

Jagsonpal Finance & Leasing Limited

D-28, First Floor, Greater Kailash Enclave-I, New Delhi-110048. CIN No.: L65929DL1991PLC043182.
Tel: 011-49025758 Fax : 011-41633812, Web: www.jagsonpal.co.in, Email: jagsonpalfinance@gmail.com

September 5, 2019

The Manager,
Listing Compliance
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub : Intimation of Book –Closure for 28th Annual General Meeting.

Sub: Notice of Annual General Meeting.

Bse Scrip Code 530601


Sir,

This is to inform you that under section 91 of the Companies Act, 2013 (Act), read with Rules thereunder and Regulation 42 of the SEBI(LODR) Regulation 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from 24th September,2019 to 30th September, 2019 (both days inclusive) for the purpose of 28th Annual General Meeting.

Please acknowledge the same.

Thanking You,

Yours faithfully,
For JAGSONPAL FINANCE & LEASING LTD.


Sumit Kumar Ghosh
(Company Secretary)

C.C. : 1)The Delhi Stock Exchange Association Ltd.

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Jagsonpal Finance & Leasing Ltd, will be held on Monday, 30th September, 2019 at 9:00 A.M. at Khasra No. 498, 500 Village Ghitorni, New Delhi - 110 030, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 and together with Reports of Directors and Auditors there-on.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Dr. Kanwarpal Singh Kochhar (DIN 00529230) as “Managing Director” of the Company for a period of five years effective from 29th September 2019 to 29th September 2024 on the terms and conditions as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Dr. Kanwarpal Singh Kochhar.”

3. To Confirm Appointment of Mrs. Jasvinder Kaur as Director who was appointed as Additional Director and To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014 Mrs. Jasvinder Kaur (DIN 08350847) who was appointed as Additional Director of the Company with effect from 14th February, 2019 and who holds office up to the conclusion of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Jasvinder Kaur (DIN 08350847) as a candidate for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

By Order of the Board
(Sumit Kumar Ghosh)

Company Secretary
ACS No: 19689

Place : New Delhi
Date : 13.08.2019

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE AFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THIS ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. A copy of Annual Report containing Audited Financial Statements for the financial year ended March 31, 2019, and together with the Reports of the Board of Directors and Auditors' thereon are enclosed. Members are requested to bring their copies of Annual Report at the AGM.

3. As a responsible corporate citizen, the Company welcomes and supports the “Green Initiative” taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the members through electronic mode. We believe that the above initiative will go a long way in conserving paper which is a natural resource and also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company’s Registrar and Transfer Agents, in case of physical shareholding. We hope that members will join this cause and make the world a cleaner, greener and healthier place to live in.
4. Shareholders/Proxy holders are requested to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the Annual General Meeting, so as to enable the Company to keep the information ready.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
7. Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual report and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to MAS Services Ltd. Members holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail, are entitled to receive such communication in physical form upon request.
8. As per Securities and Exchange Board of India (SEBI) notification, submission, of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transposition of shares. Members holding share in dematerialized mode are requested to submit PAN details to the Depository Participant whereas member holding shares in physical form are requested to submit the PAN details to the company’s Registrar & Transfer Agent.
9. Members of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s).
10. Pursuant to section 108 of the Companies Act, 2013, Rule 20 of the Companies (management and Administration) Rules 2014 as amended by the Companies (management administration amendment rule 2015 and regulation 44 of SEBI, LODR) , Regulation 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate sheet of Attendance Slip alongwith e-voting instructions has been sent explaining the process of e-voting with necessary user and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 30th, 2019.

