

31.08.2022

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 30th Annual General Meeting etc.

Dear Sir/ Madam,

This is to inform you that the 30th Annual General Meeting of the Company will be held on Thursday the 29th day of September, 2022 at 01:00 P.M IST at Registered Office of the Company situated at Narela Piao Manihari Road, Kundli-131028, District-Sonapat, Haryana. Please find enclosed herewith the Notice of the 30th 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 Friday, 23rd September, 2022 to Thursday 29th September, 2022 (both days inclusive) for the purpose of payment of Final Dividend and 30th 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	23.09.2022	29.09.2022	22.09.2022	Payment of Dividend and 30 th AGM

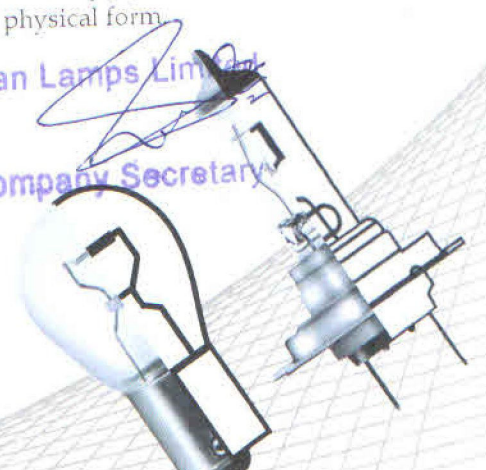
The dividend on equity Shares for the year ended 31.03.2022, as recommended by the Board of Directors and as may be declared at the said AGM, will be paid within 30 days of the Date of Annual General Meeting i.e. 29th day of September, 2022, to those Shareholders or their mandates:

- Whose names appear as Beneficial Owners as at the end of the business hours on cut-off/ex date in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in Electronic form;
- Whose names appear as Members in the Register of Members of the Company as at the end of the business hours on cut-off/ex date, in respect of the shares held in physical form.

(...1...)

For Jagan Lamps Limited

Company Secretary



JAGAN LAMPS LTD.

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

Tel : 8814805077

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

Website : www.jaganlamps.com

CIN : L31501HR1993PLCO33993

(...2...)

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on 22nd September, 2022 (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 Monday, 26th September, 2022 at 09:00 A.M. (IST) and ends on Wednesday, 28th September, 2022 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 Secretary
COMPANY SECRETARY

Encl.: a/a

NOTICE OF THE 30TH (THIRTIETH) ANNUAL GENERAL MEETING

Notice is hereby given that the **30th Annual General Meeting** of the Members of **JAGAN LAMPS LIMITED** will be held on **Thursday the 29th day of September, 2022 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 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

(2) To declare the Final Dividend for the financial year ended March 31, 2022:

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, 2022.

(3) Appointment of Mr. Raghav Aggarwal (DIN: 09131499) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Raghav Aggarwal (DIN: 09131499), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**(4) Re-appointment of Mr. Ashish Aggarwal (DIN: 01837337) as Managing Director for a period of 5 (Five) Years:**

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors made in its respective meetings held on August 30, 2022 and pursuant to the provisions of Sections 2(54), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Ashish Aggarwal (Director Identification Number: 01837337) as Managing Director of the Company for a period of five years with effect from September 29, 2022 to September 29, 2027, not liable to retire by rotation, upon the remuneration Rs. 32,70,000/- p.a. and on the terms as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration as approved herein be paid as minimum remuneration to the said Managing Director in compliance with applicable law notwithstanding that such remuneration may exceed the limits prescribed under section 197 and schedule V of the Companies Act and the approval accorded herein shall also be deemed to be the approval of shareholders by way of special

resolution as contemplated under Section 197 read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.”

“RESOLVED FURTHER that pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded to pay said Managing Director and Promoter of the Company, during his tenure an annual remuneration in excess of limits prescribed under the Regulation 17(6)(e) of the listing regulations.”

“RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of the said Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto.”

