

04.09.2019

To

The General Manager
Corporate Service Department
BSE Limited, PJ Towers, Dalal Street, Fort
Mumbai-400001, India

Scrip Code: 530711

SUB: Intimation of Book Closure and Notice of the 27th Annual General Meeting.

Dear Sir/ Madam,

This is to inform you that the 27th Annual General Meeting of the Company will be convened at registered office at Narela Piao Manihari Road, Kundli, District- Sonipat-131028, Haryana on Monday, 30th September, 2019 at 10.00 A.M.

Pursuant to the provision of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from **Tuesday, 24th September, 2019 to Monday 30th September, 2019 (both days inclusive)** for the purpose of 27th Annual General Meeting of the Company.

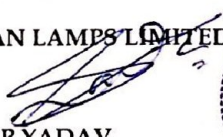
Symbol	Type of Security	Book Closure (Both Days inclusive)		Cut-off Date (for eligibility to vote)	Purpose
		From	To		
BSE: 530711	Equity Shares	24.09.2019	30.09.2019	23.09.2019	27 th Annual General Meeting

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on 23rd September, 2019 (Cut- off date for eligibility to vote) shall be entitled to vote by electronic means or through ballot paper at venue of the Annual General Meeting. The remote e-voting period shall start on **Friday, 27th September, 2019 at 09:00 A.M. (IST) and ends on Sunday, 29th September, 2019 at 05:00 P.M. (IST).**

The above is for your information and record. You are requested to please acknowledge and display the same on the website of the Stock Exchange and oblige.

Thanking You.

For JAGAN LAMPS LIMITED

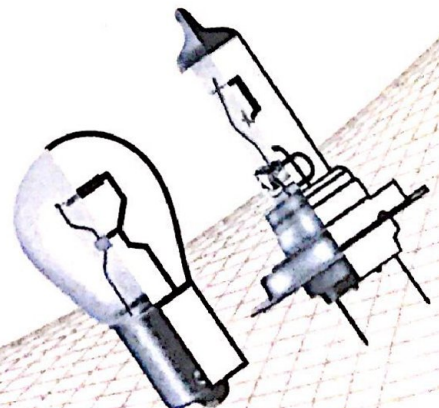

SANDEEP YADAV
COMPANY SECRETARY



Encl.: a/a

JAGAN LAMPS LTD.

Narela Piao Manihari Road, Kundli, Distt - Sonipat, Haryana-131028 (INDIA)
Tel : 8814805077
E-mail : sales@jaganlamps.com, jagansalesautobulbs@gmail.com
Website : www.jaganlamps.com
CIN : L31501HR1993PLCO33993



NOTICE OF THE 27th (TWENTY SEVENTH) ANNUAL GENERAL MEETING

Notice is hereby given that the **27th Annual General Meeting** of the Members of **JAGAN LAMPS LIMITED** will be held on **Monday the 30th day of September, 2019 at 10:00 A.M** at the registered office of the company at Narela Piao Manihari Road, Kundli-131028, District- Sonipat, Haryana to transact the following business(s):-

ORDINARY BUSINESS:

(1) Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standard for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

(2) Appointment of Ms. Shikha Gupta (DIN: 01837341) as a Director liable to retire by rotation:

To appoint a Director in place of Ms. Shikha Gupta (DIN: 01837341), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

(3) Appointment of Statutory Auditors to fill casual vacancy:

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

"RESOLVED that pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or reenactment thereof, the appointment of **M/s. K A S G & CO., Chartered Accountants, Delhi (ICAI Registration No : FRN 002228C)**, as Statutory Auditors of the Company, by the Board of Directors at their meeting held on 02.08.2019, to fill the casual vacancy caused by the resignation of M/s. Serva Associates, Chartered Accountants, New Delhi (ICAI Firm Regn. No. 000272N), from 02.08.2019 to the conclusion of this 27TH Annual General Meeting, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors, be and are hereby approved."

ORDINARY BUSINESS:

(4) Appointment of Statutory Auditors :

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment,

modification, variation or reenactment thereof, **M/s. K A S G & CO., Chartered Accountants, Delhi (ICAI Registration No : FRN 002228C)**, be appointed as Statutory Auditors **for a term of 5 years, from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2024**, at consolidated remuneration of Rs. 2,15,000/- (Rupees Two Lacs and Fifteen Thousand) to conduct the audit for the financial year 2019-20 and onwards."

"RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) and / or any Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

(5) Increase in remuneration of Mr. Ashish Aggarwal, Managing Director:

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 sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee & the Board of Directors , approval of the Shareholders of the Company be and is hereby accorded to the increase the remuneration of Mr. Ashish Aggarwal, Chairman and Managing Director (DIN: 01837337) from Rs. 12,01,800/- p.a. to Rs.32,70,000/- p.a. w.e.f. 1st April, 2019 and upto 28th September, 2020."

