

13.09.2021

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

Scrip Code: 530711

SUB: Intimation of revised Notice of the 29th Annual General Meeting.

Dear Sir/ Madam,

In continuation of our intimation dated 04.09.2021, this is to inform you that the 29th Annual General Meeting of the Company will be held on Wednesday the 29th day of September, 2021 at 01:00 P.M IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Based on the inputs received from BSE Limited in respect of price of the proposed preferential issue of securities, the Board of Directors of the Company, vide resolution passed through circulation on 07.09.2021, approved the revised notice of the Annual General Meeting of the Company. Please find enclosed herewith the revised Notice of the 29th Annual General Meeting. The revised Notice of 29th AGM along with Annual Report for the Financial Year 2020-21 has already dispatched to the shareholders and uploaded at BSE website on 07.09.2021.

All other contents of intimation dated 04.09.2021 remains unchanged and the same are as under:

Pursuant to the provision of Section 91 of the Companies Act, 2013 and Regulation 30 read with Part A (Para A) of Schedule III 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 Thursday, 23rd September, 2021 to Wednesday 29th September, 2021 (both days inclusive) for the purpose of payment of Final Dividend and 29th Annual General Meeting, subject to TDS, if approved by the shareholders at the ensuing Annual General Meeting from:

Symbol	Type of Security	Book Closure (Both Days inclusive)		Cut- off Date /Record Date	Purpose
		From	To		
BSE: 530711	Equity Shares of Rs. 10/- each	23.09.2021	29.09.2021	22.09.2021	Payment of Dividend and 29 th AGM

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on 22nd September, 2021 (Cut- off date for eligibility to vote) shall be entitled to vote by electronic means before & at the Annual General Meeting. The remote e-voting period shall start on Sunday, 26th September, 2021 at 09:00 A.M. (IST) and ends on Tuesday, 28th September, 2021 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

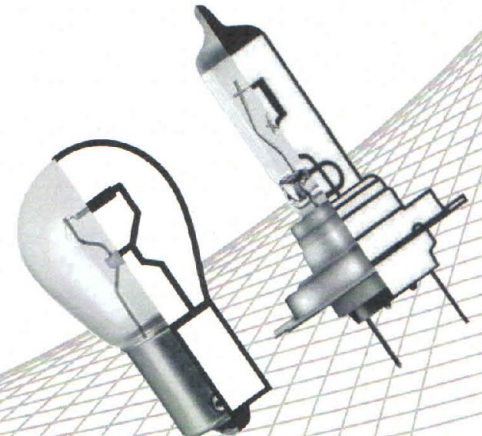
For Jagan Lamps Limited

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



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Lighting on the move...

NOTICE OF THE 29th (TWENTY NINTH) ANNUAL GENERAL MEETING

Notice is hereby given that the **29th Annual General Meeting** of the Members of **JAGAN LAMPS LIMITED** will be held on **Wednesday the 29th day of September, 2021 at 01:00 P.M IST** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM) 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 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

(2) To declare the Final Dividend for the financial year ended March 31, 2021:

To declare the Final Dividend of Rs. 1/- (10%) per equity share of face value of Rs. 10/- each for the financial year ended 31st March, 2021.

(3) Appointment of Ms. Rekha Aggarwal (DIN: 07887630) as a Director liable to retire by rotation:

To appoint a Director in place of Ms. Rekha Aggarwal (DIN: 07887630), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

(4) Appointment of Ms. Shweta Nathani (DIN: 09156909) as an Independent Director in terms of section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015:

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

"RESOLVED that **Ms. Shweta Nathani (DIN: 09156909)**, who was appointed by the Board of Directors as an Additional Independent Director of the Company effective **May 3rd, 2021** and who holds office 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 a Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, **Ms. Shweta Nathani (DIN: 09156909)**, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, **not liable to retire by rotation**, for a term of 5 (five) years commencing **May 3rd, 2021 through May 3rd, 2026.**"

“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.”

