
		Ashveen Ramjee	Nil	-
4	Directors of Aresko Progressive Private Limited	Rajpal Singh Kochhar	30,30,400	4.52
		Prithipal Singh Kochhar	2,69,675	0.40
		Ishpinder Kaur Kochhar	Nil	-
5	Directors of Infinity Consumer Holdings	Shafiiq-Ur-Rahmaan Soyfoo	Nil	-
		Thirumagen Vaitilingon	Nil	-
		James Ferguson Paton	Nil	-
		Tahen Kumar Servansingh	Nil	-
		Muhammad Zayd Soopun	Nil	-
		Shaheen Noorie Manjoo	Nil	-
		Arasee Mooneegadoo	Nil	-
		Mohammud Zaid Peerun	Nil	-
		Mahmade Rehza Hassen Auliar	Nil	-
		Ahmad Tariq Hossanee	Nil	-

### iii. Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel of the Company:

Sr. No.	Name of the Director and Key Managerial Personnel	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Mr. Harsha Raghavan	Chairman & Non-Executive Director	Nil	-
2.	Mr. Manish Gupta	Executive Director	18,21,512	2.72
3.	Mr. Debasis B Nandy	Non-Executive, Independent Director	Nil	-
4.	Ms. Radhika M Dudhat	Non-Executive, Independent Director	Nil	-

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Sr. No.	Name of the Director and Key Managerial Personnel	Category	Number of Equity Shares held	Percentage of Equity Shareholding
5.	Mr. Prithipal Singh Kochhar	Non-Executive Director	2,69,675	0.40
6.	Ms. Pallavi Dinodia Gupta	Non-Executive, Independent Director	Nil	-
7.	Mr. Nirav Niranjankumar Vora	Chief Financial Officer	Nil	-
8.	Mr. Pratham Rawal	Company Secretary and Compliance officer	Nil	-

- iv) No Equity Shares were purchased or sold (either through the stock exchanges or off market transaction) by the promoters and members of promoter Group, director(s) of the promoters, where the promoter is a company, persons who are in control of the Company and the directors and KMPs of the Company during a period of six months preceding the date of Postal Ballot notice, except as stated below:

Mr. Manish Gupta, Managing Director of the Company was allotted Equity Shares pursuant to exercise of ESOPs, details of which are as follows:

Name	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Date of Allotment	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
Mr. Manish Gupta	10,000	Allotment pursuant to the exercise of ESOP	07.10.2025	94.00	07.10.2025	94.00	07.10.2025
	50,000		06.01.2026	94.00	06.01.2026	94.00	06.01.2026
	50,000		09.03.2026	94.00	09.03.2026	94.00	09.03.2026

- (h) **Intention of Promoter and Promoter Group to participate in Buyback and persons in control of the Company to tender their Equity Shares in the Buyback:**

In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated March 11, 2026.

The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

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**(i) Details of any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks:**

The Company does not have any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks.

**(j) Confirmations from Company as per the provisions of SEBI Buyback Regulations and Companies Act:**

- (i) All Equity Shares of the Company are fully paid up;
- (ii) The Company shall not issue any Equity Shares or specified securities including by way of bonus, from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback until the date of expiry of the Buyback period;
- (iii) In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new Equity Shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- (iv) As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- (v) The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) The Buyback Offer Size i.e. ₹ 40,00,00,000 (Rupees Forty Crores Only) (“Buyback Offer Size”) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 16,00,000 (Sixteen Lakhs) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2025;
- (viii) There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act (“Scheme”) involving the Company which are pending before any regulatory authority, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration

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# Jagsonpal Pharmaceuticals Ltd

**Corporate Office:** Plot No. 412-415, Nimai Tower, 3rd Floor, Phase-IV, Udyog Vihar,  
Sector-18, Gurugram -122015, Haryana (India)

**Ph.:** +91 124 4406710; **E-mail:** info@jagsonpal.com; **Website:** www.jagsonpal.com

**CIN. :** L74899DL1978PLC009181



to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;

- (x) The Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- (xi) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xii) The consideration for the Buyback shall be paid by the Company only in cash;
- (xiii) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xiv) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buying back its Equity Shares;
- (xv) The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- (xvi) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xvii) The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xviii) The Company shall not Buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xix) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up share capital and free reserves based on the latest audited financial statements for the year ended March 31, 2025.
- (xx) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (xxi) The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares

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purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

- (xxii) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- (xxiii) The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- (xxiv) The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxv) The Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise;
- (xxvi) The Company shall not allow Buyback of its shares unless the consequent reduction of its share capital is affected; and
- (xxvii) The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

## (k) Confirmations from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) immediately following the Board Meeting held on March 12, 2026 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting held on March 12, 2026, and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date;
- (iii) in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

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(l) **Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s):**

The Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise.

