

## NOTICE

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of **JAGSONPAL PHARMACEUTICALS LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 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, 2015 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 36th Annual General Meeting till the conclusion of 37th 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 Woman Director

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

"RESOLVED THAT Mrs. Jasbir Kaur Kochhar, (Din : 01460798) be and is hereby appointed as Woman Director, (previously Additional Director) as her tenure ceases on ensuing Annual General Meeting, being eligible, offers herself for appointment/ reappointment.

- 05 To approve the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016, be paid the remuneration of Rs. 1.75 lac plus out of pocket expenses.

#### 06 Amendment of the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved That" pursuant to the provisions of section 14 and all other applicable provisions of the Companies

Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**Resolved Further That** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Place: New Delhi

Dated: 29/05/2015

**R. K. Kapoor**

Company Secretary

### Notes

- (a) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 to 6 of the accompanying Notice are annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, 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. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.
- (c) 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 Wednesday, 23rd September, 2015 to Wednesday, September 30th, 2015 (both days inclusive).
- (d) Payment of dividend for the year ended 31<sup>st</sup> March, 2015 as recommended by the Board of Directors, if approved at the meeting, will be payable on or after, 5th October, 2015 in respect of shares held in physical form to those members whose names appear in the Company's register of Members as on 22nd September, 2015 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 on September 22nd, 2015.
- (e) Action required to be taken by the members in case of non receipt / non-encashment of dividend:



Financial Year	Contact Office	Action to be taken
2008-2014	Registered Office	Letter on a plain paper
1992-2007	Office of the Registrar of Companies, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi – 110 003	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Reserve Account of the Central Government) Rules, 1978 as applicable.

The Ministry of Company Affairs has undertaken a “Green Initiative in “Corporate Governance” and allowed Companies to share documents with its shareholders through an electronic mode. Amendment to the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the Annual Report to all shareholders who have registered their e-mail addresses for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail address for receiving electronic communications.

- (f) Members are requested to bring their personal copy of the Annual Report at the Annual General Meeting.
- (g) 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,
- (h) 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.
- (i) 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.
- (j) Pursuant to the provisions of section 205A and 205C of the Companies Act, 1956 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, 2008 onwards are requested to make their claims to the Company or to M/s MCS Share Transfer Agent Limited, without any delay.

- (k) 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.
- (l) Member's attention is particularly drawn to the “Corporate Governance” section in respect of unclaimed and unpaid dividend.
- (m) 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.
- (n) The E-voting period commences from 9.00 a.m. on September 27th, 2015 and ends on 5.00 p.m. on September 29, 2015. 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, 2015 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.
- (o) Mr. Hiralal Bansal of M/s H L Bansal & Co. Practising Chartered Accountants (Membership No 086990) has been appointed as scrutinizer to scrutinize the voting and remote e-voting process (including the ballot paper received from the members who do not have voting access to the e-voting process) in a fair and transparent manner.
- (p) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the annual general meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make not later than three days of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.
- (q) The results will be declared at the Registered Office of the Company situated at Jagsonpal Pharmaceuticals Limited, T-210J, Shahpur Jat, New Delhi – 110049 and the resolutions will be taken as passed effectively on the date of Annual General Meeting. The said results along with Scrutinizer report shall be placed on the Company's website [www.jagsonpal.com](http://www.jagsonpal.com) and on website (NSDL) [www.nsdl.com](http://www.nsdl.com) immediately after the results is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited & BSE Limited, Mumbai where the shares of the Company are listed.
- (r) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed at the 36<sup>th</sup> Annual General Meeting of the Company scheduled to be on Wednesday September 30th, 2015.

Place : New Delhi  
Dated : 29/05/2015

By Order of the Board of Directors  
**R. K. Kapoor**  
Company Secretary



**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 6 of the accompanying Notice dated 29th May, 2015 convening the 36<sup>th</sup> Annual General Meeting of the Company scheduled for 30th September, 2015.

**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.

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, 2016.

Remuneration of Rs. 1.75 lac payable to Mr. S N Balasubramanian, Cost Auditors of the Company for the financial year ended 31 March, 2016, was recommended by the Audit Committee to the Board of Directors and subsequently, was considered and approved by the Board of Directors.

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

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

**Item No. 6**

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific section of the Companies Act, 1956 and some regulations in the existing AoA are no longer in Conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company

require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of articles.

The New AoA to be substituted in the place of the existing AoA are based on table 'F' of the Act which sets out the model Article of Association for a Company limited by shares. Shareholders attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Provisions relating to the appointment of Independent and Woman Directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving any resolution at a Shareholders meeting have been amended in accordance with the Act,
4. Provisions relating to disclosures to be made by directors at the meeting of the Board and vacation of the office by Directors have been amended in accordance with the Act,
5. Provisions relating to use of the electronic medium of communication with the Shareholders and Directors have been added.
6. Various existing articles have been aligned with the Act.
7. The provisions of the Act which permit a Company to do some acts 'if so authorized by its article' or provisions which require a Company to do acts in a prescribed manner "unless the Article otherwise provide" have been specifically included.

The Proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

The existing AoA and the proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sunday, between 11.00 a.m. to 1.00 p.m. upto and including the date of Annual General Meeting.

None of the Directors and key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the special resolution set out at the item no. 6 of the Notice.

The Board of Directors recommended the Special Resolution for your approval.

By Order of the Board of Directors

Place : New Delhi  
Dated : 29/05/2015

**R. K. Kapoor**  
Company Secretary