(5) Appointment of Mr. Raghav Aggarwal (DIN: 09131499) 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), **Mr. Raghav Aggarwal (DIN: 09131499)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company with effect from 03.05.2021 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.”

(6) To approve issue of equity shares of the Company on preferential basis to M/s Jagan Automotives Private Limited, Promoter Entity in terms of the Companies Act, 2013 and the ICDR Regulations:

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

“RESOLVED that pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreement and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not

limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, MCA, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws, for an aggregate consideration **not exceeding Rs.1,40,30,000/- (Rupees One Crore Forty Lakh Thirty Thousand only) to M/s Jagan Automotives Private Limited, Promoter Entity** (hereinafter referred to as the "Proposed Allottee"), in one or more tranches, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

"RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the equity shares being allotted to the Proposed Allottee, on a preferential basis, i.e. **30th August, 2021** being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue."

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank paripassu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottee, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in

the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilization of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

(7) To approve issue of compulsorily convertible debentures (CCDs) of the Company on preferential basis to Mr. Ashish Aggarwal, Promoter in terms of the Companies Act, 2013 and the ICDR Regulations:

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 Sections 23(1)(b), 42, 62(1)(c), Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreement and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, MCA, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialized form, 73,000 (Seventy Three Thousand) unsecured compulsorily convertible debentures (hereinafter referred to as the “CCDs”) of the Company having a face value of Rs.100/- (Rupees Hundred Only) each for **cash at par aggregating to Rs.73,00,000/- (Rupees Seventy Three Lakh Only) to Mr. Ashish Aggarwal, Promoter** of the Company (hereinafter referred to as the “Proposed Allottee”), in one or more tranches by way of a

preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

“RESOLVED FURTHER THAT the CCDs be offered and issued on the following terms and conditions:

1. **Face Value:** Each CCD shall have a face value of Rs.100/- (Rupees One hundred Only).
2. **Form:** The CCDs shall be allotted in dematerialized form and shall be rupee denominated, unsecured, unlisted, unrated, compulsorily convertible and subject to the provisions of the Companies Act, 2013, the ICDR Regulations and the Memorandum and Articles of Association of the Company.
3. **Conversion Ratio / Other Conversion Terms:** The CCD shall be convertible into **1,38,783** equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each. The conversion of CCDs shall be at the option of the Proposed Allottee during the period of 18 months from the date of allotment, and if such option is not exercised, the CCDs shall compulsorily and mandatorily convert into equity shares of the Company, on the last day of the period of 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price determined with reference to the **Relevant Date, i.e. 30th August 2021**, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue in accordance with the ICDR Regulations.
4. **Interest:** The CCDs shall carry 'NIL' interest.
5. **Voting:** The CCDs shall not carry any voting rights.”

“RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the **“Relevant Date”**, for determining the price of the equity shares to be allotted to the Proposed Allottee pursuant to conversion of CCDs allotted on a preferential basis, is **30th August 2021**, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.”

“RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of CCDs allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving

credit for securities so allotted directly into the depository accounts of the Proposed Allottee, listing of the equity shares to be issued and / or allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilization of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

8. Ratification of remuneration paid to Ms. Shikha Gupta (DIN:01837341), Non-Executive Director 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 149, 197 & 198, read together with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosures Requirement), Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), the applicable provisions of the Articles of Association of the Company, the Company’s Policy on Appointment & Remuneration – Directors and Senior Management, and subject to such other approval(s), as may be required, members of the Company do hereby ratify payment of remuneration of Rs. 60,000/- per month paid to Ms. Shikha Gupta, Non-Executive Director of the Company (DIN: 01837341) for the period from 1stOctober, 2020 to 31st March, 2021 who has resigned from the Company w.e.f. 3rd May,2021.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, including filing of the necessary forms with the Ministry of Corporate Affairs and intimating any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto.”