The Company has appointed Mr. Prasant Kumar Sarkar, Practicing Company Secretary (CP No. 6534) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

- The E-voting period commences from 9.00 a.m. on September 27th, 2019 and ends on 5.00 p.m. on September 29th, 2019. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut - off date of September 23rd, 2019 may cast their vote electronically. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
11. The results will be declared at the Registered Office of the Company situated at Jagsonpal Finance & Leasing Limited, D-28, First Floor, Greater Kailash Enclave Part -I, New Delhi – 110048 and the resolutions will be taken as passed effectively on the date of Annual General Meeting. The said results along with Scrutinizer report shall be placed on the Company's website www.jagsonpal.co.in and on website (NSDL) www.nsdl.com immediately after the results is declared. The Company shall simultaneously forward the results to BSE Limited, Mumbai where the shares of the Company are listed.
 12. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed at the 28th Annual General Meeting of the Company scheduled to be on Monday September 30th, 2019.
 13. As per Securities and Exchange Board of India (SEBI) notification, submission, of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or / transposition of shares. Members holding share in dematerialized mode are requested to submit PAN details to the Depository Participant whereas member holding shares in physical form are requested to submit the PAN details to the company's Registrar & Transfer Agent.
 14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in prescribed Form SH 13 for this purpose (enclosed).
 15. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the Annual General Meeting, so as to enable the Company to keep the information ready.
 16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 17. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the annual general meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make not later than two days of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.
 18. The Result on resolutions shall be declared on or after the AGM of the Company. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website www.jagsonpal.co.in and on the website of NSDL, within 2 (two) working days of passing of the resolutions at the AGM and communicated to the stock exchanges, where the shares of the company are listed.
 19. Members are requested:
 - (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
 - (b) To quote their Folio No. /DP Id- Client Id and e-mail ID in all correspondence; and
 - (c) To please note that no gift or gift coupons will be distributed at the meeting.

By Order of the Board
(Sumit Kumar Ghosh)

Company Secretary
(ACS No: 19689)
Place : New Delhi
Date : 13.08.2019
Regd. Office : D-28, First Floor, Greater Kailash
Enclave Part - I, New Delhi - 110 048.

Explanatory Statement pursuant to section 102 of the Companies Act

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under item nos. 2 to 3 of the accompanying Notice dated 13th August 2019 convening the 28th Annual General Meeting of the Company scheduled for 30th September, 2019.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013)

ITEM NO. 2

Dr. Kanwarpal Singh Kochhar, has been director on the Board of the company since its incorporation. He completed his B.Sc (Hons) from St. Stephens College, Delhi University in 1979 and subsequently completed his Ph.D from the University of Georgia.

Subject to the provisions of section 204 read with Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, your company must have a Managing Director. Your Board of Directors have recommend the name of Dr. Kanwarpal Singh Kochhar for re-appoint of the Managing Director for a period of five years affective from 29th September, 2019 whose terms as Managing Director is coming to an end on 29th day of September, 2024. It is also to inform you that Dr. Kanwarpal Singh Kochhar had agreed to act as the Managing Director without any managerial remuneration. Your director want to inform you that Dr. Kanwarpal Singh Kochhar has got tremendous administrative, industrial and managerial experience which has always been and will be a value addition for the company. Since only you have the authority to appoint a Managing Director, the resolution listed as item no.4 in special business category.

Dr. Kanwarpal Singh Kochhar, being appointee, is directly interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives, is interested in this resolution.

The Board commends the Resolution for the approval of the members.

Item no. 3

Mrs. Jasvinder Kaur (DIN08350847) was appointed as Additional Director of the Company with effect from 14th February, 2019 and subject to the provisions of section 161(1) of the Companies Act,2013, he holds office up to the date of this Annual General Meeting and is eligible for election.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mrs. Jasvinder Kaur (DIN 08350847) as a candidate for the office of Director. The Directors are of the opinion that his knowledge and experience will be of benefit to the Company.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, the particulars of Mrs. Jasvinder Kaur (DIN 08350847) who is proposed to be appointed are given in the section 'Profile of Mrs Jasvinder Kaur is aged 44, is a Graduate in B.Com from Delhi University. She has worked in various organizations and has vast experience of over 20 years in the field of Finance, Accounts and Capital Market Operations etc., and has vast experience in business operations.

The Board of Directors, therefore, recommends that the resolution set out at item no. 3 of the Notice convening the meeting be approved and passed.

Except Mrs. Jasvinder Kaur (DIN 08350847) none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no. 3 of the Notice.

