



J.B. CHEMICALS & PHARMACEUTICALS LIMITED

Registered Office: "Neelam Centre", B' Wing, 4th Floor, Hind Cycle Road, Worli, Mumbai 400 030.

Tel: (022) 2482 2222/2493 0918 • Fax: (022) 2493 0534 • Email: secretarial@jbcpl.com

CIN: L24390MH1976PLC019380 • Web: www.jbcpl.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF J.B. CHEMICALS & PHARMACEUTICALS LIMITED WILL BE HELD ON TUESDAY, AUGUST 23, 2016 AT RAMA & SUNDRI WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI 400 020 AT 3.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- (a) To receive, consider and adopt the audited financial statement of the Company for the financial year ended on March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon; and
(b) To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on March 31, 2016 together with the report of the Auditors thereon.
- To confirm interim dividend of ₹ 4.50 per equity share paid during the financial year 2015-16 and declare a final dividend of Re. 0.50 per equity share.
- To appoint a director in place of Mr. Pranabh Mody (DIN: 00035505), who retires by rotation and, being eligible, offers himself for re-appointment.
- To appoint auditors and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT M/s. J. K. Shah & Co., Chartered Accountants, having firm registration number 109606W, be and are hereby re-appointed as auditors of the Company, to hold office from the conclusion of this annual general meeting till the conclusion of the next annual general meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix remuneration of the auditors."

SPECIAL BUSINESS:

- To appoint **Mr. Shaukat H. Merchant as Independent Director** and to consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT Mr. Shaukat H. Merchant (DIN: 00075865), who was appointed by the Board as an additional director of the Company pursuant to Section 161 of the Companies Act, 2013 on 03-02-2016, and for whose appointment as director the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature

to the office of director of the Company, be and is hereby appointed, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under as Independent Director of the Company for a term of 5 consecutive years commencing from 03-02-2016."

- To **ratify remuneration of cost auditor** and to consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 4,60,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) to Kishore Bhatia & Associates, Cost Accountants, for audit of cost records of the Company for the financial year 2016-17 as approved by the Board of Directors of the Company be and is hereby ratified."

- To determine fee for service of documents on member(s) through a requested mode and to consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 20(2) of the Companies Act, 2013, the Company do serve any document on any member of the Company through a particular mode of service requested by a member upon such member paying in advance fee therefor equivalent to necessary costs and expenses incurred by the Company in effecting such delivery."

By Order of the Board of Directors

M.C. Mehta

Company Secretary & Vice President-Compliance

Registered office:

Neelam Centre, 4th Floor, "B" Wing,
Hind Cycle Road, Worli, Mumbai 400 030.

Date : May 20, 2016

Place : Mumbai

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED**



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OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person.

2. A statement pursuant to Section 102 (1) of the Companies Act, 2013 concerning the special business mentioned under item nos. 5 to 7 of the notice is annexed hereto.
3. Members/proxies/authorized representatives, who attend the meeting, are requested to complete the attendance slip and deliver the same at the registration counter at the meeting venue.
4. (a) Book Closure: The register of members and share transfer books of the Company will remain closed from August 16, 2016 to August 23, 2016 (both days inclusive) for equity shares held in physical form and (b) Record Date: August 16, 2016 has been fixed as Record Date for equity shares held in electronic form, for determining names of the members entitled to dividend, if declared at the annual general meeting.
5. The final dividend, if declared at the annual general meeting, will be paid on August 30, 2016.
6. The members holding shares in electronic form are requested to intimate change in their bank details and address to their depository participant. The members holding shares in physical form are requested to intimate change in their bank details and address to the Company's Registrars and Share Transfer Agent. This will help the members avoid delay in receipt of dividend and communications from the Company.
7. The dividend for the year 2008-09 will become due for transfer to Investor Education and Protection Fund in August 2016. The members who have not encashed their dividend are requested to approach the Company.
8. The shareholders who have not yet claimed their dividend for any past period are requested to write to the Company or send e-mail to investorelation@jbcpl.com.
9. The members, who have not yet exchanged certificate(s) of shares of face value of ₹ 10 against certificates of shares of face value of ₹ 2, consequent to reduction in face value from ₹ 10 to ₹ 2, are requested to approach the Company's Registrars and Share Transfer Agent or write to the Company.
10. Pursuant to Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company can serve notice of general meeting and financial statements through electronic mode to those members who have registered their e-mail address with the depository or the Company. The members, who hold shares in dematerialized form, are requested to register/update their e-mail address with the depository. The members holding shares in physical form may also opt to receive notices/financial statements by registering their e-mail address with the Company.
11. A member receiving notice and financial statements through e-mail will be furnished physical copy thereof on request.
12. The form of proxy, attendance slip and route map to reach venue of the meeting accompany this notice.
13.
 - i. The Company is providing facility for remote e-voting (i.e. e-voting from a place other than venue of annual general meeting) and the business as set out in this notice may be transacted by the members through such voting. The remote e-voting facility is provided through e-voting platform of Central Depository Services (India) Limited ("CDSL"), as per provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - ii. The members of the Company holding shares of the Company as on August 16, 2016 (i.e. the cut-off date) shall be entitled to cast vote either through remote e-voting facility or through ballot paper at the venue of the annual general meeting.
 - iii. The facility for voting through ballot paper shall also be made available at the annual general meeting. The members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
 - iv. The members who have cast their vote by remote e-voting shall not be allowed to change it subsequently or cast the vote again.
 - v. The process and the manner of voting through remote e-voting facility and time schedule thereof including



