

02.09.2023

To

The General Manager

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

Scrip Code: 530711

SUB: Intimation of Book Closure and Notice of the 31st Annual General Meeting etc. Dear Sir/Madam,

This is to inform you that the 31<sup>st</sup> Annual General Meeting of the Company will be held on **Saturday the 30<sup>th</sup> day of September, 2023 at 01:00 P.M** IST at Registered Office of the Company situated at Narela Piao Manihari Road, Kundli-131028, District-Sonipat, Haryana. Please find enclosed herewith the Notice of the 31<sup>st</sup> Annual General Meeting.

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 Sunday, 24th September, 2023 to Saturday 30th September, 2023 (both days inclusive) for the purpose of 31st Annual General Meeting:

Symbol	Type of Security	Book Closure inclusive)	e (Both Days	Cut- off Date	Purpose
		From	То		
BSE: 530711	Equity Shares of Rs. 10/- each	24.09.2023	30.09.2023	23.09.2023	31st AGM

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on 23rd September, 2023 (Cut- off date for eligibility to vote) shall be entitled to vote by electronic means before the Annual General Meeting. The remote e-voting period shall start on Wednesday, 27th September, 2023 at 09:00 A.M. (IST) and ends on Friday, 29th September, 2023 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

Ashish Aggarwal

Encl.: a/a

JAGAN LAMPS LTD.

Narela Piao Manihari Road, Kundli, Distt - Sonipat, Haryana-131028 (INDIA)

INDIA

Tel: 8814805077

E-mail: sales@jaganlamps.com, jagansalesautobulbs@gmail.com

Website: www.jaganlamps.com CIN: L31501HR1993PLCO33993





### NOTICE OF THE 31st (THIRTY FIRST) ANNUAL GENERAL MEETING

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of JAGAN LAMPS LIMITED will be held on Saturday the 30<sup>th</sup> day of September, 2023 at 01:00 P.M IST at registered office of the Company situated at Narela Piao Manihari Road, Kundli-131028, District-Sonipat, Haryana, to transact the following business(s):-

#### **ORDINARY BUSINESS:**

#### (1) Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standard for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.

(2) 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:**

(3) To consider and approve re-appointment of Mr. Hemant Mangla (DIN: 8185951) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed there under including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration committee and the Board of Directors, Mr. Hemant Mangla (DIN: 8185951), who holds the office of Independent Director under the first term of 5 (five) years up to July 24<sup>th</sup>, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 25<sup>th</sup>, 2023."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."



# (4) To consider and approve re-appointment of Mr. Saras Kumar (DIN: 8202088) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed there under including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration committee and the Board of Directors, Mr. Saras Kumar (DIN: 8202088), who holds the office of Independent Director under the first term of 5 (five) years up to August 13<sup>th</sup>, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from August 14<sup>th</sup>, 2023."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

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

Dated: 01.09.2023 Place: Kundli (Haryana) By order of the Board For Jagan Lamps Ltd.

Sd/-

Ashish Aggarwal Managing Director

DIN: 1837337

### **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) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the





total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.

- 3) If a Proxy is appointed for more than fifty Members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
- 4) The form of proxy in order to be effective shall be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 5) An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting including any adjournment thereof.
- 6) Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company 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. The Company has opted to provide "electronic voting system" for all those members who are present at the AGM and have not cast their votes by remote e-voting facility. After the conclusion of voting at the AGM, the Scrutinizers will submit a report to the Chairman of the Company or any other person authorized by the Chairman, after taking into account votes cast at the AGM as well as through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting along with the Scrutinizer's Report will be sent to the Stock Exchange and will also be uploaded on website of the Company and NSDL.
- 7) 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 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 <a href="mailto:mhkgupta18@gmail.com">mhkgupta18@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> & <a href="mailto:cs@jaganlamps.com">cs@jaganlamps.com</a> to attend and vote on their behalf at the meeting, pursuant to section 113 of the Act.
- 8) Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
- 9) 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.
- 10) The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) between 10.00 a.m. IST to 5.00 p.m IST up to the date of the Meeting.
- 11) Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode.
- 12) Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository



participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.