(6) Appointment of Ms. Rekha Aggarwal (DIN: 07887630) as a Director:

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mrs. Rekha Aggarwal (DIN: 07887630)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company with effect from 13.08.2019 and who holds office as such up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation."

“RESOLVED FURTHER that Mr. Ashish Aggarwal, Managing Director of the Company be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms/applications with Ministry of Corporate Affairs, Government of India, as may be required from time to time.”

(7) Alteration of the Objects and Liability Clause of the Memorandum of Association of the Company:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, permissions, terms conditions, amendments and sanctions, as and to the extent necessary or suggested, by the Registrar of Companies, appropriate authorities, institutions, departments or bodies as the case may be, the approval of the Members of the Company be and is hereby accorded for effecting the following alterations in the Memorandum of Association (the “MOA”) of the Company:-

- (1) Substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of the Company in following manner:

Clause III (A): “The Objects to be pursued by the Company on its incorporation are:”

Clause III (B): “Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”

- (2) Clause III (A) of the Memorandum of Association of Company be altered **by inserting** following sub-clauses (3) to (6) after sub-clause (2):
3. To carry on the business of manufacturers of and dealers & automobile parts, accessories, ancillaries, stores & spares and to engineer, develop, design, assemble manufacture, produce, import and export, buy, sell & otherwise deal in Tractors , cars, motorbikes, cycles mopeds, electric vehicles petroleum and petroleum products, glass and glass products, industrial, mining, agriculture and other machines and all types of tools, plants, equipments instruments, appliances and hardware of all Kinds, general fitting, accessories and appliances of all description made of metal, alloy, glass, synthetic and such other fibres, chemical and PVC compounds, plastics or any other such material related thereto.
 4. To carry on the business of act as broker for insurance, Vehicle finance, Vehicle registration & other related activities.
 5. To carry on the business of manufacturers of and dealers of & import & export, buy, sell & otherwise deal in mobile phones, parts, accessories, ancillaries, stores & spares and mobile chargers etc.

6. To carry on the business of manufacturers of and dealers of & import & export, buy, sell & otherwise deal in all kinds of Automotive Bulbs, Halogen Bulbs, Signalling Bulbs, LED lamps their parts, components, raw materials, accessories etc.

(3) Clause III (B) of the Memorandum of Association of Company be altered **by substituting** sub-clauses (6), (14), (22), (28) and (31) with the following sub-clauses:

6. Subject to the provisions of Companies Act, to sell, exchange, mortgage, royalty or contribute, grant licences, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.

14. Subject to the applicable provisions of the Act and the Regulation made thereunder and the directions issued by the reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of the debentures or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person of Company, of and obligation undertaken by the Company.

22. Subject to the provisions of applicable law(s), to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or company or companies carrying on or engaged in the business of the Company.

28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of the Act.

31. Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie or otherwise any property of the Company, or any proceeds of sales or disposal of any property of the Company, in the event of its winding up, but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by law.

“RESOLVED FURTHER THAT the Clause III (c) of the existing Memorandum of Association of Company pertaining to “the other Objects” be deleted completely from (1) to (41) in compliance of Companies Act, 2013.”

“RESOLVED FURTHER THAT the Clause IV of existing Memorandum of Association of the Company be and is hereby substituted with the following Clause IV:

“IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED FURTHER THAT the words ‘Companies Act, 1956’ in the existing MOA, if anywhere, shall be substituted with the words ‘Companies Act, 2013’, wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding sections of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Ashish Aggarwal, Managing Director, Ms. Rekha Aggarwal, Director and Mr. Sandeep Yadav, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the company to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or any other concerned/ relevant authority and to delegate all or any of powers conferred herein as they may deem fit without requiring the Board to secure and further consent or approval of the shareholders of the Company.”

(8) Adoption of new set of Articles of Association of the Company containing regulations in conformity with 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 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) 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 in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Ashish Aggarwal, Managing Director, Ms. Rekha Aggarwal, Director and Mr. Sandeep Yadav, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the company to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or any other concerned/ relevant authority and to delegate all or any of powers conferred herein as they may deem fit without requiring the Board to secure and further consent or approval of the shareholders of the Company.”