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details about login ID, procedure for generating password and casting of vote in a secure manner is as under:

Time schedule for remote e-voting

The voting period begins on Saturday, August 20, 2016 at 9.00 a.m. and will end on Monday, August 22, 2016 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 16, 2016 (cut-off date) may cast their vote electronically. The members please note that the remote e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be blocked by CDSL for voting thereafter.

Steps for e-voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (iv) Next enter the image verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <p>*Physical Members / Demat Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number as communicated separately.</p>

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</p> <p>If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of the Company.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



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(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xvi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. The Board of Directors has appointed Mr. Ashish Bhatt, proprietor of Ashish Bhatt & Associates, Practising Company Secretary, to scrutinize the remote e-voting / ballot process in a fair and transparent manner. The result of voting on the businesses transacted at the annual

general meeting will be declared not later than August 26, 2016 by placing the same along with scrutinizer's report on the website of the Company www.jbcpl.com.

15. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the existing director proposed for re-appointment and the new director proposed for appointment is as under:

Pranabh Mody:

Mr. Pranabh Mody, 52, obtained his Bachelor Degree in Pharmacy from Pioneer Institute of Pharmacy in Mumbai, i.e. Bombay College of Pharmacy in the year 1984. He also obtained his Masters in Business Administration from Oakland University, USA in the year 1986. He also completed an Executive Education Program from Harvard University in USA in the year 1995. He joined J. B. Chemicals & Pharmaceuticals Ltd. in 1986 and has been on the Board of the Company since 1-9-1997.

Mr. Pranabh Mody has to his credit around 29 years of experience of which, 21 years has been in the pharmaceutical industry with J. B. Chemicals & Pharmaceuticals Limited. His areas of expertise include corporate strategy and finance, IT, customer and supplier development, marketing, distribution and supply chain management.

Mr. Pranabh Mody as President and Whole time director (Operations) has significantly contributed to the overall management and development of the Company's businesses, involvement and implementation of corporate strategies, IT system and processes & controls.

Mr. Pranabh Mody attended all five meetings of the Board held during 2015-16. He is also a member on the board of Sasken Communication Technologies Ltd., Unique Pharmaceutical Laboratories Ltd., Ifunik Pharmaceuticals Ltd., Biotech Laboratories (Pty.) Ltd., South Africa and Unique Pharmaceutical Laboratories FZE, Dubai. He is also a member of audit committee of Sasken Communication Technologies Ltd.

Mr. Pranabh Mody is son of Shri Dinesh B. Mody, Whole time director (Administration) of the Company. He holds 4,940,172 shares in the Company.

Shaukat H. Merchant:

Mr. Shaukat Merchant, 65, is a Senior Solicitor & Senior Partner of the Law Firm M/s. M&M Legal Ventures, Advocates & Solicitors, Mumbai which was established by him in the year 1993. He graduated from Government Law College and commenced



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his carrier in law in 1978 with the leading law firm M/s. Crawford Bayley & Co., Mumbai. He has rich experience in advising MNCs and large Indian Corporates in the field of Corporate Laws, Joint Ventures, Amalgamations, Laws relating to the Pharmaceutical Industry, Intellectual Property Rights (IPR) and Intermediaries in the Securities Market. He also has vast experience in Litigation and Arbitration proceedings besides advising pharmaceutical companies across the country in diverse pricing matters. Mr. Merchant has more than 35 years of experience in the field.

Mr. Merchant is a Member of His Highness Prince Aga Khan International Conciliation and Arbitration Board since December 2012 and is a Certified Mediator.

Mr. Merchant does not hold any shares in the Company. Mr. Merchant is not related to any of the directors of the Company. He does not hold directorship in any listed entity.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

All material facts concerning items of special business item nos. 5 to 7 are set out in the following statement accompanying the notice.

Item No. 5:

The Board of Directors appointed Mr. Shaukat H. Merchant as additional director on February 3, 2016 and is an independent director of the Company. As provided in Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he holds office up to the date of ensuing annual general meeting. The Company has received a notice in writing along with requisite deposit under Section 160 of the Companies Act, 2013 from a member of the Company proposing candidature of Mr. Shaukat H. Merchant for his appointment to the office of director of the Company.

