

JAGSONPAL PHARMACEUTICALS LIMITED**Regd. Office:** Innov8 3rd Floor, Plot No. 211, Okhla Phase-3, New Delhi - 110 020**Phone:** 0124 – 4406710**Corporate Office:** 412-415, 3rd Floor, Nimai Tower Phase – IV
Sector -18 Gurugram – 122 015 Haryana**Email:** cs@jagsonpal.com; Website: www.jagsonpal.com**CIN No.** L74899DL1978PLC009181

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting ('AGM') of the Members of **JAGSONPAL PHARMACEUTICALS LIMITED** will be held on Wednesday, September 24, 2025 at 03:30 p.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025

To receive, consider, approve and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the reports of Board of Directors and Auditors thereon.

2. Declaration of Dividend for the Financial Year ended March 31, 2025

To declare a Dividend of ₹ 2.50 (Rupees Two and Fifty Paise only) - per equity share of face value of ₹ 2.00 each for the Financial Year ended March 31, 2025 and to pass with or without modifications, the following resolution as an ordinary Resolution:

"RESOLVED THAT dividend of ₹ 2.50 per Equity share of ₹ 2/- each be and is hereby declared for the financial year ended March 31, 2025."

3. To appoint a director in place of Mr. Manish Gupta (DIN No. 06805265) who retires by rotation and being eligible, offers himself for reappointment. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution::

RESOLVED THAT Mr. Manish Gupta, (DIN:06805265) who retires by rotation be and is hereby re-appointed as director of the company."

SPECIAL BUSINESS

4. Ratification of remuneration payable to M/s. Kirit Mehta & Co. Cost Accountants, Cost Auditors of the Company for the Financial Year ending March 31, 2026

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 148 and other applicable provisions, if any, of the Companies Act, 2013

read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353), who were appointed by the Board of Directors as Cost Auditors, to audit the cost records of the Company for the financial year ending March 31, 2026, for a remuneration of ₹ 2,20,000/- p.a. (Rupees Two Lakhs and twenty thousand Only) exclusive of reimbursement of out-of-pocket expenses at actuals and excluding applicable taxes if any, incurred in connection with the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.

5. Revision in remuneration payable to Mr. Manish Gupta, Managing Director of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded to increase the salary payable to Mr. Manish Gupta- Managing Director (DIN: 06805265) from ₹ 1,00,00,000 (Rupees One Crore Only) per annum to 1,50,00,000 (Rupees One Crore and Fifty Lakhs only) from July 16, 2025 to July 15, 2027.

RESOLVED FURTHER THAT except for the revision in the aforementioned salary of Mr. Manish Gupta- Managing Director (DIN: 06805265) all other terms and conditions of appointment /Re-appointment and remuneration, including perquisites and allowances and other benefits as approved earlier by the Members w.r.t. appointment of Mr. Manish Gupta- Managing Director (DIN: 06805265) and which are not dealt with in this



Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT Mr. Manish Gupta will continue to be eligible for perquisites arising out of Employee Stock Options that has been granted to him or of further grants.

RESOLVED FURTHER THAT the Board of Directors/ Committee be and are hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the overall limit of remuneration approved by the shareholders.

RESOLVED FURTHER THAT any of the Director or KMP of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable to give effect to the above resolution."

6. Appointment of Secretarial Auditor

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

RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and regulation

24A under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the rules made thereunder, M/s Ayush Khandelwal & Associates Practicing Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the financial year 2025-2026, to conduct the secretarial audit of the Company and to issue the secretarial audit report as per the applicable provisions of the Companies Act, 2013, and other relevant laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration and other terms and conditions for the Secretarial Auditor, as may be mutually agreed upon between the Company and M/s Ayush Khandelwal & Associates, and to do all such acts, deeds, and things as may be necessary or incidental to the appointment of M/s Ayush Khandelwal & Associates as Secretarial Auditor for the term of five years."