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 07.09.2021
Place: Kundli (Haryana)

Sandeep Yadav
Company Secretary
M.No: A50965

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/ 2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 and SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed [M/s Mehak Gupta & Associates \(Membership No. FCS 10703, CP No. 15013\) Practicing Company Secretaries as the Scrutinizer](#) to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 4) Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to mhkgupta18@gmail.com with a copy marked to evoting@nsdl.co.in & cs@jaganlamps.com
- 5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- 6) Members can login and join the AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
- 7) 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.
- 8) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars , the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 9) For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@jaganlamps.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 10) The Registers of Members and Share Transfer Books of the Company will remain closed from [Thursday, September 23, 2021 to Wednesday, September 29, 2021 \(both days inclusive\)](#) for the purpose of annual closure of books.
- 11) In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020- 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2020-21 are available on the website of the Company at www.jaganlamps.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
- 12) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request

received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

- 13) Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- 14) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
- 15) For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2020-2021 and login details for e-voting.

Physical Holding	Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Jagan Lamps Limited.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

- 16) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.jaganlamps.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

- 17) In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the [cut-off date for e-voting i.e. Wednesday, September 22, 2021](#), such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com
- 18) With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 19) In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/ them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
- 20) In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
- 21) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
- 22) Dividend on Company's Equity Shares for the year ended 31st March, 2021, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before 28.10.2021 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Wednesday, September 22, 2021**.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Wednesday, September 22, 2021**. The Dividend, if approved, will be payable by **October 28, 2021**.
- 23) SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

- 24) Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 20-21 does not exceed Rs. 5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, (copy of the form can be downloaded from the website of RTA www.masserv.com under download tab) to avail the benefit of non-deduction of tax at Company's RTA at info@masserv.com Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e.

to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents. The aforementioned documents can be downloaded from Mas Services Ltd. website at <https://www.masserv.com> and submission of form 15g / 15h on or before 5:00 pm (IST), Wednesday, September 22, 2021 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 P.M. (IST) Wednesday, September 22, 2021 shall not be considered. All communications/ queries in this respect should be addressed to our RTA, Mas Services Ltd to its email address at info@masserv.com. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

25) The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

26) **Instructions for e-voting and joining the AGM are as follows:**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 29th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Wednesday, September 22, 2021 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

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

The remote e-voting period begins on Sunday, September 26, 2021 at 09:00 A.M. and ends on Tuesday, September 28, 2021 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 (cutoff date) i.e. September 22, 2021, 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 22, 2021.

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

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 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for

	<p>IDEAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirect Reg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1.Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2.After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of eVoting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p><u>Individual Shareholders (holding securities in demat mode) login through their depository participants</u></p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see eVoting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting</p>

	website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022- 23058542-43

B. Login Method 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 General 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.

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 mhk Gupta18@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at info@masserv.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 send a signed request letter with 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 info@masserv.com or cs@jaganlamps.com
2. In case shares are held in demat mode, please update your email ID with your depository and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master to info@masserv.com or cs@jaganlamps.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 eVOTING 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 eVoting 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.

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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
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@jaganlamps.com The same will be replied by the company suitably.

General Instructions:

- i. 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 evoting as well as voting at the AGM through ballot paper.
- ii. [M/s Mehak Gupta & Associates \(Membership No. FCS 10703, CP No. 15013\) Practicing Company Secretaries](#), has been appointed for 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.
- iii. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. 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. The Results declared alongwith 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, Kundli-131028
Haryana, India

Dated: 07.09.2021
Place: Kundli (Haryana)

By order of the Board
For Jagan Lamps Ltd.

Sd/-

[Sandeep Yadav](#)
Company Secretary
M.No: A50965

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

Item No. 4

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on 03.05.2021 has appointed **Ms. Shweta Nathani (DIN: 09156909)** as an Additional Independent Director 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.

Your Board recommends appointment of **Ms. Shweta Nathani (DIN: 09156909)** as an Independent Director of the Company for a period of 5 (Five) years, w.e.f. **May 3rd, 2021 through May 3rd, 2026** and the term is not liable to retire by rotation.

