J. B. CHEMICALS & PHARMACEUTICALS LIMITED

August 2, 2018

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E) Mumbai 400 051

Stock Symbol: JBCHEPHARM

Dear Sir,

Sub : Notice of Annual General Meeting

In compliance with the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the notice of the Annual General Meeting of the Company to be held on September 4, 2018.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For J.B. Chemicals & Pharmaceuticals Ltd.

M. C. Mehta
Company Secretary & Vice President - Compliance

Encl: As above

Registered Office:
Neelam Centre, B Wing, 4th Floor
Hind Cycle Road, Worli
Mumbai - 400 030

Corporate Office:
Energy IT Park
Unit A2, 3rd Floor, Unit A, 8th Floor
Appa Saheb Marathe Marg, Prabhadevi
Mumbai - 400 025

+91 22 2439 5200 / 2439 5500
+91 22 2431 5331 / 2431 5334
info@jbcpl.com
www.jbcpl.com
CIN: L24390MH1976PLC019380

J. B. CHEMICALS & PHARMACEUTICALS LIMITED

Registered Office: : "Neelam Centre", `B' Wing, 4th Floor, Hind Cycle Road, Worli, Mumbai 400 030.
Corporate Office: Cnergy IT Park, Unit A2, 3rd floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai 400 025.
CIN:L24390MH1976PLC019380, Web: www.jbcpl.com. Email: secretarial@jbcpl.com. Tel: 022 2439 5500/ 5200

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF J.B. CHEMICALS & PHARMACEUTICALS LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 4, 2018 AT RAMA & SUNDRI WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI 400 020 AT 3.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the audited financial statement of the Company for the financial year ended on March 31, 2018 together with the reports of the Board of Directors and the Auditors thereon; and

   (b) To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on March 31, 2018 together with the report of the Auditors thereon.

2. To declare a dividend of ₹ 2 per equity share.

3. To appoint a director in place of Mr. Shirish B. Mody (DIN: 00035051), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint **Mr. Durga Dass Chopra as Independent Director** and, in this regard, pass the following resolution as **Special Resolution:**

   "RESOLVED THAT Mr. Durga Dass Chopra (DIN: 00036036), who was appointed by the members of the Company at annual general meeting held on 15-9-2014 as Independent Director for a term up to five (5) years commencing from April 1, 2014, and who holds office up to March 31, 2019 and who is proposed for re-appointment for a second term up to further period of five (5) years based on report of evaluation of performance carried out by the Board of Directors, and for whose appointment as director the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature to the office of director of the Company, be and is hereby re-appointed, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 as amended and the rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Independent Director of the Company for a second term of five (5) consecutive years commencing from April 1, 2019.

   RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended coming into force from 1-4-2019 ("the said Regulation") and other regulatory and statutory provisions, consent of the members of the Company be and is hereby also accorded effective from 1-4-2019 or such other date when the said Regulation comes into effect, to re-appointment and continuation of directorship of Mr. Durga Dass Chopra, who has attained the age of seventy five years, as non-executive director of the Company."

5. To re-appoint **Dr. Satyanarain Agarwala as Independent Director** and, in this regard, pass the following resolution as **Special Resolution:**

   "RESOLVED THAT Dr. Satyanarain Agarwala (DIN: 00036079), who was appointed by the members of the Company at annual general meeting held on 15-9-2014 as Independent Director for a term up to five (5) years commencing from April 1, 2014, and who holds office up to March 31, 2019 and who is proposed for re-appointment for a second term up to further period of five (5) years based on report of evaluation of performance carried out by the Board of Directors, and for whose appointment as director the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature to the office of director of the Company, be and is hereby re-appointed, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 as amended and the rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Independent Director of the Company for a second term of five (5) consecutive years commencing from April 1, 2019.

   RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended coming into force from 1-4-2019 ("the said Regulation") and other regulatory and statutory provisions, consent of the members of the Company be and is hereby also accorded effective from 1-4-2019 or such other date when the said Regulation comes into effect, to re-appointment and continuation of directorship of Dr. Satyanarain Agarwala, who has attained the age of seventy five years, as non-executive director of the Company."

NOTICE (Contd.)