By the Order of the Board of Directors
Jagsonpal pharmaceuticals limited

Pratham Rawal

Company Secretary & Compliance Officer
Membership No. A58517

Date: 08 August 2025
Place: Gurugram

NOTES: -

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, 46th AGM is being convened/ conducted through VC / OAVM. The Corporate Office of the Company shall be deemed to be the venue for the AGM.
2. As per Item No. 5 of this notice, approval of the shareholder is being sought for increase in remuneration of Mr. Manish Gupta. A brief resume of Mr. Manish Gupta, nature of expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanship of Board Committees, shareholding and relationship between directors interest as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 12.5 of Secretarial Standards on General meetings (SS-2), are provided in '**Annexure A**'.
3. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) attending the meeting through their authorized representatives pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company, at least 48 hours prior to the start of e-voting, scanned copies of the following documents through email cs@jagsonpal.com.
 - a) a certified copy of the Board resolution authorizing their representatives
 - b) Photograph along with ID Proof of the Representative
5. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agent ("RTA") of the Company (email id admin@mcsregistrars.com); or the Company and their respective Depository Participants.
6. The members who have not yet registered their e- mail ids with the Company may contact on (e-mail cs@ jagsonpal.com) for registering their e- mail ids on or before the cut- off date fixed for entitling the members to cast their vote i.e., **Wednesday, September 17, 2025**.
7. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
8. As per the provisions of Section 72 of the Act and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in ISR-3 or SH-14, as the case may be. The Forms can be downloaded from Company's website www. jagsonpal.com.

Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
9. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on **Friday, August 22, 2025**.
10. SEBI has mandated the submission of PAN (duly linked with Aadhar), KYC details and nomination by holders of physical securities vide master circular no SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA i.e., M/s MCS Share Transfer Agent Limited.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024 and Regulation 40 of the Listing Regulations, as amended, mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Members holding the shares in physical form are requested to dematerialise their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further SEBI vide its master circular no SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024, has mandated that listed companies shall issue the securities in dematerialised form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition of shares.



Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialised at the earliest.

12. Members are hereby informed that pursuant to Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as may be amended from time to time (IEPF Rules), dividend which is remaining unpaid/ unclaimed by shareholders for a period of seven consecutive years shall be transferred to IEPF. IEPF Rules mandate the companies to transfer the shares of members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years, to the dematerialization account of IEPF Authority. Members who have not claimed their dividend(s) so far in respect of the unclaimed dividend(s) and which is due for transfer to IEPF, are requested to write to the Company's R&T Agent, well in advance before the respective due dates. The Members whose dividend(s) and/or shares have been transferred to IEPF Authority can now claim their dividend(s) and/or shares from the IEPF Authority by following the 'Procedure to claim Refund' as detailed on the website of IEPF Authority www.iepf.gov.in/IEPF/refund.html. Unclaimed final equity dividend for the financial year 2017-18 is due for transfer to IEPF by November, 2025. Members are required to claim their unacted dividend, if any, for the financial year 2017-18.
13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
14. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Wednesday, September 17, 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
15. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members of the company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. Queries on the Annual Report and operations of the Company, if any, may please be sent to the email cs@jagsonpal.com at least ten days prior to the date of the AGM so that so as to enable the management to keep the information ready for replying at the meeting.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company at cs@jagsonpal.com for inspection of the said documents.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors in respect of the Jagsonpal Pharmaceuticals Employee Stock Option Plan 2022 prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the members during the AGM by following the steps mentioned.
"Access NSDL e-voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against the **EVEN (134816)** of the company.
20. Voting through electronic means:
 - i. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and Regulation 44 of the Listing Regulations, a member of the Company holding shares either in physical form or in dematerialized form, shall exercise his/her right to vote by electronic means (e-voting) in respect of the

resolution(s) contained in this notice. The Company has engaged NSDL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

- II. The facility of e-voting through the same portal provided by NSDL will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
- III. The remote e-Voting period commences at 09:00 A.M. (IST) **on Saturday, September 20, 2025** and ends at 05:00 P.M. (IST) on **Tuesday, September 23, 2025**. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date **Wednesday, September 17, 2025** ("Cut-off date"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person, who acquire shares and become Member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, **September 17, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if they are already registered with NSDL for remote e-voting then they can use their existing User ID and password to cast the vote.
- VI. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- VII. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be

made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- VIII. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jagsonpal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, September 20, 2025 at 09:00 A.M. and ends on Tuesday, September 23, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@jagsonpal.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at cs@jagsonpal.com between **Tuesday, 16th September, 2025 (9:00 a.m. IST) and Thursday, 18th September, 2025 (5:00 p.m. IST)**. Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company

The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

7. Members who need assistance before or during the AGM, can contact MCS Share Transfer Agent Limited on admin@mcsregistrars.com, cs@jagsonpal.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@jagsonpal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@jagsonpal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.ayush.khandelwal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.co.in
4. The Board of Directors has appointed Mr. Ayush Khandelwal, Partner, Ayush Khandelwal & Associates, Practicing Company Secretary, as 'Scrutinizer' to scrutinize the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during the AGM and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the Scrutinizer's Report and declare the result of the voting forthwith.
6. The results of voting will be declared 2 working days from conclusion of the AGM prescribed under the Listing Regulations and the result declared along with 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 declaration of result by the Chairman or a person authorised by him and the result shall also be communicated to the Stock Exchange. Subject to receipt of requisite number of



votes, the resolutions shall be deemed to be passed at the AGM scheduled to be held on September 18, 2024.