Ms. Shweta Nathani (DIN: 09156909) has submitted a declaration to the Company to the effect that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, **Ms. Shweta Nathani (DIN: 09156909)** fulfils the conditions specified in the Companies Act, 2013 and the Rules framed there under for appointment as Non-Executive Independent Director and she is independent of the management. **Ms. Shweta Nathani (DIN: 09156909)** has submitted, a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

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 **Ms. Shweta Nathani (DIN: 09156909)** for the office of Non-Executive Independent Director of the Company. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of **Ms. Shweta Nathani (DIN: 09156909)** as Non-Executive and Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Ms. Shweta Nathani (DIN: 09156909) is deemed to be interested in the resolution set out respectively at Item No. 3 of this Notice with regard to its respective appointment. Except **Ms. Shweta Nathani (DIN: 09156909)**, 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 **Special Resolution**, for your approval.

Item No.5

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on 03.05.2021 had appointed **Mr. Raghav Aggarwal (DIN: 09131499)** 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, his 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 he 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 **Mr. Raghav Aggarwal (DIN: 09131499)** 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 29th 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. Raghav Aggarwal is son of Mr. Ashish Aggarwal, Managing Director and Mrs. Rekha Aggarwal. Except Mr. Ashish Aggarwal, Ms Rekha Aggarwal & Mr Raghav 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.6 and 7: To approve issue of equity shares of the Company on preferential basis to M/s Jagan Automotives Private Limited, Promoter entity and issue of unsecured compulsorily convertible debentures (CCD) of the Company on preferential basis to Mr. Ashish Aggarwal , Promoter in terms of the Companies Act, 2013 and the ICDR Regulations

The Company proposes to undertake a capital raising exercise by way of preferential issue to M/s Jagan Automotives Private Limited, Promoter Entity and Mr. Ashish Aggarwal, Promoter of the Company [collectively referred as "Proposed Allottees", the details of which are provided in point no.(ix) below] by way of proposed issue of equity shares and compulsorily convertible debentures (CCDs) respectively. The Proposed Allottees have expressed its inclination to subscribe to the proposed securities with a view to support the Company in the present situation.

Accordingly, the Company proposes to create, offer, issue and allot, in one or more tranches, fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and applicable laws, for an aggregate consideration not exceeding Rs.1,40,30,000/- (Rupees One Crore Forty Lakh Thirty Thousand only) to M/s Jagan Automotives Private Limited, Promoter Entity.

Further, it is also proposed to create, offer, issue and allot 73,000 (Seventy Three Thousand) unsecured compulsorily convertible debentures (hereinafter referred to as the "CCDs") of the Company having a face value of Rs.100/- (Rupees Hundred Only) each for cash at par aggregating to Rs.73,00,000/- (Rupees Seventy Three Lakh Only) to Mr. Ashish Aggarwal, Promoter of the Company.

A company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Act") further read with provisions of Chapter V- "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of securities are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

(i) The object / purpose of the preferential issue:

The object of the preferential issue is to meet the funding requirements and other general corporate purposes including but not limited to build up of new inventory, critical vendor and other approved payments.

(ii) The total number of shares or other securities to be issued:

It is intended to create, offer, issue and allot in one or more tranches, fully paid-up equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws, for an aggregate consideration not exceeding Rs.1,40,30,000/- (Rupees One Crore Forty Lakh Thirty Thousand only) to M/s Jagan Automotives Private Limited, Promoter Entity.

It is also proposed to create, offer, issue and allot 73,000 (Seventy Three Thousand) unsecured compulsorily convertible debentures (hereinafter referred to as the "CCDs") of the Company having a face value of Rs.100/- (Rupees Hundred Only) each for cash at par aggregating to Rs.73,00,000/- (Rupees Seventy Three Lakh Only) to Mr. Ashish Aggarwal, Promoter of the Company.

(iii) The price or price band at / within which the allotment is proposed:

The issue price shall be determined by the Board and / or Securities Issue Committee of Board at the time of allotment; subject, however that the issue price shall not be less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws and it shall be certified by the Statutory Auditors of the Company and / or Practicing Chartered Accountants.