6. To re-appoint **Ms. Krupa R. Gandhi as Independent Director** and, in this regard, pass the following resolution as **Special Resolution:**

"RESOLVED THAT Ms. Krupa R. Gandhi (DIN: 00294629), who was appointed by the members of the Company at annual general meeting held on 15-9-2014 as Independent Director for a term up to five (5) years commencing from April 1, 2014, and who holds office up to March 31, 2019 and who is proposed for re-appointment for a second term up to further period of five (5) years based on report of evaluation of performance carried out by the Board of Oirectors, and for whose appointment as director the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature to the office of director of the Company, be and is hereby re-appointed, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 as amended and the rules made there under and Securities and Exchange Board of India (Listing Obligations and Oisclosure Requirements) Regulations, 2015 as amended as Independent Director of the Company for a second term of five (5) consecutive years commencing from April 1, 2019."

7. To re-appoint **Mr. Rajiv C. Mody as Independent Director** and, in this regard, pass the following resolution as **Special Resolution:**

"RESOLVED THAT Mr. Rajiv C. Mody (DIN: 00092037), who was appointed by the members of the Company at annual general meeting held on 15-9-2014 as Independent Director for a term up to five (5) years commencing from April 1, 2014, and who holds office up to March 31, 2019 and who is proposed for re-appointment for a second term up to further period of five (5) years based on report of evaluation of performance carried out by the Board of Directors, and for whose appointment as director the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature to the office of director of the Company, be and is hereby re-appointed, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 as amended and the rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Independent Oirector of the Company for a second term of five (5) consecutive years commencing from April 1, 2019."

8. To **alter Memorandum of Association of the Company** and, in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, the following new clause be and is hereby added as Clause 4 in the main objects of the Company set out in Para III A of the Memorandum of Association of the Company:

"4. To manufacture, buy, sell, import, export and otherwise deal in food products, products classified as food products under any law or otherwise, medical devices, apparatus, equipment and accessories of every description and over-the-counter consumer products, health products and nutraceutical products of every description and products falling under ayurvedic, unani, siddha and homoeopathy stream of medicine."

9. To **ratify remuneration of cost auditor** and, in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 4,85,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) to Kishore Bhatia & Associates, Cost Accountants, for audit of cost records of the Company for the financial year 2018-19 as approved by the Board of Directors of the Company be and is hereby ratified."

By Order of the Board of Directors

M.C. Mehta
Company Secretary & Vice President-Compliance

Oate : May 25, 2018
Place : Mumbai

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

NOTICE (Contd.)

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person.

2. A statement pursuant to Section 102 (1) of the Companies Act, 2013 concerning the special business mentioned under item nos. 4 to 9 of the notice is annexed hereto.

3. Members/proxies/authorized representatives, who attend the meeting, are requested to complete the attendance slip and deliver the same at the registration counter at the meeting venue.

4. **(a) Book Closure: The register of members and share transfer books of the Company will remain closed from August 29, 2018 to September 4, 2018 (both days inclusive) for equity shares held in physical form and (b) Record Date: August 28, 2018 has been fixed as Record Date for equity shares held in electronic form, for determining names of the members entitled to dividend, if declared at the annual general meeting.**

5. The dividend, if declared at the annual general meeting, will be paid on September 7, 2018.

6. The members holding shares in electronic form are requested to intimate change in their bank details and address to their depository participant. The members holding shares in physical form are requested to intimate change in their bank details and address to the Company's Registrars and Share Transfer Agent. This will help the members avoid delay in receipt of dividend and communications from the Company.

7. The dividend for the year 2010-11 and special interim dividend 2011-12 will become due for transfer to Investor Education and Protection Fund (IEPF) on August 28, 2018 and September 22, 2018 respectively. The members who have not encashed their dividend are requested to approach the Company.

8. The members are hereby also informed that those shares of the Company in respect of which the aforesaid dividends are unclaimed for consecutive period of seven years shall also become due for transfer to IEPF in terms of provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended. The Company has posted the list of such shares liable for transfer to IEPF on its website www.jbcpl.com. The Company has already mailed a letter to concerned members informing them about such transfer. Such members are requested to claim their dividend on or before the dates mentioned in note 7.

9. The shareholders who have not yet claimed their dividend for any past period are requested to write to the Company or send e-mail to investorelation@jbcpl.com.

10. The members, who have not yet exchanged certificate(s) of shares of face value of ₹ 10 against certificates of shares of face value of ₹ 2, consequent to reduction in face value from ₹ 10 to ₹ 2, are requested to approach the Company's Registrars and Share Transfer Agent or write to the Company.

11. Pursuant to Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company can serve notice of general meeting and financial statements through electronic mode to those members who have registered their e-mail address with the depository or the Company. The members, who hold shares in dematerialized form, are requested to register/update their e-mail address with the depository. The members holding shares in physical form may also opt to receive notices/financial statements by registering their e-mail address with the Company.