7. Dividend related information

- a) Final dividend for the financial year ended March 31, 2025, if approved by the members at the ensuing AGM, will be paid within 30 days from date of AGM to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. Friday, **September 12, 2025**.
- b) Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.
- c) Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.
- d) In case the Company's dividend banker is unable to process the final dividend to any member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such Member by post.

8. TDS on dividend

- a) As per the Income-tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- b) Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/ RTA, by sending documents through email by **September 12, 2025**. For the detailed process, please visit the website of the Company www.jagsonpal.com and also refer to the email communication being sent to Members in this regard.
- c) The resident and non-resident shareholders should send the scanned copies of the requisite documents to cs@jagsonpal.com **on or before September 12, 2025** to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable. The resident individual shareholders also have an option to upload the exemption documents directly.
- d) Members are requested to note that in case the tax on dividend is deducted at a higher rate in absence

of receipt of the requisite details/ documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

- e) Pursuant to SEBI Master Circular dated May 07, 2024 issued to the Registrar and Transfer Agents and SEBI Circular dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid in electronic mode only and if the folio is KYC Compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can viewed at www.sebi.gov.in/sebi_data/faqfiles/sep2024/1727418250017.pdf. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://www.jagsonpal.com/investor-relations/shareholders-information/>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the Company/ RTA. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

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

As required by Section 102(1) of the Companies Act, 2013 ('Act'), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4, 5 and 6 of the accompanying notice:

Item No. 4: Remuneration of Cost Auditor

The Board of Directors of the Company has appointed M/s. Kirit Mehta & Co. Cost Accountants as Cost Auditors of the Company to for the financial year ending March 31, 2026. Remuneration of ₹ 2,20,000 p.a. shall be payable to M/s. Kirit Mehta & Co. Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2026, which 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.

In this regard, the proposal is being placed before the members for the approval.

The Board of Directors recommends the resolution as set out in Item No. 4 for the approval of the members by way of ordinary resolution.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, if any, in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

Item No. 5: Remuneration to Mr. Manish Gupta

The Company had appointed Mr. Manish Gupta as Managing Director (DIN: 06805265) of the Company for a period of five years from July 16, 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors upon recommendation from the Nomination and Remuneration Committee at their meeting held on August 08, 2025 approved the increase in remuneration payable to Mr. Manish Gupta - Managing Director (DIN : 06805265) w.e.f 16 July, 2025 from ₹ 1,00,00,000/- p.a. (Rupees One Crore Only) to ₹ 1,50,00,000 p.a. (Rupees One Crore and Fifty Lakhs Only) subject to approval of members in ensuing general meeting.

Mr. Manish Gupta shall be entitled to perquisites arising from the exercise of stock options granted under any existing or future Employee Stock Option Plan (ESOP) of the Company. The value of such perquisites shall be determined in accordance with applicable provisions of the Income-tax Act, 1961 and the relevant rules framed thereunder, and shall be in addition to the salary and other allowances payable to the Managing Director.

In the absence or inadequacy of profits in any financial year during his tenure as Managing Director, the Company shall pay to Mr. Manish Gupta (DIN: 06805265) the above remuneration as the Minimum remuneration.

I. GENERAL INFORMATION

- Nature of Industry: The Company is engaged in the business of pharmaceuticals industry with gynaecology and Orthopaedics as its focus segments and diligently built presence in major therapeutic sub- segments .
- Date or expected date of commencement of commercial production: Not applicable (Company is an existing Company)
- In case of new companies, expected date of commencement of activities as per project approved by -financial institutions appearing in the prospectus: Not applicable
- Financial Performance based on given indicators.

(₹ In Millions)

Particulars	Standalone Results	
	FY 2024-25	FY 2023-24
Total Income	2769.06	2179.81
Profit/(Loss) after Tax	553.61	224.63
Paid-up Share Capital	132.8	132.19
Reserves and Surplus	1906.5	1459.93
Dividend (%)	125%*	100%

*The Dividend payable for FY 2024-25 is subject to the approval of shareholders

- Foreign Investments and Collaborations, If any: : The foreign holdings (FDI and FPI) in the Company

is 45.23% of the Paid-up Share Capital of the Company as on March 31, 2025. The Company does not have any Foreign Collaborations.

II. INFORMATION ABOUT THE APPOINTEE

- Background details: Mr. Manish Gupta has a well-established track record of successfully leading and managing businesses across the globe. He is having rich experience in Pharmaceutical Sector. He has been a backbone of the company for identifying, negotiating and implementing new business opportunities. He has played an extremely crucial role in re-shaping the Company from FY 22.