Mr. Shaukat H. Merchant has given his consent to act as director of the Company and has also furnished a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He possesses appropriate skills, experience and knowledge *inter alia*, in the field of law particularly the drug laws, corporate and securities laws, intellectual property laws, litigations and arbitration.

Your Board of Directors is of the opinion that Mr. Shaukat H. Merchant, proposed to be appointed as Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for the appointment of an independent director, and that he is independent of the management.

Mr. Shaukat H. Merchant, 65, is senior Solicitor and Advocate and is Senior Solicitor & Senior Partner of the Law Firm M/s. M&M Legal Ventures, Advocates & Solicitors, Mumbai and has significant and rich experience in the area of law. Keeping in view his qualifications, skills, experience and functional expertise, your Board is of the opinion that his appointment would bring in diversity in the Board and his continued association would be immensely beneficial to the Company. Accordingly, your directors commend appointment of Mr. Shaukat H. Merchant as Independent Director for approval of the members.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Shaukat H. Merchant would hold office for a term up to 5 years from February 03, 2016, being the date of his appointment as additional director by the Board, and the provision of the said Act in respect of retirement of directors by rotation shall not apply to his appointment. The terms and conditions of appointment of Mr. Shaukat H. Merchant as independent director are open for inspection at the registered office of the Company by any member during 9.00 a.m. to 6.00 p.m. on all working days (i.e. except Saturday, Sunday and other public holidays) up to the date of the annual general meeting.

Mr. Shaukat H. Merchant has attended both meetings of the Board held during the year since the date of his appointment. He is also a member on the board of Padamsey Mulji Ginning and Pressing Company Private Limited. He is not related to any director or Key Managerial Personnel of the Company. He does not hold any shares in the Company.

Mr. Shaukat H. Merchant and his relatives may be considered as concerned or interested in the resolution under item no.5. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in the resolution under item no.5.

Item No. 6:

The Company is required to submit to the Central Government cost audit report audited by the Cost Accountant. Accordingly, the Board of Directors has appointed Kishore Bhatia & Associates, Cost Accountants, to conduct audit of cost records of the Company for the financial year 2016-17 and also approved their remuneration as mentioned in the resolution under item no. 6 of the notice, based on recommendation of the Audit Committee. The Companies (Audit and Auditors) Rules, 2014 provides that the remuneration of cost auditor approved by the Board of Directors shall be ratified subsequently by the shareholders. In view of this, the ratification of remuneration payable to the cost auditors is sought from the members.



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Your directors commend the resolution set out under item no. 6 for approval of the members. None of the directors and key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out under item no. 6 of the notice.

Item No. 7:

A company can serve documents on its members through any mode of delivery permitted under the Companies Act, 2013. However, Section 20 of the Companies Act, 2013 confers right on members to request for delivery any document through a particular mode, for which such member is required to pay fee as determined by annual general meeting. Hence, it is proposed that the Company's member who request for such delivery of any document, then the fee therefor shall be all necessary costs and expenses incurred by the Company.

Your directors commend the resolution set out under item no. 7 for approval of the members. None of the directors and key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out under item no. 7 of the notice.

By Order of the Board of Directors

M.C. Mehta

Company Secretary & Vice President-Compliance

Registered office:

Neelam Centre, 4th Floor, "B" Wing,
Hind Cycle Road, Worli, Mumbai 400 030.

Date : May 20, 2016

Place : Mumbai

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L24390MH1976PLC019380

Name of the company : J.B. Chemicals & Pharmaceuticals Limited

Registered Office : "Neelam Centre", 'B' Wing, 4th Floor, Hind Cycle Road, Worli, Mumbai 400 030.

Web: www.jbcpl.com, Email:secretarial@jbcpl.com, Tel: 022 2482 2222/2493 0918, Fax: (022) 2493 0534.

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____

Folio No./DP ID and Client ID: _____

I/We, being the members(s) holding _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote ~~(on a poll)~~ for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday, the 23rd day of August, 2016 at 3.30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1.	(a) To receive, consider and adopt the audited financial statement of the Company for the financial year ended on March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon; and (b) To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended on March 31, 2016 together with the report of the Auditors thereon.
2.	To confirm interim dividend paid during the financial year 2015-16 and declare a final dividend.

Resolution No.	Description
3.	To re-appoint Mr. Pranabh Mody as a director of the Company.
4.	To appoint M/s. J. K. Shah & Co., Chartered Accountants as auditors of the Company.
5.	To appoint Mr. Shaukat H. Merchant as Independent director of the Company.
6.	To ratify remuneration of cost auditor.
7.	To determine fee for service of documents on member(s) through a requested mode.