12. A member receiving notice and financial statements through e-mail will be furnished physical copy thereof on request.

13. The form of proxy, attendance slip and route map to reach venue of the meeting accompany this notice.

14. i. The Company is providing facility for remote e-voting (i.e. e-voting from a place other than venue of annual general meeting) and the business as set out in this notice may be transacted by the members through such voting. The remote e-voting facility is provided through e-voting platform of Central Depository Services (India) Limited ("CDSL"), as per provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOTICE (Contd.)

ii. The members of the Company holding shares of the Company as on August 28, 2018 (i.e. the cut-off date) shall be entitled to cast vote either through remote e-voting facility or through ballot paper at the venue of the annual general meeting.

iii. The facility for voting through ballot paper shall also be made available at the annual general meeting. The members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

iv. The members who have cast their vote by remote e-voting shall not be allowed to change it subsequently or cast the vote again.

v. The process and the manner of voting through remote e-voting facility and time schedule thereof including details about login ID, procedure for generating password and casting of vote in a secure manner is as under:

Time schedule for remote e-voting

The voting period begins on Friday, August 31, 2018 at 9.00 a.m. and will end on Monday, September 3, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 28, 2018 (cut-off date) may cast their vote electronically. The members please note that the remote e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be blocked by CDSL for voting thereafter.

Steps for e-voting:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 character DP ID followed by 8 digits Client ID,

c. Members holding shares in physical form should enter folio number registered with the Company.

(iv) Next enter the image verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) *Physical Members / Demat Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number as communicated separately.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

(x) Click on the Electronic Voting Sequence Number (EVSN) of the Company.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO

NOTICE (Contd.)

as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xvi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. The Board of Directors has appointed Mr. Ashish Bhatt, proprietor of Ashish Bhatt & Associates, Practising Company Secretary, to scrutinize the remote e-voting / ballot process in a fair and transparent manner. The result of voting on the businesses transacted at the annual general meeting will be declared not later than September 6, 2018 by placing the same along with scrutinizer's report on the website of the Company www.jbcpl.com.

16. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the existing directors proposed for re-appointment is as under:

Mr. Shirish B. Mody:

Mr. Shirish B. Mody, 76, is one of the promoters of the Company. He is presently appointed by the Board of Directors as Whole time director (Marketing) and has over five decades of experience in the pharmaceutical business and has significantly contributed to the growth of the Company since its inception. Mr. Shirish Mody is B.Sc. (Tech.) from the Institute of Chemical Technology (formerly known as UDCT). Besides marketing, Mr. Shirish Mody possesses expertise in technical functions such as development of new products, manufacturing, quality control and research and development. He is a member of the Board since inception. Mr. Shirish Mody is brother of Mr. Jyotindra B. Mody, Chairman and Managing Director and Mr. Dinesh B. Mody, Whole time director (Administration).

Mr. Shirish Mody does not hold directorship in other listed entities.

Mr. Durga Dass Chopra/ Dr. Satyanarain Agarwala/ Ms. Krupa R. Gandhi /Mr. Rajiv C. Mody:

The information in respect of these independent directors proposed for re-appointment is provided in respective explanatory statement set out below.

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

All material facts concerning items of special business item nos. 4 to 9 are set out in the following statement accompanying the notice.

Item No. 4:

The members, at annual general meeting held on 15-9-2014 appointed Mr. Durga Dass Chopra as an Independent Director of the Company for a term up to five (5) consecutive years that commenced from 1-4-2014. This is the first term of Mr. D.D. Chopra as an Independent Director, which will end on March 31, 2019. As per Section 149 of the Companies Act, 2013 ("Act"), an independent director shall hold office for a term up to five consecutive years and is eligible for re-appointment on passing of a special resolution by the company. An independent director can hold office for two consecutive terms. On the basis of performance evaluation report for 2017-18 as well as earlier financial years and also keeping in view skills, expertise and vast experience of Mr. D. D. Chopra, the Board of Directors proposes re-appointment of Mr. D.D. Chopra as an independent director for a second term up to five (5) years from 1-4-2019 as the Board believes that continued association of Mr. D.D. Chopra would be immensely beneficial to the Company. The Company has also received a notice in writing under Section 160 of the Act from a member of the Company proposing candidature of Mr. D.D. Chopra for the office of independent director for a second term.