Detailed profile of Mr. Manish Gupta is given under **Annexure A**.

- Past Remuneration: Mr. Manish Gupta was appointed as the Managing Director of the Company with effect from July 16, 2022 for a period upto July 15, 2027. The remuneration paid to Mr. Manish Gupta for FY2024-25 was ₹ 1 Crores exclusive of the benefit arising out of exercise of ESOP amounting to ₹ 1.39 Crores.
- Job profile and his suitability: Mr. Manish Gupta, (DIN: 06805265) Managing Director of the Company has been appointed by the Company from 16 July, 2022 till 15th July, 2027 at the Annual General Meeting held on 14th September, 2022 at the such remuneration and terms & conditions mentioned in the Notice of AGM dated 9th August, 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Manish Gupta should be available to the Company.
- Remuneration proposed: As set out in Item No. 5 of this AGM notice. The increased remuneration is effective from July 16, 2025.
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of his origin): The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package for top-level managerial persons having comparative qualifications and experience.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: None

None of the Directors and Key Managerial Personnel of the Company except Mr. Manish Gupta and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.



Item No. 6: Appointment of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries as Secretarial Auditor

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Ayush Khandelwal of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The remuneration for the Secretarial Audit will be decided by the Board of Directors or its committee in consultation with M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries.

Pursuant to Regulation 36(5) of the SEBI Listing Regulations as amended, the credentials and terms of appointment of

Ayush Khandelwal of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries are as under:

Profile:

M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by Mr. Ayush Khandelwal, who is a distinguished professional in the field of corporate governance and compliance. Their expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has strong professional credentials who align with its core values of character, competence, and commitment. M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

Terms of appointment:

M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries Practicing Company Secretaries is proposed to be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years from 2025-26 to 2029-30. The proposed fees payable to M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, is ₹ 0.60 lakhs (Rupees Sixty thousand Only) for the Financial Year 2025-26 excluding certification fees, applicable taxes, reimbursements and other outlays.

The fees for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

The Board recommends passing of the Ordinary Resolution, as set out in item 6 of this Notice, for your approval.

None of the Directors, Key Managerial Personnel, or their relatives, are in any manner, financially or otherwise, concerned or interested in the Resolution set out at Item No. 6.

Annexure A

Relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, is as given under:

Details of Mr. Manish Gupta, Managing Director of the Company:

Name of the Director	Mr. Manish Gupta
DIN	06805265
Age	58 years
Nationality	Indian
Date of first appointment on the Board	July 16, 2022
Brief resume, Qualification(s), Experience and Nature of expertise in specific function	Manish has over 30 years of corporate experience with over half of them in leading and managing businesses across the globe. His previous stint was with SeQuent Scientific as the CEO and Managing Director for 8+ years. Previously, he has been the CEO – Pharma Business for Strides Pharma Science for 4 years. Earlier, he was associated with Wockhardt for 12 years in various capacities, his last role being the Managing Director of Pinewood Healthcare, Ireland, and CEO of Radiant Research, a CRO in USA. Manish led SeQuent since 2014 and played a significant role in transforming the Company into India's largest and amongst 'Top 20' global animal health companies with operations in India, Turkey, Brazil and the EU. He undertook a series of structural moves including inorganic initiatives with emphasis on consolidating market presence, entering new markets and strengthening customer-centricity. The company was acquired by The Carlyle Group, a leading global private equity investor in their first control transaction in India. Over years, he has been responsible for over 25+ M&A transactions across the globe with a collective Enterprise value in excess of \$ 3bn. Manish has done bachelor's in mechanical engineering, followed by an MBA from S P Jain Institute of Management and Research.
Terms and conditions of appointment or Reappointment	Mr. Manish Gupta's current tenure is for a period of 5 years upto July 15, 2027
Details of remuneration sought to be paid and remuneration last drawn	As stated in the resolution and explanatory Statement
Shareholding in Jagsonpal Pharmaceuticals Limited as at the date of notice	17,11,512 Equity Shares constituting 2.57% of paid up equity capital of the Company
Relationship with other directors, Managers and Key Managerial Personnel of the Company	N.A.
Number of Board & Committee Meetings attended during the FY 2024-25	Board Meetings: 8 out of 8 Stakeholders Relationship Committee: 1 out of 1 Corporate Social Responsibility Committee: 1 out of 1
Membership/Chairmanship of the Committees of Jagsonpal Pharmaceuticals Limited	Member –Stakeholders Relationship Committee Corporate Social Responsibility Committee
Details of Directorship	1. Jagsonpal Pharmaceuticals Limited (Listed) 2. Solara Active Pharma Sciences Ltd (Listed) 3. Synthix Global Pharma Solutions Ltd