Further, 73,000 (Seventy Three Thousand) CCDs having a face value of Rs.100/- (Rupees Hundred Only) each shall be converted into **1,38,783** equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at **conversion price of Rs 52.60/- per equity share**. The conversion of CCDs shall be at the option of the Proposed Allottee during the period of 18 months from the date of allotment, and if such option is not exercised, the CCDs shall compulsorily and mandatorily convert into equity shares of the Company, as per the conversion ratio specified above on the last day of the period of 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price determined with reference to the **Relevant Date, i.e. 30th August 2021**, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue in accordance with the ICDR Regulations.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Since the Company is a listed company, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws. As the Company is a listed company, the report of the registered valuer is not required in terms of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

(v) Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in terms of Regulation 161(a) of the ICDR Regulations for determination of issue price is **30th August 2021**, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment of equity shares is proposed to be made to M/s Jagan Automotives Private Limited, Promoter Entity and the allotment of CCDs is proposed to be made to Mr. Ashish Aggarwal, Promoter of the Company as mentioned at point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

M/s Jagan Automotives Private Limited, Promoter Entity shall subscribe the proposed equity shares and Mr. Ashish Aggarwal, Chairman & Managing Director and Promoter of the Company shall subscribe to the proposed CCDs.

None of other Directors and Key Managerial Personnel and their relatives intend to subscribe to the proposed preferential issue.

(viii) Proposed time within which the allotment shall be completed:

The Company will issue and allot securities within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law.

(ix) The identity of the proposed allottees, maximum number / amount of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted and/or pursuant to conversion of CCDs	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
1	M/s Jagan Automotives Private Limited	Promoter Group Entity	Mr. Ashish Aggarwal	1,40,30,000	2,66,730	NIL	-	2,66,730	3.65%
2	Mr. Ashish Aggarwal	Promoter	Not applicable	73,00,000	1,38,783	32,08,245	46.53%	33,47,028	45.85%

(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xi) Number of persons to whom allotment on preferential basis has already been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from 1st April 2020 till the date of this Notice. The Company has under taken preferential allotments in terms of this Notice. The number of persons to whom allotment on preferential basis will be made during the financial year 2021-22 will not exceed the limit specified in the Act and Rules made thereunder.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

(xiii) The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure 1** forming part of this Notice.

(xiv) Undertaking to recomputed price:

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the Issue Price and therefore the Company is not required to submit the undertaking specified under Regulation 163 of the ICDR Regulations.

(xv) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations and applicable provisions of the Companies Act, 2013 shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the Annual General Meeting of the Company.

(xvii) Lock-in Period:

The equity shares allotted to the Proposed Allottee shall be locked-in as per Regulation 167 and other applicable provisions of the ICDR Regulations.

CCDs and the Equity Shares arising out of the conversion of the CCDs to be allotted to the Proposed Allottee shall be locked-in as per Regulation 167 and other applicable provisions of the ICDR Regulations.

(xviii) Disclosure pertaining to willful defaulters:

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

The consent of the shareholders is sought for the issue of the equity shares and CCDs in terms of Section 62(1)(c) read with Section 42, Section 71 and other applicable provisions, if any, of the Act and in terms of

the provisions of the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreement entered into by the Company with BSE Limited, where the Company's equity shares are listed.

The Board recommends passing of the **Special Resolution** to approve issue of equity shares and CCDs of the Company on preferential basis to Proposed Allottees in terms of the Companies Act, 2013 and the ICDR Regulations. In light of above, you are requested to accord your approval to the **Special Resolutions** as set out at **Agenda Item No. 6& 7** of the accompanying Notice.

The issues of securities are authorized by the Articles of Association of the Company. The equity shares of the Company issued under Resolution 6 and equity shares to be issued on conversion of CCDs under Resolution 7 shall be listed on BSE Limited.

Copies of documents relevant to these Resolutions shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Annual General Meeting.