Mr. D.D. Chopra has given his consent to act as director of the Company and has also furnished a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. D.D. Chopra, 85, has obtained qualification of B.A. and F.C.A (Fellow member of the Institute of Chartered Accountants of India). He has worked as Managing Director – President/ Vice Chairman of Warner Hindustan Limited. He has also worked as Managing Director and later as Executive Chairman of Rhone-Poulenc (India) Ltd. (earlier known as May & Baker (India) Ltd.). In past, Mr. D.D.Chopra has also held non-executive directorship of Park-Davis Ltd., Ranbaxy Laboratories Ltd., Albright & Wilson Chemicals (India) Ltd., Alkyl Amines Ltd., Rhodia Chemicals (India) Ltd., Rhone-Poulenc Rorer Bangladesh Ltd., Warner-Hudnut Lanka Ltd. and DSP Financial Consultants Ltd. He is Chairman Emeritus of Rhodia Speciality Chemicals India Ltd. Mr. D.D. Chopra has a deep understanding of the pharmaceutical industry and significant and very rich experience in managing and growing pharmaceutical business.

Besides his experience and expertise in pharmaceutical business, Mr. D. D. Chopra possesses appropriate skills, experience, knowledge and expertise in the field of accountancy, finance, management, sales, marketing and corporate governance. Keeping in view his qualifications, skills, experience and functional expertise, your Board is of the opinion that his re-appointment would maintain appropriate balance of skills, experience and knowledge and necessary diversity in the Board and thus help Board discharge its functions and duties effectively.

Your Board of Directors is of the opinion that Mr. D. D. Chopra fulfills the conditions specified in the Companies Act, 2013, the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of an independent director, and that he is independent of the management.

Mr. D. D. Chopra is not related to any of the directors or key managerial personnel of the Company. He holds 301,998 equity shares in the Company. There is no proposal to pay any remuneration to him other than sitting fee for attending meetings of the Board and committees thereof. He attended all meetings of the Board, Audit Committee and Stakeholders Relationship Committee held during the financial year. He also holds directorship of Auric Tradefin Pvt. Ltd.

Pursuant to Section 149 of the Act/ Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 coming into force from 1-4-2019, re-appointment of independent director /continuance of directorship of non-executive director who has attained age of seventy five years requires approval of the members by special resolution. Your Board believes that re-appointment / continuance of directorship of Mr. D. D. Chopra is in the interest of the Company and will help the Board. Accordingly, your directors commend the resolution set out under item no. 4 for approval of the members.

Pursuant to the provisions of Section 149 of the Act, Mr. D. D. Chopra would hold office, if re-appointed, for a second term up to 5 years from April 1, 2019, and the provision of the Act in respect of retirement of directors by rotation shall not apply to his appointment.

The Articles of Association of the Company, notice received from a member and draft terms and conditions of

NOTICE (Contd.)

re-appointment of Mr. D. D. Chopra as independent director ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the date of the annual general meeting. A copy of the said documents will also be available for inspection at the corporate office of the Company on the days and the time aforesaid as well as at the meeting.

Mr. D. D. Chopra and his relatives may be considered as concerned or interested in this item of business and/or resolution under item no.4. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution under item no.4.

Item No. 5:

The members, at annual general meeting held on 15-9-2014 appointed Dr. Satyanarain Agarwala as an independent director of the Company for a term up to five (5) consecutive years that commenced from 1-4-2014. This is the first term of Dr. Satyanarain Agarwala as an independent director, which will end on March 31, 2019. As per Section 149 of the Companies Act, 2013 ("Act"), an independent director shall hold office for a term up to five consecutive years and is eligible for re-appointment on passing of a special resolution by the company. An independent director can hold office for two consecutive terms. On the basis of performance evaluation report for 2017-18 as well as earlier financial years and also keeping in view skills, expertise and vast experience of Dr. Satyanarain Agarwala, the Board of Directors proposes re-appointment of Dr. Satyanarain Agarwala as an independent director for a second term up to five (5) years from 1-4-2019 as the Board believes that continued association of Dr. Satyanarain Agarwala would be immensely beneficial to the Company. The Company has also received a notice in writing under Section 160 of the Act from a member of the Company proposing candidature of Dr. Satyanarain Agarwala for the office of independent director for a second term.

Dr. Satyanarain Agarwala has given his consent to act as director of the Company and has also furnished a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Satyanarain Agarwala, 84, has obtained degree of MBBS, DCH, FRCP (Eng.), FICA (USA) and FICP. He is a Fellow of Royal College of Physicians, Edinburgh, UK and Royal College of Physicians and Surgeons of Glasgow, UK. He is past CEO of Rallis India Pharmaceuticals. He has held senior positions in pharmaceutical industry for forty years. He is past president of Organization of Pharmaceuticals Producers of India (OPPI). Dr. Satyanarain Agarwala has deep understanding of pharmaceutical industry and significant and very rich experience in managing and growing pharmaceutical business.