“RESOLVED FURTHER that any Director or Company Secretary of the Company authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, if any, as the Board of Directors may deem fit and appropriate to give effect to the above.”

(5) Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the limit of Rs. 50 crores:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 50 Crores (Rupees Fifty Crores Only).”

“RESOLVED FURTHER that the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

(6) Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the limit of Rs. 50 crores:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only).”

“RESOLVED FURTHER that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

(7) Approval of Related Party Transactions by the company:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatsoever nature with related parties.”

“RESOLVED FURTHER that subject to prior approval of Audit Committee of Board of Directors of

the Company for the related party transactions, the Board of Directors of the Company be and is hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 30.08.2022
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) 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 mhkgupta18@gmail.com with a copy marked to evoting@nsdl.co.in & cs@jaganlamps.com 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 **Friday, September 23, 2022 to Thursday, September 29, 2022** (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 29, 2022.**
- 15) Route Map: Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the **30th 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 Standard-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 2021-22 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 **19.08.2022** 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 **cut-off date (i.e 22.09.2022)**, 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 **30th 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/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2021-22 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.

- 24) In compliance with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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>.

- 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. Thursday, September 22, 2022**, such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com
- 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, 2022 send their queries at cs@jaganlamps.com at least 7 (Seven) days before the date of 30th AGM. The same will be replied by/on behalf of the Company suitably.
- 28) 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.
- 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) Dividend on Company's Equity Shares for the year ended 31st March, 2022, 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 as per the times prescribed under Companies Act 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 **Thursday, September 22, 2022**.
 - 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 **Thursday, September 22, 2022**. The Dividend, if approved, will be payable as per the times prescribed under Companies Act.
- 32) 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.

- 33) 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 2022-23 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 2022-23 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), Thursday, September 22, 2022 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) Thursday, September 22, 2022 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>.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.jaganlamps.com. Members, who have not encashed Final Dividend FY 2020-21 declared by the Company, are advised to write to the Company immediately.

- 34) 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 www.jaganlamps.com as well as on the website of MAS Services Ltd at www.masserv.com, 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.

- 35) The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and **such shareholders holding will be fridge by RTA on or after 1st April 2023.**

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.masserv.com.

Note: A separate communication has already been sent to the respective shareholders by the Company.

- 36) **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 30th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Thursday, September 22, 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 Monday, September 26, 2022 at 09:00 A.M. and ends on Wednesday, September 28, 2022 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, 2022, 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, 2022.

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 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.nsdl.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.nsdl.com Select “Register Online for IDeAS” Portal or click at https://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.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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><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 website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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 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 mhkgupta18@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 Mr. 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.

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 voting as well as voting at the AGM through ballot paper.

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 30.08.2022
Place: Kundli (Haryana)

Sandeep Yadav
Company Secretary
M.No: A50965

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

Item No. 4

The Shareholders of the Company vide a Special Resolution passed by them at 25th Annual General Meeting of the Company held on 29th day of September, 2017 appointed Mr. Ashish Aggarwal as Managing Director of the Company for a period of five (5) years with effect from 29th day of September, 2017 to 28th day of September, 2022 on the terms and conditions including remuneration, as contained in the Explanatory Statement attached to notice convening the said AGM. Presently he serves as the Managing Director in the Company.

As the term of appointment (including remuneration) of Mr. Ashish Aggarwal is expiring on 28th day of September, 2022, accordingly, the Nomination and Remuneration Committee & Board of Directors at their meeting held on **30th August, 2022**, after taking into consideration his experience, responsibilities handled and contributions to the overall progress of the Company, have recommended to the reappointment of Mr. Ashish Aggarwal as the Managing Director of the Company with effect from 29th day of September, 2022 to 29th day of September, 2027 for a period of five (5) years on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee & Board of Directors, subject to the approval of the Shareholders. Brief resume of Mr. Ashish Aggarwal, nature of his expertise in specific functional areas, names of Companies in which he holds Directorships and Memberships/Chairmanships of Board/ Committees, shareholding and allied details as stipulated under the Listing Regulations and Secretarial Standard, are widely elaborated under Annexure-1 to this notice.