The Board of Directors of the Company believes that the proposed issues is in the best interest of the Company and its members and therefore, recommends the Special Resolutions for your approval.

The Promoter-Directors namely **Mr. Ashish Aggarwal, the Chairman & Managing Director, Ms. Rekha Aggarwal & Mr. Raghav Aggarwal**, the Directors and their relatives forming part of the Promoter Group of the Company are interested in the resolutions as set out at **Agenda Item No. 6 and 7**.

Mr. Ashish Aggarwal, the Chairman & Managing Director and Ms. Rekha Aggarwal, the Director together hold 100% of the equity share capital of M/s Jagan Automotives Private Limited, the Proposed Allottee as on the date of this Notice.

Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

[ANNEXURE 1](#)

The pre issue and post issue shareholding pattern of the Company after considering all the preferential allotments to be made under this Notice is provided hereunder:

Particulars	Pre-issue shareholding i.e., Existing shareholding as on 28.08.2021		Post issue shareholding i.e., issue of equity shares on preferential basis		Post issue shareholding i.e., post conversion of CCD into equity shares on preferential basis	
	No. of Shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding
A1) Indian						
Individuals/HUF	38,27,741	55.51%	40,94,471	57.17	42,33,254	57.98
Mr. Ashish Aggarwal	32,08,245	46.53%	32,08,245	44.80	33,47,028	45.85

Ms. Gita Singla	77,020	1.12%	77,020	1.07	77,020	1.05
Ms. Shikha Gupta	28,700	0.42%	28,700	0.40	28,700	0.39
Ms. Rekha Aggarwal	5,13,766	7.45%	5,13,766	7.18	5,13,766	7.04
Mr. Chandra Shekhar	10	0.00%	10	0.00	10	0.00
M/s Jagan Automotives Pvt. Ltd.	-	-	2,66,730	3.72	2,66,730	3.65
Sub Total A1	38,27,741	55.51%	40,94,471	57.17	42,33,254	57.98
A2) Foreign	-	-	-	-	-	-
A=A1+A2	38,27,741	55.51%	40,94,471	57.17	42,33,254	57.98
B1) Institutions	-	-	-	-	-	-
B2) Central Government/State Govt./President of India	-	-	-	-	-	-
B3) Non-Institutions	-	-	-	-	-	-
Individual share capital upto Rs. 2 Lacs	23,25,395	33.73%	23,25,395	32.46	23,25,395	31.85
Individual share capital in excess of Rs. 2Lacs	3,86,062	5.60%	3,86,062	5.40	3,86,062	5.29
Deepinder Singh Poonian	1,41,838	2.06%	1,41,838	1.98	1,41,838	1.94
Any other (Specify)	3,55,872	5.16%	3,55,872	4.97	3,55,872	4.88
Bodies Corporate	2,41,577	3.50%	2,41,577	3.37	2,41,577	3.30
Non-Resident Indian (NRI)	1,06,150	1.54%	1,06,150	1.48	1,06,150	1.45
Clearing Members	8,145	0.12%	8,145	0.12	8,145	0.12
Sub Total B3	30,67,329	44.49%	30,67,329	42.83	30,67,329	42.02
B=B1+B2+B3	30,67,329	44.49%	30,67,329	42.83	30,67,329	42.02
(C1) Shares underlying DRs	-	-	-	-	-	-
(C2) Shares held by Employee Trust	-	-	-	-	-	-
(C) Non Promoter-Non Public	-	-	-	-	-	-
Grand Total	68,95,070	100%	71,61,800	100%	7300583	100%

Notes:

1) The post-issue paid-up capital is arrived after considering all preferential allotments under Resolution under Item nos. 6 and 7 to Proposed Equity Holders and proposed CCD Holders respectively.

2) The number of equity shares actually allotted to the Proposed Allottees being Promoters shall depend on the subscription made by the respective Proposed Allottees as also actual issue price fixed by the Board at the time of allotment which shall not be less than **Rs. 52.60/- per equity share**. The post-issue paid-up

capital as well as post-issue shareholding percentage provided above assumes full subscription by each of the Proposed Allottees. In the event that this will not be the case or the actual issue price is higher than the minimum price, the post-issue paid-up capital as well as post-issue shareholding percentage provided above may stand altered consequently.

