



JAGSONPAL PHARMACEUTICALS LIMITED

Company Identification Number : L74899DL1978PLC009181

Registered Office: T-210-J, Shahpur Jat, New Delhi-110049

Website : www.jagsonpal.com, E-mail : cs@jagsonpal.com, Ph. : 011-46109900 & 46181100, Fax No. 011-26498341

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of **JAGSONPAL PHARMACEUTICALS LIMITED**, will be held on Tuesday, the 12th April, 2016 at 10.00 a. m. at Vanita Samaj, 13, Institutional Area, Lodhi Road, New Delhi - 110003 to transact the following business:

SPECIAL BUSINESS

Item No. 1: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the fixed assets including land, Building, Plant & Machinery & other assets at Pantnagar, Uttarakhand, including the identified employees of the Company and certain identified assets of the Company which are specific to the manufacture, at a fair value which will not be lower than 1.5 times of book value of assets at Pantnagar plant of Jagsonpal Pharmaceuticals limited. Uttarakhand.

Item No.2: Approval of related party transaction under Section 188 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to the Board of Directors to enter into an agreement with the buyer Company for effecting the sale and transfer of fixed assets including land, Building, Plant & Machinery & other assets at Pantnagar, Uttarakhand, including certain identified employees of the Company and certain identified assets of the Company which are specific to the manufacture, at a fair value which will not be lower than 1.5 times of the book value of the assets at Pantnagar, plant.

"RESOLVED FURTHER that Mr. Rajpal Singh Kochhar (DIN:00059492), Managing Director and or Mr. Sanjiv Kumar Dudeja, Chief Financial Officer, be and are hereby, severally, authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions."

By order of the Board
For **JAGSONPAL PHARMACEUTICALS LIMITED**

R.K.KAPOOR

Compliance Officer Cum Company Secretary
FCS : 2219

Place : New Delhi

Date : February 17th, 2016

- (a) **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.

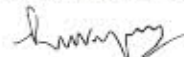
The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.

- (b) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.
- (c) 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.

- (d) Relevant documents and registers will be available for inspection by the members at the registered office of the company on the date of EGM.
- (e) 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 shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar & Transfer Agent.
- (f) Members holding share 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 the prescribed Form sh. 13 For this purpose.

By Order of the Board



R. K. KAPOOR

Compliance Officer Cum Company Secretary

FCS : 2219

Place : New Delhi

Date : 17/02/2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO.1

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land Building Plants & Machinery & other assets at Pant Nagar, Uttarakhand of the Company and identified employees of the Company and certain identified assets which are specific to the manufacture at a fair value which will not be lower than 1.5 times of book value of the assets at the Pantnagar plant of Jagsonpal Pharmaceuticals Limited, Uttarakhand.

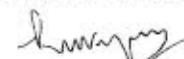
ITEM NO. 2

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds Rs. 100,00,00,000 (Rupees Hundred Crore) or 10% of the turnover, whichever is lower, to be approved by the members of the Company by way of a resolution. The said transaction of sale & transfer of fixed assets is with a related party company, Indo Phyto Chemicals Private Limited.

Accordingly, even though the proposed transaction of the sale and transfer of the Fixed assets including land, Building, Plant & Machinery & other assets at Pant Nagar, Uttarakhand of the Company, identified employees of the Company and certain identified assets which are specific to the manufacture at a fair value which will not be lower than 1.5 times of the book value of the assets at the Pantnagar, plant of Jagsonpal Pharmaceuticals Limited, Uttarakhand. Since this transaction could be construed as being outside the ordinary course of business, the approval of the members of the Company under Section 188 of the Company Act, 2013 is being sought by way of an ordinary resolution.

NOTE : None of the Directors and KMP is interested in above resolutions except Chairman & Managing Director.