Keeping in view Mr. Ashish Aggarwal rich experience in the industry to which the Company belongs and his magnificent efforts towards development and expansion of Company's business during his earlier tenure,

the Board opinioned that it would be in the interest of the Company to continue the employment of Mr. Ashish Aggarwal as the Managing Director and recommended his re-appointment on the terms, conditions and remuneration with effect from 29th day of September, 2022 as set out herein below:

Mr. Ashish Aggarwal will also continue in his capacity as Key Managerial Personnel of the Company as per the provisions of Sections 2(51) and 203 of the Act and rules framed thereunder. He can also be appointed as Director or Managing Director on the Board of other Companies including subsidiaries (if any) in accordance with the provisions of the applicable laws in India.

The Company has received consent from Mr. Ashish Aggarwal to act as Managing Director of the Company and affirmation that he is not disqualified under Section 164 of the Act and not debarred from holding the office of Director, pursuant to any order issued by the SEBI. He satisfies all the conditions as set out in Section 196(3) and Part-1 of Schedule-V to the Act, for being eligible as Managing Director.

In terms of Section 190 of the Act, no formal contract of service with Mr. Ashish Aggarwal will be executed and this Resolution along with its Explanatory Statement (together with Annexure thereto) be considered as memorandum setting out terms and conditions of reappointment and remuneration of Mr. Ashish Aggarwal as Managing Director, and same will be available for inspection at AGM by the Members of the Company. They can also send their request at designated e-mail at cs@jaganlamps.com. The Company shall accordingly arrange to make the copy available to the Shareholders. The brief profile and details of Mr. Ashish Aggarwal as required under the provisions of the Act and Regulation 36(3) of the Listing Regulations, is provided in Annexure-1 to this Notice.

The Board recommends the resolution set out in item no. 4 of this Notice for the approval of the members of the Company by way of **Special Resolution**.

Except Mr. Ashish Aggarwal, Mr. Raghav Aggarwal, Ms. Rekha Aggarwal and/or their relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 4 of the Notice.

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:

1.	General information:		
1	Nature of industry:	Jagan Lamps Limited is engaged in the business of manufacturing of Halogen 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 31.03.2022 Amount (Rs. In Lac)

		Revenue from operations	4469.87
		Profit/Loss before Tax	334.26
		Tax Expenses	95.35
		Profit/Loss after Tax	238.91
5	Foreign Investments or collaborations, if any,	Not Applicable	
II. Information about Mr. Ashish Aggarwal			
1	Background details	Mr. Ashish Aggarwal, B.Tech Chemical Engineering is well versed with technical and commercial operations and practices. He is one of the core promoters of the Company. He has been looking after the corporate administration, corporate image and relationships, events and management. He has an expensive background and experience in legal & finance, international business relations and production. He has experience in the aforesaid fields for more than 26 years.	
2	Past Remuneration	32,70,000/- p.a.	
3	Recognition or awards	NIL	
4	Job Profile and his suitability	Mr. Ashish Aggarwal is a Managing Director of the Company and plays major roles in day to day affairs of the Company.	
5	Remuneration proposed	Rs. 32,70,000/- p.a. as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company. Proposed remuneration is commensurate with industry standards and board level positions held in similar sized and similarly positioned business.	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashish Aggarwal is a father of Mr. Raghav Aggarwal (Director) & husband of Ms. Rekha Aggarwal (Director) other than these he has no pecuniary relationship directly or indirectly with the Company except: <ol style="list-style-type: none"> 1. Remuneration 2. Shareholding 3. Rent paid to him by Jagan Lamps Limited under related party transaction duly approved by the Board of Directors of the Company. 	
III. Other Information			
1	Reasons of loss or inadequate profits	The Company has continuously shown growth over the years and operations are profitable. The change in technology has adversely impacted the turnover and profitability of the Company.	
2	Steps taken or proposed to be taken for improvement	NA	
3	Expected increase in productivity and profits in measurable terms	NA	
IV	Disclosure related to corporate Governance	NA	

[Item No. 5 & 6](#)**Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the limit of Rs. 50 crores and Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the limit of Rs. 50 crores:**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on August 30, 2022 proposed and approved increase in the borrowing limit upto Rs. 50 Crores (Rupees Fifty Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 50 Crores (Rupees Fifty Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the shareholders of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution. Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing borrowing limits upto Rs. 50 Crores. Accordingly, the approval of the shareholders of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 50 Crores as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 5 and 6 of the Notice.

