

# NOTICE OF 20<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF JHS SVENDGAARD LABORATORIES LIMITED (the Company) WILL BE HELD ON Tuesday 10<sup>th</sup> September, 2024 AT 1:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM) facility, to transact the following business:

## ORDINARY BUSINESSES:

1. To receive, Consider and Adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Statutory Auditors thereon.

### 2. APPOINTMENT OF STATUTORY AUDITOR

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), upon the recommendation of the Audit Committee, M/s. Lodha & Co LLP, Chartered Accountants (Firm Registration No. 301051E/E300284), be and is hereby appointed as Statutory Auditors of the Company, for a period of 5 year years commencing the conclusion of the ensuing Annual General Meeting till the conclusion of 25th Annual General Meeting to be held in the year of 2029 at such remuneration and terms and conditions mentioned in the Explanatory Statement.”

RESOLVED FURTHER THAT any Director/ Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

### 3. APPOINTMENT OF MR. VINAY MITTAL (DIN: 08232559), AS DIRECTOR, LIABLE TO RETIRES BY ROTATION

To appoint a director in place of Mr. Vinay Mittal (DIN: 08232559), who retires by rotation and being eligible, offers himself for re-appointment

## SPECIAL BUSINESSES:

### 4. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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 Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on 15th June 2024, M/s. Lodha & Co LLP, Chartered Accountants (Firm Registration No. 301051E/E300284),, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s TATTVAM & Co. Chartered Accountants (FRN:507971C),

RESOLVED FURTHER THAT M/s. Lodha & Co LLP, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from June 15, 2024, until the conclusion of the 20th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT any Director/Key Managerial Personnel be and is hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.

### 5. ALTERATION OF MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION.

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

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws for the time being in force and such other approvals, permissions and sanctions, as may be necessary, approval be and is hereby accorded for addition of following new clauses to existing clauses of main object in the Objects Clause (Clause III) of Memorandum of Association of JHS Svendgaard

Laboratories Limited:-

- d) To manufacture, produce, process, pack, distribute, import, export, trade, sell, and deal in all kinds of cosmetics, beauty products, personal care items, FMCG products and related accessories. This includes but is not limited to skincare products, haircare products, makeup, fragrances, and other beauty treatments.
- e) To carry on the business of marketing, advertising, and promoting products related to cosmetics, personal care, consumer durables, food and beverages, daily consumer goods, and other related items through various channels including retail, wholesale, online platforms, and other distribution networks.
- f) To establish, operate, manage, and maintain retail outlets, stores, e-commerce platforms, and other sales channels for the purpose of selling and distributing the company's products.
- g) To engage in research and development activities for the innovation and improvement of products related to cosmetics, personal care, consumer durables, food and beverages, daily consumer goods, and other related items.

**"RESOLVED FURTHER THAT** the Board of Directors / key managerial personal of the Company be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

**6 TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 ("the Act") read with rules framed thereunder and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, consent of the members be and is hereby accorded for giving of guarantee(s), and/or providing of security(ies) in connection with any Loan to be taken by JHS Svendgaard Retail Ventures Limited, being entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to clause (b) of Sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs 5 Crore (Rupees Five Crore Only) in one or more tranches, provided that such guarantee/security given by the Company shall be utilized by such entity for its principal

business activities of Airport Store operation and managing the business.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things and incidental as the Board / Committee in its absolute discretion may deem."

**7. TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 ("the Act") read with rules framed thereunder and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, consent of members be and is hereby accorded for making advance to Magna Waves Buildtech Private Limited, being entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to clause (b) of Sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs 13.20 Crore (Rupees Thirteen Crores Twenty Lacs) in one or more tranches, provided that such advance given by the Company shall be utilized by such entity for securing Pre-emptive rights for the purpose of transfer of lease rights in Srinagar and Jammu, UT of J&K, which have been allotted to Magna Waves Buildtech Pvt Limited by Govt of J&K for the purpose of setting up Shopping Mall, Hotel and Corporate Park/ Office Complex etc.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid advance, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things and incidental as the Board / Committee in its absolute discretion may deem."

**8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MAGNA WAVES BUILDTECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required, on such terms and conditions as may be mutually agreed between the Company and Magna Waves Buildtech Private Limited, for an aggregate value of not exceeding ₹13.20 crore during the financial year 2024-25, consent of members be and is hereby accorded to amend/modify the terms of the said Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, provided that such transaction(s)/ contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and

confirmed in all respects."

**For and on behalf of Board of Directors  
JHS Svendgaard Laboratories Limited**

**Sd/-  
(Komal Jha)**

**Company Secretary & Compliance Officer**

**Date: 12.08.2024**

**Place: New Delhi**

**Registered Office:**

**Trilokpur Road, Kala Amb**

**Distt. Sirmaur, Himachal Pradesh-173003**

**Email- [cs@svendgaard.com](mailto:cs@svendgaard.com)**

**Website: [www.svendgaard.com](http://www.svendgaard.com)**

**CIN: L74110HP2004PLC027558**

**NOTES:-**

The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2023 dated 25 September, 2023, read with circulars dated 8 April, 2020, 13 April, 2020, 5 May, 2020, 13 January, 2021, 8 December, 2021 and 28 December, 2022 (collectively referred to as "MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated 5 May, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 20th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 20th AGM shall be the Registered Office of the Company.

**PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO**

**THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY**

**THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE**

**SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM and the details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("Secretarial Standards – 2") issued by The Institute of Company Secretaries of India, is annexed hereto. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4,5,6,7&8 of the accompanying Notice, are unavoidable by the Board and hence, form part of this Notice.

The Company has availed the services of National Securities Depository Limited ("NSDL") for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("Remote e-voting") and e-voting during the AGM.

Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [csmdahiya@gmail.com](mailto:csmdahiya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@svendgaard.com](mailto:cs@svendgaard.com).

Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

1. The Notice of AGM is being sent to those members/ beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on 09th August, 2024.
2. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID:

In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021,

SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars") companies can send the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories.

Accordingly, the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories.

Physical copy of the Annual Report shall be sent to those shareholders who request for the same to the Company's e-mail address at [cs@svendgaard.com](mailto:cs@svendgaard.com) mentioning Folio No./DP ID and Client ID.

Members who have questions or are seeking clarifications on the Annual Report or on the proposals as contained in this Notice, are requested to send email to the Company on [cs@svendgaard.com](mailto:cs@svendgaard.com) on or before 5:00 p.m. on Sunday, September 01, 2024. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, [CS@SVENDGAARD.COM](mailto:CS@SVENDGAARD.COM) on or before 5:00 p.m. on 01st September, 2024. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

Members may note that the Notice of AGM along with the Integrated Annual Report FY 2023-24 will also be available on the Company's website at [www.svendgaard.com](http://www.svendgaard.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also at the website of our RTA at [www.alankit.com](http://www.alankit.com).

3. Shareholders, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
  - Shareholders holding shares in physical form can register their e-mail id with the RTA by sending an e-mail to RTA at [rta@alankit.com](mailto:rta@alankit.com).
  - Shareholders holding shares in demat mode may update the e-mail address through their respective Depository Participant(s).

Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

4. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2023-24 along with AGM Notice by email to [cs@svendgaard.com](mailto:cs@svendgaard.com) Members holding shares in demat form can update their email address with their Depository Participants.

The Members can join the AGM in the VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and the relevant SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [cs@svendgaard.com](mailto:cs@svendgaard.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice shall also be made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Any person becoming a Member of the Company after the Notice of the AGM is sent out and holds shares as on the cut-off date i.e. Tuesday, September 03, 2024, may obtain the user ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) and can exercise their voting rights through Remote e-voting by following the instructions listed

herein below or by voting at the meeting.

8. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of 20th AGM and Annual Report for 2023-24 and thereafter shall be disabled from the records of the RTA immediately after the 20th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
9. It is clarified that for permanent registration of e-mail address in respect of members holding shares in demat, such members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
10. Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company at [rta@alankit.com](mailto:rta@alankit.com).
11. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

Further, pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the

requisite details of unpaid and unclaimed amounts lying with the Company has been uploaded on Company's website [www.svendgaard.com](http://www.svendgaard.com).

12. The Securities and Exchange Board of India (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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
14. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with press release no. 12/2019 dated March 27, 2019, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at [cs@svendgaard.com](mailto:cs@svendgaard.com) latest by 05th September, 2024 (upto 5.00 p.m.).

To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the

earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's [www.svendgaard.com/investor\\_query.html](http://www.svendgaard.com/investor_query.html) Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

15. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
16. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at

[www.svendgaard.com/investor\\_query.html](http://www.svendgaard.com/investor_query.html) and on the website of the Company's RTA at- [www.alankit.com/registrar-and-share-transfer-agent](http://www.alankit.com/registrar-and-share-transfer-agent).

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/

OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website

[www.svendgaard.com/investor\\_query.html](http://www.svendgaard.com/investor_query.html)

**Norms for furnishing of PAN, KYC, Bank details and Nomination:**

To mitigate unintended challenges on account of freezing of folio, SEBI vide circular dated November 17, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details. Further, SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made after furnishing the PAN, contact details including mobile no., bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link :

[www.sebi.gov.in/sebi\\_data/faqfiles/jan2024/1704433843359.pdf](http://www.sebi.gov.in/sebi_data/faqfiles/jan2024/1704433843359.pdf)

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website [www.svendgaard.com](http://www.svendgaard.com).
- In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company is in the process of dispatching a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC Bank details and Nomination, are

requested to contact their respective DPs. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

**17. E-Voting facility:**

The Board of Directors of the Company has appointed Mr. Mohit Dahiya , (CP No. [23052]) Partner of M/s Dahiya & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company at [www.svendgaard.com](http://www.svendgaard.com).