Registered Office
Narela Piao Manihari Road
District-Sonipat-131028
Haryana
India

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 27.08.2019
Place: Kundli (Haryana)

Ashish Aggarwal
Managing Director
DIN: 01837337

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
- 3) Corporate Members (if any) intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 4) In terms of the provisions of the Companies Act, 2013 and Listing Agreement with the BSE Ltd. where the shares of the Company are listed the [Register of the Members and Share Transfer Books of the Company will remain closed from 24th day of September, 2019 to 30th day of September, 2019 \(both days inclusive\).](#)
- 5) Members holding shares in Demat form are requested to intimate any change in their address and or bank mandate immediately to their Depository Participants and members holding shares in physical form are requested to intimate any change of address and/or bank mandate to [Mas Services Limited](#).

Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 instructed the companies / RTAs to collect copy of PAN, and bank account details of all securities holders holding

securities in physical form. Also, with effect from May 20, 2018, the details like name of the bank, account number, MICR No., etc are mandatory for revalidation/ re-issue of dividend warrants. For further details, shareholders may contact our RTAs.

- 6) Details as required in Regulation 36(3) of the SEBI LODR, Regulations, 2015 and the Secretarial Standrad-2 "General Meeting" issued by the ICSI in respect of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting are enclosed as [Annexure-1](#) with this Notice.
- 8) The notice of the Annual General Meeting along with Annual Report 2018-19 will be sent to those members/ beneficial owners whose name appear in the register of Members/ list of beneficiaries received from the Registrar & Transfer Agent as on 23.08.2019. Shareholders are requested to update their Email IDS with their depository participants which will be used for the purpose of sending the official communications through Email.

Any person, who acquires shares of the Company and becomes the member of the company after dispatch of the Annual Report and holding shares as on the [cut-off date \(i.e 23.09.2019\)](#), may contact to [Mas Services Limited](#) (RTAs) or email to cs@jaganlamps.com and obtain copy of the Annual Report.

- 9) In case of Joint Holders, if more than one Holder intends to attend the meeting, they must obtain addition admission slip on request from the registered office of the Company. Only such Joint Holder who is higher in the order of names will be entitled to vote.
- 10) All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during normal business hours on working days except Saturday & Sunday up to the date of the Annual General Meeting.
- 11) Members may please note that Securities and Exchange Board of India ("SEBI") has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) as well as transferor(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) deletion of name of the deceased shareholder(s), (ii) transmission of shares to the legal heir(s) and (iii) transposition of shares. SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated 8th June, 2018 and mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 01.04.2019. Therefore, members are advised to dematerialize their physical shares.
- 12) No Gift(s) shall be distributed at the ensuing 27th Annual General Meeting of the Company.
- 13) The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of

the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip along with a valid identity proof such as the PAN card/passport/Aadhar card etc. at the Registration Counter at the AGM.

14. 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, the Company is pleased to provide to its members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business contained herein may be transacted through e-voting Services provided by NSDL:

The instructions for shareholders voting electronically are as under: The voting period begins on Friday, 27th September, 2019 at 09:00 AM (IST) and ends on Sunday, 29th September, 2019 at 05:00 PM (IST). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ("record date") of 23rd day of September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

PROCEDURE FOR E-VOTING

The procedure and instructions for e-voting as given in the Notice of the 27th Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. "JLL-remote E-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password 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.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Jagan lamps Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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 jaspreehdhawan@gmail.com with a copy marked to evoting@nsdl.co.in & cs@jaganlamps.com

- II. In case of Members receiving Physical copy of Notice of 27th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - A. 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.
 - B. 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.
 - C. 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).
 - D. 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 **23rd September, 2019**.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd September, 2019**, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited at info@masserv.com
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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - G. 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 AGM through ballot paper.
 - H. Mr. Jaspreet Singh Dhawan Practicing Company Secretary (Membership No. FCS-9372 & CP No. 8545), Proprietor, M/s. Jaspreet Dhawan & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - J. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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.
 - K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jaganlamps.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

Registered Office
Narela Piao Manihari Road
District-Sonipat-131028
Haryana
India

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 27.08.2019
Place: Kundli (Haryana)

Ashish Aggarwal
Managing Director
DIN: 01837337

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3 & 4

As per the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, subject to the approval of the shareholders of the company within three months of the recommendation of the Board and said auditor shall hold office till the conclusion of the next Annual General Meeting.

M/s Serva Associates, Chartered Accountants, New Delhi, (ICAI Registration No. 000272N), due to their expiring of Peer Review Certificate of firm consequent to which they are unable to continue as Statutory Auditors of the company, resigned with effect from 01.08.2019. Board of Directors at their meeting held on 02.08.2019 appointed M/s K A S G & CO., Chartered Accountants, New Delhi (ICAI Registration No: FRN 002228C) as statutory auditors, in place of casual vacancy caused due to the resignation of M/s Serva Associates, from 02.08.2019 to the conclusion of this 27th Annual General Meeting, subject to the approval of shareholders.