[Item No. 7](#)

The Company may enter into related party transactions with one or more of related parties and such related party transactions covered under section 188 of the Companies Act, 2013. The Company may buy or sell goods or materials, sell or dispose of property of any kind, avail or render any kind of service, appoint any agent for purchase or sale of goods or materials, appointment to any office or place of profit,

underwriting the subscription of any securities or derivatives thereof, of the Company. The Company avails services from related parties covered u/s 188 of Companies Act, 2013 including Remuneration, Rent, Salary, etc. For that purpose, the Board recommends for approval of Shareholders, related party transactions in excess of threshold limits specified in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015. Some of the Directors of the Company may be interested in this resolution as it involves approval for above transactions and /or other Related Party Transactions (RPT) covered u/s 188 of Companies Act, 2013 as per following details:

Name of Related Party	Name of the Director or KMP who is related	Nature of relationship	Nature of Transaction
Mr. Ashish Aggarwal	Ms. Rekha Aggarwal Mr. Raghav Aggarwal	Relative	Remuneration, Rent, Purchase & Sales of Goods & Loan etc.
Ms. Rekha Aggarwal	Mr. Ashish Aggarwal Mr. Raghav Aggarwal	Relative	Salary
M/s Jagan Automotives Pvt. Ltd.	Mr. Ashish Aggarwal Ms. Rekha Aggarwal	Enterprises under common control	Sale & Purchase of goods & Rent.
M/s Anvi Buildmart Pvt. Ltd.	Mr. Ashish Aggarwal Ms. Rekha Aggarwal	Enterprises under common control	Sale & Purchase of goods & Rent.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution.

*All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A. M. to 01:00 P. M.) on all working days, except Saturdays, Sundays and Bank Holidays up to the date of the AGM of the Company.

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 30.08.2022
Place: Kundli (Haryana)

Sandeep Yadav
Company Secretary
M.No: A50965

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.N	Details of Director	Name of Director
1	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. in Computer Science from ASU USA. Mr. Raghav Aggarwal is young professional and has good technical knowledge in the field of Artificial Intelligence and Robotics.
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 31.03.2022	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, 2022	NA
I	No. of Meetings of the Board attended during the year (2021-22)	One
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
2	Name and Nationality of the Director	Mr. Ashish Aggarwal, Indian
A	Qualification, Experience & Age	Mr. Ashish Aggarwal age 50 years, B.Tech Chemical Engineering is well versed with technical and commercial operations and practices. He is one of the core promoters of the Company. He has been looking after the corporate administration, corporate image and relationships, events and management. He has an expensive background and experience in legal & finance, international business relations and production. He has experience in the aforesaid fields for more than 26 years.

B	Terms & Conditions of appointment and re-appointment	As per the Special Resolution set out in item no.4 of this notice read with explanatory statement thereto.
C	Last Drawn remuneration detail along with remuneration sought to be paid	Rs. 32,70,000/- p.a.
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	01.04.1994
F	Shareholding in the Company as on 31.03.2022	32,08,245 equity shares having FV 10 per shares. 73,000 unsecured unlisted compulsory convertible debentures having FV 100/- each.
G	Relationship with other Directors/KMP of the Company	Mr. Ashish Aggarwal is Husband of Ms. Rekha Aggarwal and father of Mr. Raghav Aggarwal.
H	Membership / Chairmanship of committees of other Board as on March, 2022	-
I	No. of Meetings of the Board attended during the year (2021-22)	8/8
J	In case of independent directors, the skills and capabilities required etc.	NA

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

By order of the Board
For Jagan Lamps Ltd.