Besides his experience and expertise in pharmaceutical business, Dr. Satyanarain Agarwala possesses appropriate skills, experience, knowledge and expertise in the field of medicine, international regulatory compliance for pharma products and marketing. Keeping in view his qualifications, skills, experience and functional expertise, your Board is of the opinion that his re-appointment would maintain appropriate balance of skills, experience and knowledge and necessary diversity in the Board and thus help Board discharge its functions and duties effectively.

Your Board of Directors is of the opinion that Dr. Satyanarain Agarwala fulfills the conditions specified in the Companies Act, 2013, the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of an independent director, and that he is independent of the management.

Dr. Satyanarain Agarwala is not related to any of the directors or key managerial personnel of the Company. He holds 1,570 equity shares in the Company. There is no proposal to pay any remuneration to him other than sitting fee for attending meetings of the Board and committees thereof. He attended all meetings of the Board, Audit Committee and Nomination and Remuneration Committee held during the financial year. He also holds directorship of Blue Cross Laboratories Limited, Spectrum Oncology Pvt. Ltd. (Subsidiary of Spectrum Pharmaceuticals, a USA based Biotechnology Multinational).

Pursuant to Section 149 of the Act / Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 coming into force from 1-4-2019, re-appointment of independent director /continuance of directorship of non-executive director who has attained age of seventy five years requires approval of the members by special resolution. Your Board believes that re-appointment/continuance of directorship of Dr. Satyanarain Agarwala is in the interest of the Company and will help the Board. Accordingly, your directors commend the resolution set out under item no. 5 for approval of the members.

Pursuant to the provisions of Section 149 of the Act, Dr. Satyanarain Agarwala would hold office, if re-appointed,

NOTICE (Contd.)

for a second term up to 5 years from April 1, 2019, and the provision of the Act in respect of retirement of directors by rotation shall not apply to his appointment.

The Articles of Association of the Company, notice received from a member and draft terms and conditions of re-appointment of Dr. Satyanarain Agarwala as independent director ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the date of the annual general meeting. A copy of the said documents will also be available for inspection at the corporate office of the Company on the days and the time aforesaid as well as at the meeting.

Dr. Satyanarain Agarwala and his relatives may be considered as concerned or interested in this item of business and /or resolution under item no.5. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution under item no.5.

Item No. 6:

The members, at annual general meeting held on 15-9-2014 appointed Ms. Krupa R. Gandhi as an independent director of the Company for a term up to five (5) consecutive years that commenced from 1-4-2014. This is the first term of Ms. Krupa R. Gandhi as an independent director, which will end on March 31, 2019. As per Section 149 of the Companies Act, 2013 ("Act"), an independent director shall hold office for a term up to five consecutive years and is eligible for re-appointment on passing of a special resolution by the company. An independent director can hold office for two consecutive terms. On the basis of performance evaluation report for 2017-18 as well as earlier financial years and also keeping in view skills, expertise and experience of Ms. Krupa R. Gandhi, the Board of Directors proposes re-appointment of Ms. Krupa R. Gandhi as an independent director for a second term up to five (5) years from 1-4-2019 as the Board believes that continued association of Ms. Krupa R. Gandhi would be immensely beneficial to the Company. The Company has also received a notice in writing under Section 160 of the Act from a member of the Company proposing candidature of Ms. Krupa R. Gandhi for the office of independent director for a second term.

Ms. Krupa R. Gandhi has given her consent to act as director of the Company and has also furnished a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Krupa R. Gandhi, 47, has obtained qualification of B.Com. and F.C.A (Fellow member of the Institute of Chartered Accountants of India). She is a partner of renowned CA firm Bansi S. Mehta & Co. Ms. Krupa R. Gandhi possesses appropriate skills, experience, knowledge and expertise in the field of accountancy, direct taxation, corporate advisory and corporate governance. Keeping in view her qualifications, skills, experience and functional expertise, your Board is of the opinion that her re-appointment would maintain appropriate balance of skills, experience and knowledge and necessary diversity in the Board and thus help Board discharge its functions and duties effectively.

Your Board of Directors is of the opinion that Ms. Krupa R. Gandhi fulfills the conditions specified in the Companies Act, 2013, the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of an independent director, and that she is independent of the management.