- 13) **Book Closure**: The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of annual closure of Books & ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
- 14) The Register of Directors and Key Managerial Persons and their shareholding maintained under section 170 of the Act and Register of Contract maintained under section 189 of the Companies Act and relevant documents referred in the Notice will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM i.e. September 30, 2023.
- 15) Route Map: Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 31<sup>st</sup> AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.
- 16) In compliance with the provisions of section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") would be provided by NSDL.
- 17) Details as required in Regulation 36(3) of the SEBI LODR, Regulations, 2015 and the Secretarial Standrad-2 "General Meeting" issued by the ICSI in respect of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting are enclosed as Annexure-1 with this Notice.
- 18) The notice of the Annual General Meeting along with Annual Report 2022-23 will be sent to those members/ beneficial owners whose name appear in the register of Members/ list of beneficiaries received from the Registrar & Transfer Agent as on 25.08.2023 as per the provisions of Companies Act. Shareholders are requested to update their Email IDS with their depository participants which will be used for the purpose of sending the official communications through Email. Any person, who acquires shares of the Company and becomes the member of the company after dispatch of the Annual Report and holding shares as on the cutoff date (i.e 23.09.2023), may contact to Mas Services Limited (RTAs) or email to cs@jaganlamps.com and obtain copy of the Annual Report.
- 19) No Gift(s) shall be distributed at the 31st Annual General Meeting of the Company.
- 20) 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.
- 21) 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.



- 22) 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.
- 23) For receiving all future correspondence (including Annual Report) from the Company electronically—

In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-23 and login details for evoting.

Physical	Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services		
Holding	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	Please contact your Depositary Participant (DP) and register your email address as per the		
Holding	process advised by DP.		

24) In compliance with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, Notice of the AGM & Annual report is being sent through physically to 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 2022-23 will also be available on the Company's website <a href="www.jaganlamps.com">www.jaganlamps.com</a>, websites of the Stock Exchanges i.e. BSE Limited at <a href="www.bseindia.com">www.bseindia.com</a> and on the website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.

- 25) 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. Saturday, September 23, 2023, such person may obtain the User ID and Password from RTA by e-mail request on <a href="mailto:info@masserv.com">info@masserv.com</a>
- 26) 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.
- 27) Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2023 send their queries at <a href="mailto:cs@jaganlamps.com">cs@jaganlamps.com</a> at least 7 (Seven) days before the date of 31st AGM. The same will be replied by/on behalf of the Company suitably.
- 28) Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated March 16, 2023 has mandated



to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

- 29) 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.
- 30) 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.
- 31) SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company https://www.jaganlamps.com for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.
- 32) In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.ef. April 01,2019.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission



#### viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company at <a href="https://www.jaganlamps.com">www.jaganlamps.com</a> as well as on the website of MAS Services Ltd at <a href="https://www.masserv.com">www.masserv.com</a>, Registrar and share transfer agent (RTA) of the Company. The aforementioned form shall be furnished in hard copy form.

Note: Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

#### 33) Instructions for e-voting is 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 31<sup>st</sup> Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Saturday, September 23, 2022 (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 IS AS UNDER:-

The remote e-voting period begins on Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 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 23, 2023, 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 23, 2023.

#### 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 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	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services
Shareholders holding	website of NSDL. Open web browser by typing the following URL: https://
securities in demat	eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the
mode with NSDL.	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.

- If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/Select "Register Online for IDeAS"Portal or click athttps://eservices.nsdl.com/SecureWeb/IdeasDirect Reg.jsp
- 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl. com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.

Individual
Shareholders holding
securities in demat
mode with CDSL

- 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 arehttps://web. cdslindia.com/ myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
- 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.
- 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration.
- 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="www.cdslindia.com">www.cdslindia.com</a> 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.

## Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 website of NSDL for casting your vote during the
remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL
securities in demat mode with	helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll
NSDL	free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL
securities in demat mode with	helpdesk by sending a request at <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or
CDSL	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:

	anner of holding shares i.e. Demat SDL 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 IDFor 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 <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 ON NSDL E-VOTING SYSTEM.

## How to cast your vote electronically 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.
- 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 <a href="mailto:mhkgupta18@gmail.com">mhkgupta18@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- 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 <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> 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 <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> or to our RTA at <a href="info@masserv.com">info@masserv.com</a>.

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 <a href="mailto:info@masserv.com">info@masserv.com</a> or <a href="mailto:cs@jaganlamps.com">cs@jaganlamps.com</a>
- 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 <a href="info@masserv.com">info@masserv.com</a> or <a href="cs@jaganlamps.com">cs@jaganlamps.com</a>. 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 <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

#### **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.

Registered Office Narela Piao Manihari Road District-Sonipat, Kundli-131028 Haryana, India By order of the Board For Jagan Lamps Ltd.

Sd/-

Dated: 01.09.2023 Place: Kundli (Haryana) Ashish Aggarwal Managing Director DIN: 01837337



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

#### Item No. 3

Mr. Hemant Mangla (DIN: 8185951) was appointed as an Independent Director of the Company by the shareholders at the 26th Annual General Meeting held on September 29, 2018, for a term of five consecutive years with effect from July 25, 2018, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Articles of Association of the Company. The first term of appointment of Mr. Hemant Mangla as an Independent Director has come to an end on July 24, 2023.