Sd/-

Dated: 30.08.2022
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)

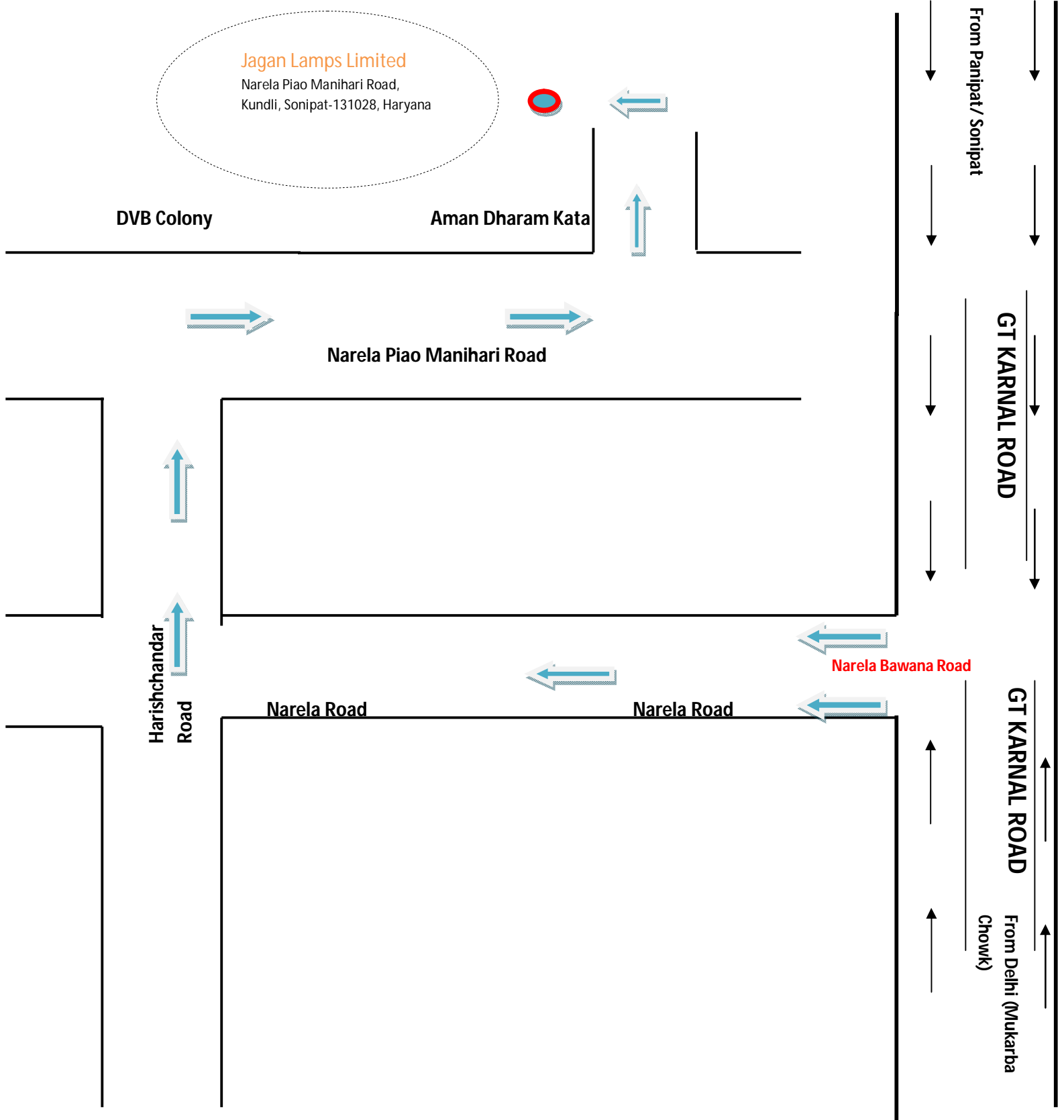
Sl. No.	Name of Director	No. of Equity Shares
01.	Mr. Hemant Mangla	NIL
02.	Mr. Saras Kumar	NIL
03.	Ms. Shweta Nathani	NIL
04.	Mr. Raghav Aggarwal	NIL
05.	Ms. Rekha Aggarwal	513866

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 2022 IS RS 1776.27 LAKHS AS AGAINST RS 1145.49 LAKHS IN THE YEAR ENDED 31 MARCH 2021.