3) The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of securities.

Item No.8

As per the provision of Section 197 of the Companies Act, 2013 (Act), except with the approval of the Company in general meeting by a special resolution, the payment of remuneration to Non-Executive Directors shall not exceed 1% of the net profits of the Company, in case the Company has a managing or whole-time director.

The Ministry of Corporate Affairs has notified certain amendments to the provisions of Companies Act, 2013 which allows payment of remuneration to the Non Executive Directors, including Independent Directors (referred as “NEDs”) in the event of no profits or inadequate profits in any financial year. The said remuneration can be in addition to the sitting fees paid to NEDs for attending the meetings of the Board or Committees or reimbursement of expenses, if any. Schedule V has also been amended suitably to include enabling provisions and limits for allowing payment of remuneration to the NEDs in the event of no profit or inadequate profit. Prior to this amendment, a company making losses or inadequate profits could not remunerate the NEDs.

Pursuant to the said amendments and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the payment of remuneration of Rs. 60,000 p.m. to Ms. Shikha Gupta, Non-Executive Director of the Company w.e.f. 1stOctober, 2020 onwards, subject to the ratification by the shareholders in ensuing Annual General Meeting by way of a special resolution.

Due to some unavoidable circumstances Ms. Shikha Gupta has resigned from the post of Non Executive Director of the Company w.e.f. 3rd May, 2021. Therefore it is proposed to ratify the remuneration from members of the company for the period from 1st October, 2020 to 31st March, 2021 by way of Special Resolution. It is hereby noted that Ms. Shikha Gupta her own will forgo her remuneration w.e.f. 1st January, 2021 to 31st March, 2021.

Your Directors recommend the resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members by way of a **special resolution**. Ms. Shikha Gupta and their relatives are interested, financially or otherwise in the resolution as set out in Item No. 8 of the Notice. Mr. Ashish Aggarwal, being a relative of Ms. Shikha Gupta, may also be deemed interested in the said resolution. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, financially or otherwise, concerned or interested in the aforesaid resolution.

The Statement containing information required to be given as per item (iv) of third proviso of 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 as the commercial operations have already begun.	
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 as the Company is not a new company.	
4	Financial performance based on given indicator	Particulars	For the year ended 31.03.2021 Amount (Rs. In Lac)
		Revenue from operations	3083.73
		Profit/Loss before Tax	290.53
		Tax Expenses	82.13
		Profit/Loss after Tax	208.41
5	Foreign Investments or collaborations, if any,	Not Applicable	
II.	Information about Ms. Shikha Gupta		
1	Background details	Ms. Shikha Gupta born in 1977 and holds degree in B.Com From Delhi University. Ms. Shikha Gupta has got more that 15 years of extensive work experience in Finance &Accounts.	
2	Past Remuneration	NIL	
3	Recognition or awards	NIL	
4	Job Profile and his suitability	Ms. Shikha Gupta is Non Executive Director of the Company, has resigned from the directorship w.e.f. 3 rd May, 2021.	
5	Remuneration proposed	Rs. 60,000/- p.m. from 1 st October, 2020 to 31 st March, 2021.	
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 her 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.	Ms. Shikha Gupta has no pecuniary relationship directly or indirectly with the Company except: 1. Remuneration 2. Shareholding 3. Setting Fees	
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

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 07.09.2021
Place: Kundli (Haryana)

Sandeep Yadav
Company Secretary
M.No: A50965

Annexure-1 to the Notice of 29th AGM

Information required to be furnished as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on the General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting of the Company are given below:

S.No	Details of Director	Name of Director
1	Name and Nationality of the Director	Ms. Shweta Nathani, Indian
a	Qualification, Experience & Age	Mrs. Shweta Nathani born in 1975 and holds degree in B.Com From Indore University. Mrs. Shweta Nathani has got more that 5 years of extensive work experience in Finance & International Business.
b	Terms & Conditions of appointment and re-appointment	Appointment as an Independent Director for five years.
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 board/shareholders from time-to -time within the limits set out in the