The Board of Directors recommend the appointment of M/s K A S G & CO., Chartered Accountants, Delhi (ICAI Registration No: FRN 002228C) as statutory auditors for a term of 5 years, from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2024. On the recommendation of the Committee, the Board also recommended for the approval of the members the remuneration of M/s K A S G & Co. Chartered Accountants for the financial year 2019-20 as set out in the resolution relating to their appointment.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise in the resolution. The Board recommends the [Ordinary Resolution](#) set out at Item No. 3 & 4 of the Notice for your approval.

Item No. 5

Mr. Ashish Aggarwal was appointed as Managing Director of the Company in the Annual General meeting dated 29.09.2017 for a period of 5 years i.e. 29.09.2017 to 28.09.2022 and the remuneration

of Mr. Ashish Aggarwal was fixed as Rs. 32,70,000/- p.a. but Mr. Ashish Aggarwal at his own will was drawing lesser salary of Rs. 12,01,800/- p.a.

However Mr. Ashish Aggarwal has asked the Board to resume the salary of Rs. 32,70,000/- from April 2019 onwards and after considering the contribution of Mr. Ashish Aggarwal and the progress made by the Company under his leadership and guidance and as per the recommendation of the nomination and remuneration Committee, the Board at its meeting held on 3rd April, 2019 resumes the remuneration of Mr. Ashish Aggarwal from Rs. 12,01,800/- p.a. to Rs. 32,70,000/- p.a. w.e.f. 01.04.2019 and upto 28.09.2020.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Ashish Aggarwal as decided by the Board is required to be approved by the members at their Annual General Meeting due to inadequacy of profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a continuous period of 30 days in the preceding financial year and in current financial year.

The Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. General information:			
1	Nature of industry:	Jagan Lamps Limited is engaged in the business of manufacturing of halozen bulbs and autobulbs since 1994.	
2	Date or expected date of commencement of commercial production	Not Applicable	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicator	Particulars	For the year ended 31.03.2019 Amount (Rs. In Lac)
		Revenue from operations	1971.87
		Profit/Loss before Tax	125.24
		Tax Expenses	28.52
		Profit/Loss after Tax	96.72
5	Foreign Investments or collaborations, if any,	Not Applicable	
II. Information about Mr. Ashish Aggarwal			
1	Background details	Mr. Ashish Aggarwal, B.Tech Chemical Engineering is well versed with technical and commercial operations and practices. He is one of the core promoters of the Company. He has been looking after the corporate administration, corporate image and relationships, events and management. He has an expensive background and experience in legal & finance, international business relations and production.	

		He has experience in the aforesaid fields for more than 24 years.
2	Past Remuneration	Rs. 12,01,800/- p.a.
3	Recognition or awards	Nil
4	Job Profile and his suitability	Mr. Ashish Aggarwal is Managing Director of the Company and plays major roles in day to day affairs of the Company.
5	Remuneration proposed	Remuneration increased from Rs. 12,01,800/- p.a. to Rs. 32,70,000/- p.a.
6	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 her origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company. Proposed remuneration is commensurate with industry standards and board level positions held in similar sized and similarly positioned business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashish Aggarwal has no pecuniary relationship directly or indirectly with the Company except: <ol style="list-style-type: none"> 1. Remuneration 2. Shareholding 3. Rent paid to him by Jagan Lamps Limited under related party transaction duly approved by the Board of Directors of the Company.
III. Other Information		
1	Reasons of loss or inadequate profits	The Company has continuously shown growth over the years. The change in technology has also adversely impacted the turnover and profitability of the Company.
2	Steps taken or proposed to be taken for improvement	The Company has taken necessary steps to improve the profitability by reducing the cost and improving performance and margins. The Company has also embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.
IV	Disclosure related to corporate Governance	NA

Except Mr. Ashish Aggarwal & Ms. Shikha Gupta being sister, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution. Your Board recommends the said resolution, as [Ordinary Resolution](#), for your approval.

Item No. 6

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on 13.08.2019 had appointed [Mrs. Rekha Aggarwal \(DIN:07887630\)](#) as an Additional Director (Non – Executive) on the Board of Company to hold office till the next Annual General Meeting of the Company and therefore, her office is liable to be vacated at this Annual General Meeting.

The Company has received from the director (i) consent to act as Director, and (ii) declaration that she is not disqualified from being appointed as a Director of the Company.

The Company has received a notice, in writing, from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of [Mrs. Rekha Aggarwal \(DIN:07887630\)](#) as a Director of the Company.