By Order of the Board



R. K. KAPOOR

Compliance Officer Cum Company Secretary

FCS : 2219

Place : New Delhi

Date : 17/02/2016



JAGSONPAL PHARMACEUTICALS LIMITED

Company Identification Number : L74899DL1978PLC009181

Regd. Off. : T-210-J, Shahpur Jat, New Delhi-110049

Website : www.jagsonpal.com, E-mail : cs@jagsonpal.com, Ph. : 011-46109900 & 46181100, Fax No. 011-26498341

Folio No. / DP-ID / Client-ID :	
Name of the Members :	
Registered Address :	
Joint Holder(s)	
No. of Shares Held	

Dear Shareholder,

Sub : Voting through electronic means

In compliance with provisions of Section 108 of the companies Act, 2013 and rule 20 of the companies (Management and Administration) rules, 2014 as amended by the companies (Management and Administration) Amendment rules, 2015 and clause 35B of the Listing Agreement, Jagsonpal Pharmaceuticals Limited, ("JPPL or the company") is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra ordinary General Meeting, scheduled to be held on Tuesday, April 12, 2016 at 10.00 a.m. by electronic means and business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL)

The Company has engaged the services of National Securities Depository limited ("NSDL") as the agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E Voting Event Number)	User id	Password/pin

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on April 9th, 2016
End of remote e-voting : Up to 5.00 p.m. (IST) on April 11th, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited upon expiry of aforesaid period.

The cut off date for the purpose of remote e-voting at the Extra Ordinary General Meeting is 1st March, 2016.

This communication forms an integral part of the notice dated 17th February, 2016 for the Extra Ordinary General Meeting scheduled to be held on Tuesday the April 12th, 2016 which has been mailed to you along with the Notice and related papers of the Company A copy of the said Notice is sent herewith for your reference. Please read instructions printed overleaf before exercising the vote.

The Notice of the Extra Ordinary General Meeting and this communication are also available on the website of the Company at www.jagsonpal.com

Yours faithfully,
For JAGSONPAL PHARMACEUTICALS LIMITED

R.K. KAPOOR

Company Secretary and compliance Officer

Place : New Delhi

Date : 17th February, 2016

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B and amended (LODR) 2015 Rules of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra Ordinary general Meeting (EGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Extra Ordinary General Meeting (EGM) and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be provided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the Extra Ordinary General Meeting (EGM) may also attend the Extra Ordinary General Meeting (EGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 9th April, 2016 (9:00 am) and ends on 11th April, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th April, 2016, may cast their vote by remote e-voting. The cut-off date for sending and mailing of Physical Notices, Postal Ballot Form and E-voting is 1st March 2016. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of Extra Ordinary General Meeting and the cut-off date shall not be earlier than 7 days before the date of Extra Ordinary General Meeting

- V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "JAGSONPAL PHARMACEUTICALS LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jagsonpal.bansal@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Extra Ordinary General Meeting (EGM) for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

C. (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th April, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of Extra Ordinary General Meeting (EGM)

X. Any person, who acquires shares of the Company and become's member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th April, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact National Securities Depository Limited "NSDL" at the following toll free no.: 1800-222-990.

XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extra Ordinary General Meeting (EGM).

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

XIII. Mr. Hiralal Bansal, Chartered Accountant (Membership No. 086990) and Prop., M/s. H. L. Bansal & Co., Chartered Accountants has been appointed as the Scrutinizer to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the Extra Ordinary General Meeting (EGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by "Poling Paper" for all those members who are present at the (EGM) but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

XV. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Extra Ordinary General Meeting (EGM) a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jagsonpal.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Exchanges where the shares of the Company are listed.



FORM NO. MGT-12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) © of the Companies
[Management and Administration) rule, 2014]

Name of the Company : JAGSONPAL PHARMACEUTICALS LIMITED

Registered Office : T-210 J, Shahpur Jat,
New Delhi – 110049 (India)
E-mail : cs@jagsonpal.com

CIN : L74899DL1978PLC009181

BALLOT PAPER

S. No.	Particulars	Details
01	Name of the first named shareholder (In block letters)	
02	Postal address	
03	Registered Folio No. / Client Id No. (*applicable to Investors holding shares in dematerialized form)	
04	Class of Shares	Equity

I hereby exercise my vote in Extra Ordinary General Meeting in respect of Special Business enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S.No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
-------	----------	--------------------------	----------------------------	-----------------------------

Special Resolution

01	To transfer / dispose off / sale of the undertaking of the Company under section 180 (1) (a) of the Companies Act, 2013.			
----	--	--	--	--

Ordinary Resolution

01	Approval of related party transaction under section 188 of the Companies Act, 2013, as Chairman & Managing Director is an interested party in resolution.			
----	---	--	--	--

Place :

Date :

.....
(Signature of the Shareholders)