ROUTE MAP TO THE VENUE OF AGM



JAGAN LAMPS LIMITED

CIN: L31501HR1993PLC033993

Regd. Office: Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana

Form MGT-11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member: _____

Registered Address : _____

Email ID: _____

Regd. Folio No/ DP ID/Client ID: _____

I/We being the member(s) of **JAGAN LAMPS LIMITED** holding _____ shares, hereby appoint:-

1. Name _____

2. Name _____

Address _____

Address _____

Email ID _____

Email ID _____

Signature _____

Signature _____

or failing him

as my/our proxy to attend the vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Thursday the 29th Day of September 2022, at 01:00 P.M. at the Registered Office of the Company at Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana or any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Type of Business	Vote (optional)*	
		For	Against
ORDINARY BUSINESS			
1	To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standard for the year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare the Final Dividend of Rs. 1/- (10%) per equity share of face value of Rs. 10/- each for the financial year ended 31 st March, 2022.		
3.	To appoint a Director in place of Mr. Raghav Aggarwal (DIN: 09131499), who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
4.	Re-appointment of Mr. Ashish Aggarwal (DIN: 01837337) as an Managing Director for a period of 5 (Five) Years.		
5.	Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the limit of Rs. 50 crores.		
6.	Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the limit of Rs. 50 crores.		
7.	Approval of Related Party Transactions by the company.		

Signed thisday of2022

Signature of shareholder(s).....

Signature of proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Rupee one
Revenue
Stamp is to
be affixed

JAGAN LAMPS LIMITED

CIN: L31501HR1993PLC033993

Regd. Office: Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana

Form No. MGT-12**Polling Paper**

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

Name of the Company: JAGAN LAMPS LIMITED				
Registered office: Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana				
BALLOT PAPER				
Sl.NO	Particulars	Details		
1.	Name of the First Named Shareholders (In Block Letter)			
2.	Postal Address			
3.	Registered folio No./Client ID No.			
4.	Class of Share	Equity		
I hereby exercise my vote in respect of Ordinary/Special resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
ORDINARY BUSINESS				
Sl.NO	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standard for the year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare the Final Dividend of Rs. 1/- (10%) per equity share of face value of Rs. 10/- each for the financial year ended 31 st March, 2022.			
3.	To appoint a Director in place of Mr. Raghav Aggarwal (DIN: 09131499), who retires by rotation and being eligible, offers himself for re-appointment.			
SPECIAL BUSINESS				
4.	Re-appointment of Mr. Ashish Aggarwal (DIN: 01837337) as an Managing Director for a period of 5 (Five) Years			
5.	Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the limit of Rs. 50 crores.			
6.	Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the limit of Rs. 50 crores			
7.	Approval of Related Party Transactions by the Company.			

Place:

Date:

(Signature of the Shareholders)

JAGAN LAMPS LIMITED

CIN: L31501HR1993PLC033993

Regd. Office: Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana

ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING

Regd. Folio No. /DP ID/Client ID No. _____

Name & Address of first/Sole Shareholder _____

No. of Share held _____

I, hereby record my presence at the 30th Annual General Meeting to be held on Thursday the 29th Day of September 2022, at 01:00 P.M. at the Registered Office of the Company at Narela Piao Manihari Road, Kundli, Distt. Sonapat 131028 Haryana.

(Signature of Member/Proxy)

Note:

1. Only member/proxy can attend the meeting. No minor would be allowed at the meeting.
2. Member/proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	Pan./SEQ. NO	USER ID	PASSWORD

Please refer to Notice for instructions on remote E-Voting.