Signed this _____ day of _____ 2016

Signature of shareholder _____

Affix 15 paise Revenue Stamp

Signature of Proxy Holder(s) _____

NOTE :

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. A proxy holder may vote either for or against each resolution.



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ATTENDANCE SLIP

Name and address of the member	:	
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Registered Folio No./ DP ID – CL. ID.	:	
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Number of shares held	:	
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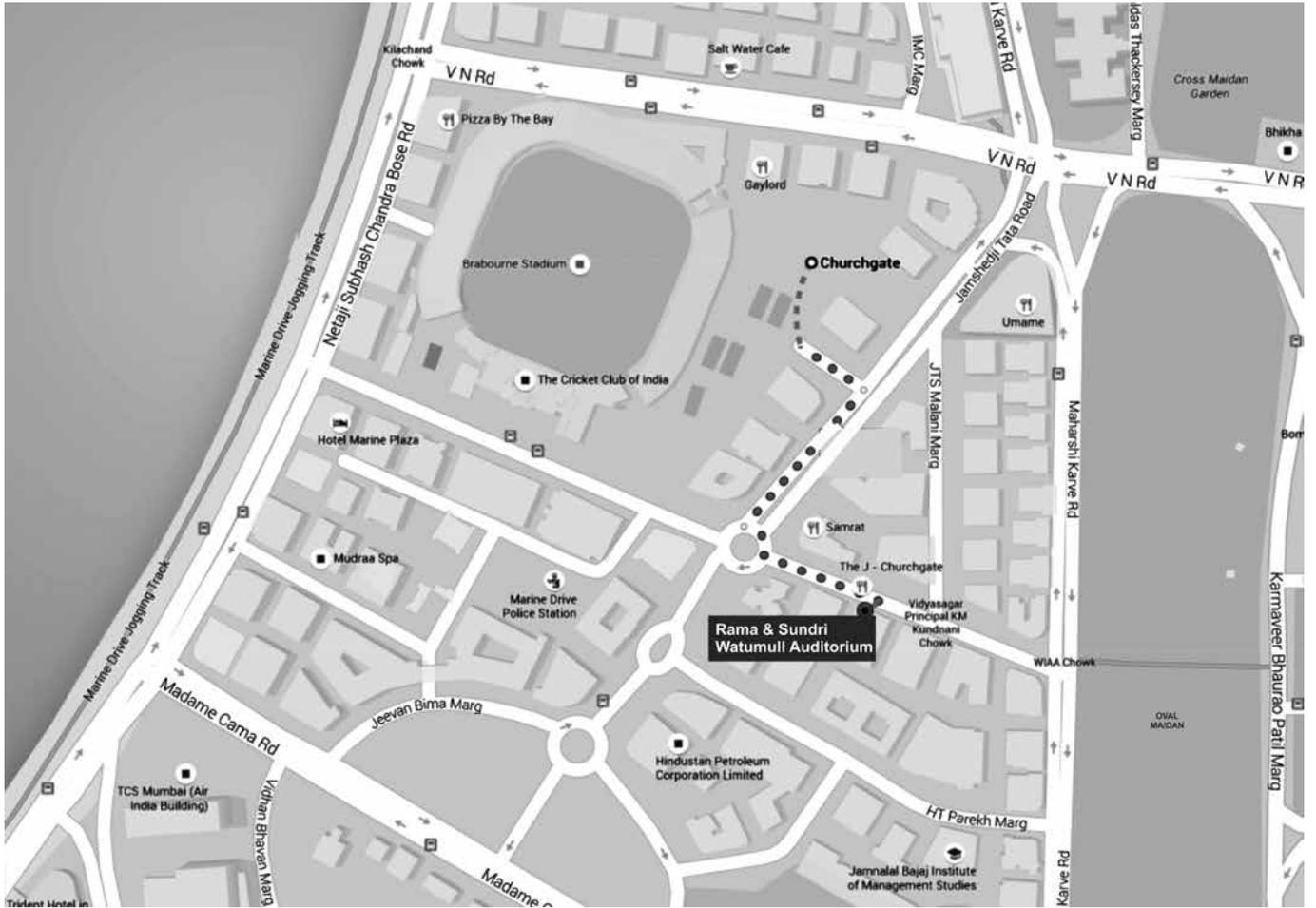
I hereby record my presence at the fortieth annual general meeting of the Company being held at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020, on Tuesday, August 23, 2016 at 3.30 p.m.

Signature of the shareholder(s) or proxy _____

Please fill in the attendance slip and hand it over at the entrance of the meeting hall. Please bring your copy of the annual report for reference at the meeting.

ROUTE MAP OF ANNUAL GENERAL MEETING VENUE

Venue: Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020.



Landmark : Off. Oval Maidan