		Companies Act, 2013.
d	List of outside directorship held excluding alternate directorship & List of companies (including Listed company) from which the person has resigned in the past 3 years.	NIL
e	Date of First appointment on the Board	03.05.2021
f	Shareholding in the Company as on 31.03.2021	NIL
g	Relationship with other Directors/KMP of the Company	Not Related
h	Membership / Chairmanship of committees of other Board as on March, 2021	NA
i	No. of Meetings of the Board attended during the year (2020-21)	Not Applicable
j	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mrs. Shweta Nathani has great accounting skills to track record and manage financial transactions efficiently and effectively and also expert in management of cash Flow Statement.
2	Name and Nationality of the Director	Mr. Raghav Aggarwal, Indian
a	Qualification, Experience & Age	Mr. Raghav Aggarwal born in 1999 and holds degree in B.tech. Mr. Raghav Aggarwal is young professional and has good technical knowledge
b	Terms & Conditions of appointment and re-appointment	Appointment as a Non Executive Director w.e.f. 03.05.2021.
c	Last Drawn remuneration detail along with remuneration sought to be paid	As a Non-Executive Director, He is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the board/shareholders from time-to -time within the limits set out in the Companies Act, 2013.
d	List of outside directorship held excluding alternate directorship & List of companies (including Listed company) from which the person has resigned in the past 3 years.	Nil
e	Date of First appointment on the Board	03.05.2021
f	Shareholding in the Company as on 31.03.2021	Nil
g	Relationship with other Directors/KMP of the Company	Mr. Raghav Aggarwal is son of Mr. Ashish Aggarwal and Mrs. Rekha Aggarwal.
h	Membership / Chairmanship of committees of other Board as on March, 2021	NA
i	No. of Meetings of the Board attended during the year (2020-21)	NA

j	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA
3	Name and Nationality of the Director	Ms. Rekha Aggarwal, Indian
a	Qualification, Experience & Age	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. Ms. Rekha Aggarwal is 45 year old.
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 & List of companies (including Listed company) from which the person has resigned in the past 3 years.	1 Jagan Automotives Pvt. Ltd. 2. Anvi Buildmart Pvt. Ltd.
e	Date of First appointment on the Board	29.09.2017
f	Shareholding in the Company as on 31.03.2021	5,13,766
g	Relationship with other Directors/KMP of the Company	Mr. Ashish Aggarwal is Husband and Mr. Raghav Aggarwal is son of Ms. Rekha Aggarwal.
h	Membership / Chairmanship of committees of other Board as on March, 2021	NA
i	No. of Meetings of the Board attended during the year (2020-21)	9/9
j	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 07.09.2021
Place: Kundli (Haryana)

Sandeep Yadav
Company Secretary
M.No: A50965

DETAILS OF SHAREHOLDING OF NON EXECUTIVE DIRECTORS OF THE COMPANY (PURSUANT TO SEBI LISTING OBLIGATION DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Sl. No.	Name of Director	No. of Equity Shares
01.	Mr. Hemant Mangla	NIL
02.	Mr. Saras Kumar	NIL
03.	Ms. Shweta Nathani	NIL
04.	Mr. Raghav Aggarwal	NIL
05.	Ms. Rekha Aggarwal	513766

DETAILED GENERAL INFORMATION AS PER SCHEDULE XIII OF THE COMPANIES ACT, 2013

NATURE OF INDUSTRY: MANUFACTURING AUTO HALOGEN LAMPS, AUTO BULBS & LAMPS

FOREIGN EXCHANGE EARNINGS: THE FOREIGN EXCHANGE EARNINGS FROM EXPORTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021 IS RS 1145.49 LAKHS AS AGAINST RS 884.78 LAKHS IN THE YEAR ENDED 31 MARCH 2020.