

NOTICE is hereby given that the 37th Annual General Meeting of the members of **JAGSONPAL PHARMACEUTICALS LIMITED** will be held on Friday, the 30th day of September, 2016 at 10.00 A. M. at Vanita Samaj, 13, Institutional Area, New Delhi – 110003 to transact the following business.

ORDINARY BUSINESS

- 01 To receive, consider and adopt the Audited Financial Statements of the Company for the period ended on 31st March, 2016 together with the reports of the Board of Directors and the Auditors' report.
- 02 To declare dividend on Equity Shares
- 03 To re-appoint the Auditors and to fix their remuneration and in this regard pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED That pursuant to the provisions of sections 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s P P Thukral & Co., Chartered Accountants, Registration No. 000632N be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 37th Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company at a remuneration to be decided by Audit Committee of the Board of Directors and reimbursement of other Expenses.

SPECIAL BUSINESS

04 To Appoint Director

To pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

Resolved that Mrs. Jasbir Kaur Kochhar be and is hereby re-appointed as director and her tenure shall cease on 38 Annual General Meeting.

- 05 To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 be paid the remuneration of Rs. 1.75 lac plus out of pocket expenses.

By Order of the Board of Directors

R. K. KAPOOR
 Company Secretary
 FCS:2219

Place: New Delhi
 Date: 30/05/2016

Notes

- (a) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 & 5 of the accompanying Notice is annexed hereto. The relevant details as required under Regulation 17(1)(a) of the SEBI, (LODR 2015) of persons seeking appointment / re-appointment as Director under Item no. 4 of the Notice is annexed.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (c) The Proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Meeting.
- (d) Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, 23rd September, 2016 to Friday, September 30th, 2016 (both days inclusive). All relevant documents referred to in the accompanying notice and statutory registers are open for inspection at the registered office of the Company on all working days (barring Saturday & Sunday) between 11.00 A. M. To 1.00 P. M. prior to the Annual General Meeting.
- (e) Payment of dividend for the year ended 31st March 2016 as recommended by the Board of Directors, if approved at the meeting, will be payable on or after 5th October, 2016 and applicable provisions u/s 123, 124, & 125 of the Companies Act 2013 in respect of shares held in physical form to those members whose names appear in the Company's register of Members as on 23rd September, 2016 and in respect of shares held in electronic form, to those who are "deemed members" whose names appear in the statement of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") at close of business hours of September 23rd, 2016.
- (f) Action required to be taken by the members in case of non receipt / non-encashment of dividend:

Financial Year	Contact Office	Action to be taken
2009-2015	Registered Office	Letter on a plain paper
1992-2008	Office of the Registrar of Companies, Paryavaran Bhawan, C.G.O Complex, Lodhi Road, New Delhi – 110 003 / Office of the Registrar of Companies, 4th Floor, I F C I Tower, 61, Nehru Place, New Delhi – 110 019	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Reserve Account of the Central Government) Rules, 1978 as applicable.

Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual report and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to MCS Share Transfer Agent Limited. Members holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail, are entitled to receive such communication in physical form upon request.

- (g) Members are requested to bring their personal copy of the Annual Report at the Annual General Meeting.
- (h) Members are requested to immediately intimate change of address, if any to the Company / Registrar & Share Transfer Agent quoting reference of the registered Folio Numbers,
- (i) As per Securities and Exchange Board of India (SEBI) notification, submission, of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or / transposition of shares. Members holding share in dematerialized mode are requested to submit PAN details to the Depository Participant whereas member holding shares in physical form are requested to submit the PAN details to the company's Registrar & Transfer Agent.
- (j) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in prescribed Form Sh. 13 for this purpose.
- (k) Pursuant to the provisions of section 205A and 205C of the Companies Act, 1956 and section 125 of the Companies Act, 2013 dividend which remained Unclaimed for a period of seven years from the date of declaration are transferred to Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by Central Government. Members who have not encashed the dividend warrants(s) for the financial year ended March 31st, 2009 onwards are requested to make

their claims to the Company or to M/s MCS Share Transfer Agent Limited, without any delay.

- (l) Members holding Share Certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrar and Transfer Agent of the Company.
- (m) Member's attention is particularly drawn to the "Corporate Governance" section in respect of unclaimed and unpaid dividend.
- (n) Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the Annual General Meeting, so as to enable the Company to keep the information ready.
- (o) Pursuant to section 108 of the Companies Act, 2013, Rule 20 of the Companies (management and Administration) Rules 2014 as amended and clause 35 B of the Listing Agreement the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 30th, 2016.
- The Company has appointed Mr. H L Bansal, Chartered Accountant and Proprietor of H L Bansal & Co., to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- The E-voting period commences from 9.00 a.m. on September 27th, 2016 and ends on 5.00 p.m. on September 29, 2016. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut - off date of September 23rd, 2016 may cast their vote electronically. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (p) The results will be declared at the Registered Office of the Company situated at Jagsonpal Pharmaceuticals Limited, T-210J, Shahpur Jat, New Delhi – 110049 and the resolutions will be taken as passed effectively on the date of Annual General Meeting. The said results along with Scrutinizer report shall be placed on the Company's website www.jagsonpal.com and on website (NSDL) www.nsdl.com immediately after the results is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited & BSE Limited, Mumbai where the shares of the Company are listed.
- (q) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed at the 37th Annual General Meeting of the Company scheduled to be on Friday September 30th, 2016.

By Order of the Board of Directors
Sd/-

R. K. KAPOOR
Company Secretary
FCS:2219

Place : New Delhi
Dated : 30/05/2016

Explanatory Statement pursuant to section 102 of the Companies Act.

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under item nos. 4 to 5 of the accompanying Notice dated 30th, May 2016 convening the 37th Annual General Meeting of the Company scheduled for 30th September, 2016.

Item No. 4

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

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

The compliance under Section 160 of the Companies Act, 2013 has been complied with.

Item No. 5

The Board of Directors of the Company has appointed Mr. S N Balasubramanian, Cost Accountant, (B. Com. & FCMA) as Cost Auditors of the Company to audit the accounts relating to drug formulations for the financial year ending March 31st, 2017.

Remuneration of Rs. 1.75 lac payable to Mr. S N Balasubramanian, Cost Auditors of the Company for the financial year ended 31 March, 2017, was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors.

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

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

By Order of the Board of Directors

Sd/-

R. K. KAPOOR

Company Secretary

FCS:2219

Place : New Delhi

Dated : 30/05/2016

Contact Address of the Company	Contact Address of the Registrar
Jagsonpal Pharmaceuticals Limited T-210 J, Shahpur Jat New Delhi – 110 049 E-mail : cs@jagsonpal.com Website : www.jagsonpal.com Ph. : 011-46181100 & 46109900, FAX : 011-	MCS Share Transfer Agent Limited F-65, First Floor, Ma Anandmayee Marg, Okhla Industrial Area Phase – I, New Delhi – 110 020 E-mail : admin@mcsregistrars.com Website : mcsregistrars.com Ph. & FAX : 011-41406148