Ms. Krupa R. Gandhi is not related to any of the directors or key managerial personnel of the Company. She does not hold any shares in the Company. There is no proposal to pay any remuneration to her other than sitting fee for attending meetings of the Board and committees thereof. She attended all meetings of the Board and Audit Committee held during the financial year. She also holds directorship of Kruti Finance and Holdings Pvt. Ltd.

Pursuant to Section 149 of the Act, re-appointment of independent director requires approval of the members by special resolution. Your Board believes that re-appointment of Ms. Krupa R. Gandhi is in the interest of the Company and will help the Board. Accordingly, your directors commend the resolution set out under item no. 6 for approval of the members.

Pursuant to the provisions of Section 149 of the Act, Ms. Krupa R. Gandhi would hold office, if re-appointed, for a second term up to 5 years from April 1, 2019, and the provision of the Act in respect of retirement of directors by rotation shall not apply to her appointment.

NOTICE (Contd.)

The Articles of Association of the Company, notice received from a member and draft terms and conditions of re-appointment of Ms. Krupa R. Gandhi as independent director ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the date of the annual general meeting. A copy of the said documents will also be available for inspection at the corporate office of the Company on the days and the time aforesaid as well as at the meeting.

Ms. Krupa R. Gandhi and her relatives may be considered as concerned or interested in this item of business and /or resolution under item no.6. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution under item no.6.

Item No. 7:

The members, at annual general meeting held on 15-9-2014 appointed Mr. Rajiv C. Mody as an independent director of the Company for a term up to five (5) consecutive years that commenced from 1-4-2014. This is the first term of Mr. Rajiv C. Mody as an independent director, which will end on March 31, 2019. As per Section 149 of the Companies Act, 2013 ("Act"), an independent director shall hold office for a term up to five consecutive years and is eligible for re-appointment on passing of a special resolution by the company. An independent director can hold office for two consecutive terms. On the basis of performance evaluation report for 2017-18 as well as earlier financial years and also keeping in view skills, expertise and experience of Mr. Rajiv C. Mody, the Board of Directors proposes re-appointment of Mr. Rajiv C. Mody as an independent director for a second term up to five (5) years from 1-4-2019 as the Board believes that continued association of Mr. Rajiv C. Mody would be immensely beneficial to the Company. The Company has also received a notice in writing under Section 160 of the Act from a member of the Company proposing candidature of Mr. Rajiv C. Mody for the office of independent director for a second term.

Mr. Rajiv C. Mody has given his consent to act as director of the Company and has also furnished a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajiv C. Mody, 60, has obtained degree in Electrical Engineering from M.S. University, Baroda and masters degree in Computer Science from Polytechnic Institute of New York. He is Chairman, Managing Director, CEO and co-founder of Sasken Technologies Ltd. He has over 25 years of experience in technology business and possesses functional expertise in the area of communication technologies. Mr. Rajiv C. Mody possesses appropriate skills, experience, knowledge and expertise in the field of management, sales, marketing and corporate governance. Keeping in view his qualifications, skills and experience, your Board is of the opinion that his re-appointment would maintain appropriate balance of skills, experience and knowledge and necessary diversity in the Board and thus help Board discharge its functions and duties effectively.

Your Board of Directors is of the opinion that Mr. Rajiv C. Mody fulfills the conditions specified in the Companies Act, 2013, the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of an independent director, and that he is independent of the management.

Mr. Rajiv C. Mody is not related to any of the directors or key managerial personnel of the Company. He holds 1,725 equity shares in the Company. There is no proposal to pay any remuneration to him other than sitting fee for attending meetings of the Board and committees thereof. He attended two meetings of the Board and one meeting of the Nomination and Remuneration Committee held during the financial year. He holds directorship of Centrum Electronics Ltd., Taco Sasken Automotive Electronics Ltd., Silicon Automation System Inc., USA, Sasken Communication Technologies Mexico S.A. De C.V.,Sasken Finland Oy, and Sasken Inc. USA. He is a member of Stakeholder Relationship committee and Chairman of CSR committee, Share allotment committee and Investment committee of Sasken Technologies Ltd.

Pursuant to Section 149 of the Act, re-appointment of independent director requires approval of the members by

NOTICE (Contd.)

special resolution. Your Board believes that re-appointment of Mr. Rajiv C. Mody is in the interest of the Company and will help the Board. Accordingly, your directors commend the resolution set out under item no. 7 for approval of the members.

Pursuant to the provisions of Section 149 of the Act, Mr. Rajiv C. Mody would hold office, if re-appointed, for a second term up to 5 years from April 1, 2019, and the provision of the Act in respect of retirement of directors by rotation shall not apply to his appointment.