(m) **Independent Auditor's Report on proposed Buy-back of Equity Shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and section 68 of the Companies Act, 2013**

The text of the Report dated March 12, 2026 of Walker Chandio & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

To,  
Board of Directors  
Jagsonpal Pharmaceuticals Company  
Innov8 3rd Floor, Plot No. 211, Okhla Phase-3  
Okhla Industrial Estate, South Delhi  
Delhi, India, 110020)

1. *This report is issued in accordance with the terms of our engagement letter dated 11 March 2026 with Jagsonpal Pharmaceuticals Limited (the 'Company').*
2. *The management of the Company has prepared the accompanying Annexure A- Statement of permissible capital payment as on 31 March 2025 ('the Statement') pursuant to the proposed Buy-back of Equity Shares approved by the Board of Directors of the Company in their meeting held on 12 March 2026, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI Buy-back regulations). The Statement contains the computation of amount of permissible capital payment towards Buy-back of Equity Shares in accordance with the requirements of section 68(2)(c) of the Act and based on the latest audited financial statements for the year ended 31 March 2025. We have initialed the Statement for identification purposes only.*

***Management's Responsibility for the Statement***

3. *The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the SEBI Buy-back regulations is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control*

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*relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.*

4. *The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for Buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for Buy-back was approved by the Board of Directors of the Company or and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of section 68 (6) of the Act and the SEBI Buy-back regulations.*

#### ***Auditor's Responsibility***

5. *Pursuant to the requirements of the SEBI Buy-back regulations, it is our responsibility to provide reasonable assurance on whether:*
  - a) *we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31 March 2025;*
  - b) *the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2025 in accordance with section 68(2)(c) of the Act;*
  - c) *whether the Board of Directors of the Company, in its meeting dated 12 March 2026, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.*
6. *The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 06 May 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.*
7. *We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.*

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8. *We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.*
9. *A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:*
  - a) *Inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;*
  - b) *Examined authorisation for Buy back from the Articles of Association of the Company;*
  - c) *Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31 March 2025 as disclosed in the Statement with the audited financial statements;*
  - d) *Examined that all the shares for Buy-back are fully paid-up;*
  - e) *Examined that the amount of capital payment for the Buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;*
  - f) *Inquired if the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting.*
  - g) *Examined minutes of the meetings of the Board of Directors;*
  - h) *Examined the Directors' declarations for the purpose of Buy-back and solvency of the Company;*
  - i) *Verified the arithmetical accuracy of the Statement; and*
  - j) *Obtained appropriate representations from the management of the Company.*

## **Opinion**

10. *Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:*
  - a) *we have inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2025;*

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- b) *the amount of the permissible capital payment towards the proposed Buy-back of Equity Shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act based on the audited financial information for the year ended 31 March 2025;*
- c) *the Board of Directors of the Company, in its meeting held on 12 March 2026 has formed opinion as specified in clause (x) of Schedule I to the SEBI Buy-back regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.*

### ***Restriction on distribution or use***

11. *Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the act and the SEBI Buy-back regulations, pursuant to the proposed Buy-back of Equity Shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.*
12. *This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager to the Buy-back, each for the purpose of extinguishment of Equity Shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.*

***For Walker Chandiook & Co LLP***

***Chartered Accountants***

***Firm Registration No.: 001076N/N500013***

***Sd/-***

***Madhu Sudan Malpani***

***Partner***

***Membership No. 517440***

***UDIN: 26517440ERKINN2595***

***Place: Gurugram***

***Date: 12 March, 2026***

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A CSR Initiative

## Annexure A

### Statement of permissible capital payment as on 31 March 2025

Computation of amount of permissible capital payment towards Buyback of Equity Shares in accordance with the sections 68 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI Buy-back regulations'), based on the latest audited financial statements for the year ended 31 March 2025:

Sr. No.	Particulars	Rs. in lakhs
<b>A</b>	<b>Paid-up equity share capital and free reserves</b>	
<b>i)</b>	Paid-up equity share capital (663.99) Lakhs Equity Shares of ₹ 2 each fully paid-up)	1,327.97
<b>ii)</b>	General reserve	4,180.20
<b>iii)</b>	Retained earnings	14,884.66
<b>iv)</b>	Securities Premium	1,405.60
	<b>Total of paid-up equity share capital and free reserves (including securities premium)</b>	<b>21,798.44</b>
<b>B</b>	Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 [25% of the total paid-up equity share capital and free reserves (including securities premium)]	5,449.61
<b>C</b>	Proposed Buy-back amount as per the Board of Directors in their meeting held on 12 March 2026	4,000.00

### Notes

1. The Articles of Association of the Company authorize the above-mentioned Buyback transaction as per sections 68, 69 and 70 of the Act.
2. The balances of the securities premium account, general reserve and retained earnings as at 31 March 2025 as disclosed above are agreed with the audited financial statements for the year ended 31 March 2025.

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3. *All the shares for Buy-back are fully paid up.*
4. *The Board of Directors of the Company, in its meeting held on 12 March 2026 has formed the opinion as specified in the SEBI Buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.*

*Yours sincerely,*

*For Jagsonpal Pharmaceuticals Limited*

*Sd/-*

*Nirav Niranjankumar Vora  
(Chief Financial Officer)*

*Date: 12 March 2026*

*Place: Gurugram*

## **Unquote**

None of the Directors/ Key Managerial Personnel and their relatives is interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in item no. 1 of the accompanying Postal Ballot Notice for the approval of members of the Company.

By Order of the Board of Directors  
**Jagsonpal Pharmaceuticals Limited**

Sd/-

**Pratham Rawal**  
Company Secretary & Compliance Officer  
Membership No. A58517

**Date: March 12, 2026**

**Place: Gurugram**



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//Certified True Copy//

For **Jagsonpal Pharmaceuticals Limited**

**PRATHA** Digitally signed by  
PRATHAM RAWAL  
**M RAWAL** Date: 2026.04.29  
13:19:18 +05'30'

**Pratham Raval**  
**Company Secretary and Compliance Officer**

**Date:** 29/04/2026

**Place:** Gurugram

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