The terms and conditions of appointment of the above Director & related documents shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working days, excluding Saturday & Sunday, up to the date of declaration of the results of the 27th Annual General Meeting of the Company. The disclosures prescribed under the LODR Regulation, 2015 and Secretarial Standard on General Meetings issued by the ICSI ("SS-2") are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Mr. Ashish Aggarwal, Managing Director and Mrs. Rekha Aggarwal are related being Husband & wife. Except Mr. Ashish Aggarwal, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution. Your Board recommends the said resolution, as **Ordinary Resolution**, for your approval.

Item No. 7

The Board of Directors of the Company in their meeting held on 27.08.2019 approved amendment in Clause III (Object Clause) and Clause IV (Liability Clause) of the existing Memorandum of Association ("MOA") of the Company in the manner as set out in the special resolution at Item No. 7 of this Notice to align the existing Object & Liability Clause of the MOA of the Company as per the provisions of the Companies Act, 2013 and also to align Object Clause in line with the proposed future business operations of the Company.

The Liability Clause of the MOA is being replaced in consonance with the requirements of the Companies Act, 2013 to clarify, that the liability of the members is limited to the amount, unpaid on the shares.

Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object & Liability Clause of the MOA of the Company requires the approval of the members by means of a **Special Resolution**.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members at the

Registered Office of the Company during normal business hours on all working days except Saturday & Sunday, up to the date of declaration of the results of the 27th Annual General Meeting of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 7 for approval of the members as a [Special Resolution](#).

[Item No. 8](#)

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. On 12 September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during normal business hours on all working days except Saturday & Sunday, up to the date of declaration of the results of the 27th Annual General Meeting of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 8 for approval of the members as a [Special Resolution](#).

Registered Office
Narela Piao Manihari Road
District-Sonipat-131028
Haryana
India

By order of the Board
[For Jagan Lamps Ltd.](#)

Sd/-

Dated: 27.08.2019
Place: Kundli (Haryana)

[Ashish Aggarwal](#)
Managing Director
DIN: 01837337

Detail of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting of the Company. (Pursuant to Section 102 of the Companies Act, 2013 and the LODR, Regulations, 2015)

S.No	Details of Director	Name of Director
1	Name of the Director	Mrs. Shikha Gupta
a	Qualification & Experience	Mrs. Shikha Gupta born in 1977 and holds degree in B.Com From Delhi University. Mrs. Shikha Gupta has got more than 10 years of extensive work experience in Finance, Legal & International Business.
b	Terms & Conditions of appointment and re-appointment	Appointment as Non-executive Director of the Company w.e.f. 31.12.2005.
c	Last Drawn remuneration detail along with remuneration sought to be paid	Nil
d	List of outside directorship held excluding alternate directorship	1. Vijay Prakash Aeromarine Metals Pvt. Ltd. 2. Bhaiji Jeeji Welfare foundation.
e	Date of First appointment on the Board	31.12.2005
f	Shareholding in the Company as on 31.03.2019	28,700 Equity Shares
g	Relationship with other Directors/KMP of the Company	Mrs. Shikha Gupta is sister of Mr. Ashish Aggarwal
h	Membership / Chairmanship of committees of other Board as on March, 2019	-
i	No. of Meetings of the Board attended during the year	10
2	Name of the Director	Mrs. Rekha Aggarwal
a	Qualification & Experience	Ms. Rekha Aggarwal is commerce graduate and overall experience of more than 10 years in areas of Financial Planning & Management, Accounts, Taxation and internal audit etc.
b	Terms & Conditions of appointment and re-appointment	Appointment as a Non-Executive Director w.e.f.13.08.2019.
c	Last Drawn remuneration detail along with remuneration sought to be paid	As a Non-Executive Director, She is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as

		may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013.
d	List of outside directorship held excluding alternate directorship	1 Jagan Automotives Pvt. Ltd. 2. Anvi Buildmart Pvt. Ltd.
e	Date of First appointment on the Board	13.08.2019
f	Shareholding in the Company as on 31.03.2019	4,80,766
g	Relationship with other Directors/KMP of the Company	Mrs. Rekha Aggarwal is wife of Mr. Ashish Aggarwal, Managing Director of the Company
h	Membership / Chairmanship of committees of other Board as on March, 2019	NA
i	No. of Meetings of the Board attended during the year (2018-19)	Not Applicable

Registered Office
Narela Piao Manihari Road
District-Sonipat-131028
Haryana
India

Dated: 27.08.2019
Place: Kundli (Haryana)

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Ashish Aggarwal
Managing Director
DIN: 01837337

ROUTE MAP TO THE VENUE OF AGM