The Articles of Association of the Company, notice received from a member and draft terms and conditions of re-appointment of Mr. Rajiv C. Mody as independent director ("the said documents") are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the date of the annual general meeting. A copy of the said documents will also be available for inspection at the corporate office of the Company on the days and the time aforesaid as well as at the meeting.

Mr. Rajiv C. Mody and his relatives may be considered as concerned or interested in this item of business and/or resolution under item no.7. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution under item no.7.

Item No. 8:

The Company proposes to launch health supplements classified as food products under Food Safety and Standards Act, 2006 as well as medical devices to diversify the products portfolio. In line with this and keeping in view future possibilities, it is proposed to add enabling clause in the Memorandum of Association of the Company. Pursuant to Section 13 of the Companies Act, 2013, alteration of Memorandum of Association needs to be approved by members by special resolution.

Your directors commend the resolution set out under item no. 8 for approval of the members. None of the directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution set out under item no. 8.

Item No. 9:

The Company is required to submit to the Central Government cost audit report audited by the Cost Accountant. Accordingly, the Board of Directors has appointed Kishore Bhatia & Associates, Cost Accountants, to conduct audit of cost records of the Company for the financial year 2018-19 and also approved their remuneration as mentioned in the resolution under item no. 9 of the notice, based on recommendation of the Audit Committee. The Companies (Audit and Auditors) Rules, 2014 provides that the remuneration of cost auditor approved by the Board of Directors shall be ratified subsequently by the shareholders. In view of this, ratification of above referred remuneration payable to the cost auditors is sought from the members.

Your directors commend the resolution set out under item no. 9 for approval of the members. None of the directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution set out under item no. 9.

By Order of the Board of Directors

M.C. Mehta
Company Secretary & Vice President-Compliance

Date : May 25, 2018
Place : Mumbai

PROXY FORM

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

CIN : L24390MH1976PLC019380

Name of the company : J.B. Chemicals & Pharmaceuticals Limited

Registered Office : "Neelam Centre", `B' Wing, 4th Floor, Hind Cycle Road, Worli, Mumbai 400 030.
Web: www.jbcpl.com, Email:secretarial@jbcpl.com, Tel: 022 2439 5500 / 2500, Fax: 022 2431 5334.

Name of the Member(s): _____

Registered address: _____

_____

E-mail ID: _____

Folio No./DP ID and Client ID: _____

I/We, being the members(s) holding _____ shares of the above named company, hereby appoint

1. Name: _____

   Address: _____

   E-mail ID: _____

   Signature: _____, or failing him/her

2. Name: _____

   Address: _____

   E-mail ID: _____

   Signature: _____, or failing him/her

3. Name: _____

   Address: _____

   E-mail ID: _____

   Signature: _____

as my/our proxy to attend and vote (~~on a poll~~) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on Tuesday, September 4, 2018 at 3.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1.	(a) To receive, consider and adopt the audited financial statement of the Company for the financial year ended on March 31, 2018 together with the reports of the Board of directors and the Auditors thereon; and (b) To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on March 31, 2018 together with the reports of the Auditors thereon.

Resolution No.	Description
2.	To declare a dividend of ₹ 2 per equity share.
3.	To re-appoint Mr. Shirish B. Mody as a director of the Company.
4.	To re-appoint Mr. Durga Dass Chopra as Independent Director of the Company.
5.	To re-appoint Dr. Satyanarain Agarwala as Independent Director of the Company.
6.	To re-appoint Ms. Krupa R. Gandhi as Independent Director of the Company.
7.	To re-appoint Mr. Rajiv C. Mody as Independent Director of the Company.
8.	To alter Memorandum of Association of the Company.
9.	To ratify remuneration of cost auditor.

Signed this _____ day of _____ 2018

Affix 15 paise Revenue Stamp

Signature of shareholder _____

Signature of Proxy Holder(s) _____

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy holder may vote either for or against each resolution.

J. B. CHEMICALS & PHARMACEUTICALS LIMITED

Registered Office: : "Neelam Centre", 'B' Wing, 4th Floor, Hind Cycle Road, Worli, Mumbai 400 030.
Corporate Office: Cnergy IT Park, Unit A2, 3rd floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai 400 025.
CIN:L24390MH1976PLC019380, Web: www.jbcpl.com. Email: secretarial@jbcpl.com. Tel: 022 2439 5500/ 5200

ATTENDANCE SLIP

Name and address of the member	:	

Registered Folio No./ DP ID – CL. ID.	:	
Number of shares held	:	

I hereby record my presence at the Forty-second Annual General Meeting of the Company being held at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020, on Tuesday, September 4, 2018 at 3.30 p.m.