The Nomination and Remuneration committee at its meeting held on August 12, 2023, after taking into consideration Mr. Hemant Mangla expertise in the area of International Business, his experience, knowledge and time commitment towards the affairs of the Company and the substantial contribution made by him during his tenure as an Independent Director and the performance evaluation during the first term of five years, has recommended to the Board his reappointment as an Independent Director for a second term of five years. The nomination and remuneration committee is of the view that Mr. Hemant Mangla possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent director for the second term of five years. Based on the recommendation of the nomination and remuneration committee, the Board of the Company at its meeting held on August 12, 2023 has approved and recommended to the shareholders for approval, the reappointment of Mr. Hemant Mangla as an independent director, not liable to retire by rotation, for a second term of five years effective from July 25, 2023 to July 24, 2028. In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms of five consecutive years each.

Profile: Mr. Hemant Mangla born in 1979 and holds degree in B.Com Hons. from Delhi University. Mr. Hemant Mangla has got more than 20 years of extensive work experience in international business. Mr. Hemant Mangla is also a member of the Nomination & Remuneration Committee of the Company.

Mr. Hemant Mangla is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for re-appointment as Independent Director for a second term of five consecutive years. The Company has also received a declaration from Mr. Hemant Mangla confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Hemant Mangla has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected to anticipate that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Hemant Mangla fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. The Company has, in terms of Section 160(1) of the Act, received notice in writing from Member, proposing his candidature for re-appointment in the office of Independent Director.

Copy of the draft letter of re-appointment of Mr. Hemant Mangla as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, during business hours, up to the date of the AGM. The terms and conditions of appointment are also uploaded on the website of the Company https://www.jaganlamps.com. The same



can also be obtained by sending an email request on cs@jaganlamps.com, up to the date of the Annual General Meeting.

Mr. Hemant Mangla for himself and through his relatives, to the extent of remuneration by way of sitting fees drawn by him, if any, from the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out under business item no. 3 of the notice. Mr. Hemant Mangla does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, it will be in the best interest of the Company to re-appoint Mr. Hemant Mangla as an Independent Director of the Company. The Board accordingly recommends the resolution as set out under business item no. 3 in the notice of this meeting for approval of the Members by means of a Special Resolution.

#### Item No. 4

Mr. Saras Kumar (DIN: 8202088) was appointed as an Independent Director of the Company by the shareholders at the 26th Annual General Meeting held on September 29, 2018, for a term of five consecutive years with effect from August 14, 2018, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Articles of Association of the Company. The first term of appointment of Mr. Saras Kumar as an Independent Director shall come to an end on August 13, 2023.

The Nomination and Remuneration committee at its meeting held on August 12, 2023, after taking into consideration Mr. Saras Kumar expertise in the area of Finance & International Business, his experience, knowledge and time commitment towards the affairs of the Company and the substantial contribution made by him during his tenure as an Independent Director and the performance evaluation during the first term of five years, has recommended to the Board his reappointment as an Independent Director for a second term of five years. The nomination and remuneration committee is of the view that Mr. Saras Kumar possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent director for the second term of five years. Based on the recommendation of the nomination and remuneration committee, the Board of the Company at its meeting held on August 12, 2023 has approved and recommended to the shareholders for approval, the reappointment of Mr. Hemant Mangla as an independent director, not liable to retire by rotation, for a second term of five years effective from August 14, 2023 to August 13, 2028. In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms of five consecutive years each.

Profile: Mr. Saras Kumar born in 1972 and holds degree in B.Com Hons. From Delhi University. Mr. Saras Kumar has got more than 18 years of extensive work experience in Finance & international business. Mr.





Saras Kumar is also a member of the Stakeholder Relationship Committee & Audit Committee of the Company.

Mr. Saras Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for re-appointment as Independent Director for a second term of five consecutive years. The Company has also received a declaration from Mr. Saras Kumar confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Saras Kumar has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected to anticipate that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Saras Kumar fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. The Company has, in terms of Section 160(1) of the Act, received notice in writing from Member, proposing his candidature for re-appointment in the office of Independent Director.

Copy of the draft letter of re-appointment of Mr. Saras Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, during business hours, up to the date of the AGM. The terms and conditions of appointment are also uploaded on the website of the Company https://www.jaganlamps.com. The same can also be obtained by sending an email request on cs@jaganlamps.com, up to the date of the Annual General Meeting.