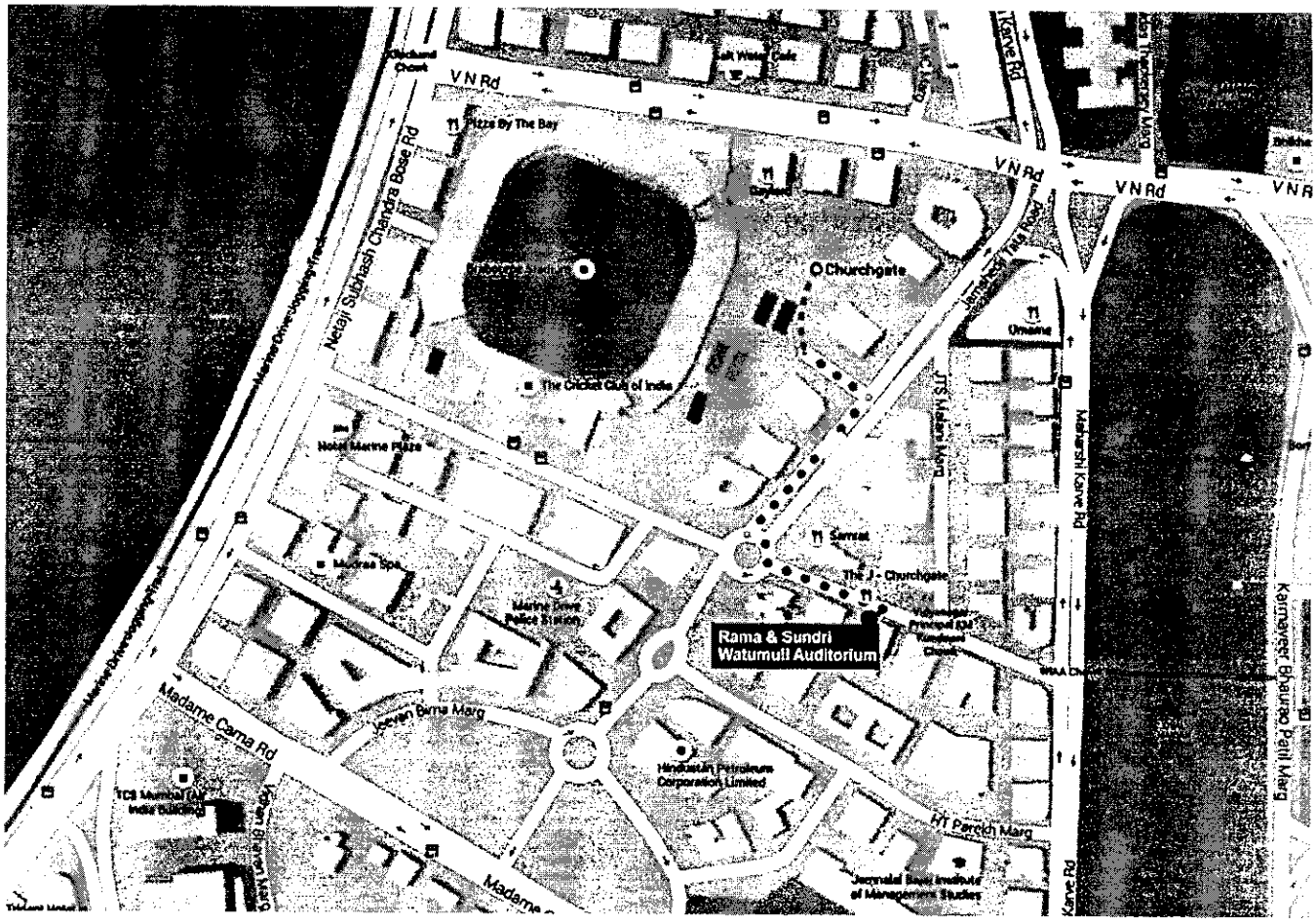
Signature of the shareholder(s) or proxy _____

Please fill in the attendance slip and hand it over at the entrance of the meeting hall. Please bring your copy of the annual report for reference at the meeting.

(Please turn overleaf for route map of AGM venue).

ROUTE MAP OF ANNUAL GENERAL MEETING VENUE

Venue: Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020.



Landmark : Off. Oval Maidan