Mr. Saras Kumar for himself and through his relatives, to the extent of remuneration by way of sitting fees drawn by him, if any, from the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out under business item no. 4 of the notice. Mr. Saras Kumar does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, it will be in the best interest of the Company to re-appoint Mr. Saras Kumar as an Independent Director of the Company. The Board accordingly recommends the resolution as set out under business item no. 4 in the notice of this meeting for approval of the Members by means of a Special Resolution.

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

Dated: 01.09.2023 Place: Kundli (Haryana) By order of the Board For Jagan Lamps Ltd.

Sd/-

Ashish Aggarwal Managing Director DIN: 01837337



## Annexure-1 to the Notice of 31st 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:

	eeting of the Company are given below:			
S.	Details of Director	Name of Director		
N				
1	Name and Nationality of the Director	Ms. Rekha Aggarwal, Indian		
Α	Qualification, Experience & Age	Ms. Rekha Aggarwal is commerce graduate and overall experience of more than 12 years in areas of Financial Planning & Management, Accounts, Taxation and internal audit etc. Ms. Rekha Aggarwal is 47 year old.		
В	Terms & Conditions of appointment and reappointment	Appointment as a Non-Executive Director w.e.f.13.08.2019.		
С	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 timeto —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 31.03.2023	5,13,872		
G	Relationship with other Directors/KMP of the Company	Mr. Ashish Aggarwal is Husband and Mr. Raghav Aggarwal is son of Ms. Rekha Aggarwal.		
Н	Membership / Chairmanship of committees of other Board as on March, 2023	NA SS		
I	No. of Meetings of the Board attended during the year (2022-23)	8/8		
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		
K	Resignation from the listed companies in the past three years	None		
2	Name and Nationality of the Director	Mr. Hemant Mangla, Indian		
Α	Qualification, Experience & Age	Mr. Hemant Mangla born in 1979 and holds degree in B.Com Hons. From Delhi University.		



## 31<sup>st</sup> ANNUAL REPORT 2022-23

		Mr. Hemant Mangla has got more that 20 years
		of extensive work experience in International
		Business.
В	Terms & Conditions of appointment and re-	Re-Appointment as an Independent Director for
	appointment	five years.
	•	·
С	Last Drawn remuneration detail along with	As a Non-Executive Independent Director, He is
	remuneration sought to be paid	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	NIL
	alternate directorship & List of companies	
	(including Listed company) from which the person	
	has resigned in the past 3 years.	25 27 2242
E	Date of First appointment on the Board	25.07.2018
F	Shareholding in the Company as on 31.03.2022	NIL
G	Relationship with other Directors/KMP of the	Not Related
0	Company	NOT NEIGLEG
Н	Membership / Chairmanship of committees of	NIL
	other Board as on March, 2023	THE
ı	No. of Meetings of the Board attended during the	8/8
	year (2022-23)	
J	In case of independent directors, the skills and	Corporate & Business Strategy
	capabilities required etc.	
K	Resignation from the listed companies in the past	None
	three years	
3	Name and Nationality of the Director	Mr. Saras Kumar, Indian
Α	Qualification, Experience & Age	Mr. Saras Kumar born in 1972 and holds degree
		in B.Com Hons. From Delhi University. Mr. Saras
		Kumar has got more that 18 years of extensive
		work experience in Finance and International
		Business.
В	Terms & Conditions of appointment and re-	Re-Appointment as an Independent Director for
	appointment	five years.
	Last Drawn remuneration detail alone with	As a Non Everytive Independent Director Independent
С	Last Drawn remuneration detail along with	As a Non-Executive Independent Director, he is
	remuneration sought to be paid	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.
		Companies Act, 2013.



D	List of outside directorship held excluding	NIL
	alternate directorship & List of companies	
	(including Listed company) from which the person	
	has resigned in the past 3 years.	
E	Date of First appointment on the Board	14.08.2018
F	Shareholding in the Company as on 31.03.2023	None
G	Relationship with other Directors/KMP of the	Not Related
	Company	
Н	Membership / Chairmanship of committees of	None
	other Board as on March, 2023	
ı	No. of Meetings of the Board attended during the	8/8
	year (2022-23)	
J	In case of independent directors, the skills and	Finance & Accounts
	capabilities required etc.	
K	Resignation from the listed companies in the past	None
	three years	

Registered Office Narela Piao Manihari Road District-Sonipat, Kundli-131028 Haryana India By order of the Board For Jagan Lamps Ltd.

Sd/-

Dated: 01.09.2023 Place: Kundli (Haryana) Ashish Aggarwal Managing Director DIN: 01837337

#### **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	513872

#### 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 2023 IS RS 2252.36 LAKHS AS AGAINST RS 1776.27 LAKHS IN THE YEAR ENDED 31 MARCH 2022.