18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.svendgaard.com](http://www.svendgaard.com) and the website of NSDL immediately after the result is declared.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on September 07th , 2024 at 09:00 A.M. and ends on September 09th , 2024 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 (cut-off date) i.e. Tuesday, September 03rd, 2024 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 i.e. Tuesday, September 03rd, 2024.

### How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  <p>The image shows a promotional banner for the NSDL Mobile App. It features the text "NSDL Mobile App is available on" at the top. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a QR code for scanning to download the app.</p> </div>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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?**

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.

1. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
2. 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.
3. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

- Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
- 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'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 4. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based

login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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 [csmdahiya@gmail.com](mailto:csmdahiya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.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:

- In case shares are held in physical mode please provide 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 [cs@svendgaard.com](mailto:cs@svendgaard.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@svendgaard.com](mailto:cs@svendgaard.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.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have

questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@svendgaard.com](mailto:cs@svendgaard.com). The same will be replied by the company suitably.

**Explanatory Statement-Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**The following Explanatory Statement sets out material facts relating to the Ordinary Business Item no. 3, Special Business item no. 4 and 5 of the accompanying Notice:**

**ITEM NO.02**

Upon the recommendation of the Audit Committee, the Board of Directors of the Company at its their meeting held on 15th June 2024 had appointed M/s. Lodha & Co LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Tattvam & Co Chartered Accountants and they shall hold the office till the conclusion of the ensuing annual general meeting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Lodha & Co

LLP, Chartered Accountants, for the first consecutive term of five years from the conclusion of 20th AGM till the conclusion of 25th AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Lodha & Co LLP, Chartered Accountants (Firm Registration No. 318086E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

**Details required to be provided as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the appointment of the Statutory Auditors is provided below:**

Proposed Fee payable to auditor	11,00,000
Material change in the fee payable to such auditor	Considering the enhanced size of the operations of the Company, scope of services and experience, profile and calibre of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work.
Rationale for such change	<b>Lodha &amp; Co LLP</b> , a firm of Chartered Accountants having its Registered Office at 19, Esplanade Mansion, 14, Government Place East, Kolkata 700069, West Bengal was founded in 1941. It has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has 15 Partners and a dedicated team of more than 80 Professionals. Staff strength of the firm, other than Professional Staff, is around 250 personnel.  The firm is currently providing Assurance, Taxation, Accounting and Advisory Services. It has experience of working with several Multinational Companies, listed entities and companies with Multi-products and Services. It is empanelled with Comptroller and Auditor General of India and is currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks. Further, the firm is registered with Public Company Accounting Oversight Board (PCAOB) and therefore eligible to conduct the audit of Indian subsidiaries/ associates of companies listed in USA. The firm having more than 80 years of professional experience, has presence in major Business Groups, Banks and various non-Government and Government organisations in India.

### ITEM NO. 3

#### ANNEXURE TO THE NOTICE

Details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Details of Directors seeking Re-appointment at the 20th Annual General Meeting

Particulars	Vinay Mittal
Director Identification Number	08232559
Designation/category of the Director	Non-Executive (Non-Independent) Director
Age	71
Date of the first appointment on the Board	27-05-2022
Qualification	Bachelors in English Literature from St. Stephen's College, Delhi University. two years of Law degree from Faculty of Law, Delhi University
Profile, Experience and Expertise in specific functional areas	Mr. Vinay Mittal did Bachelors in English Literature from St. Stephen's College, Delhi University. In 1973, he enrolled into Faculty of Law, Delhi University for two years of Law degree. He then joined Indian Railways Traffic Service in 1975 and where he remains in the service for good 37 years. Mr. Mittal retired as chairman of Railway Board in 2013 and joined Union Public Service Commission as member till 2018.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with the other Directors	None
Terms & conditions of the reappointment	To retire by rotation
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Listed Companies Nil Other Companies
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil
Number of meetings of the Board attended during the financial year	7
Details of remuneration paid in FY23-24	Nil
Resignation from Listed Entities in past three years	Nil

For other details such as the number of meetings of the Board attended during FY 2023-24, remuneration last drawn in FY 2023-24 by Mr. Vinay Mittal please refer to the corporate governance report which is a part of this Integrated Annual Report.

#### ITEM NO. 4

The Members of the Company at its 18th Annual General Meeting held on 30th September, 2022 had appointed M/s. Tattvam & Co, Chartered Accountants to hold office from the conclusion of 18th AGM till the conclusion of 23rd Annual General Meeting of the Company.

M/s. Tattvam & Co, Chartered Accountants, vide their letter dated May 18, 2024 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Audit Committee in its meeting dated 15th June 2024 considered various parameters like capability of M/s. Lodha & Co LLP, Chartered Accountants to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc. The Audit Committee found M/s. Lodha & Co LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Therefore, considering the experience and expertise of M/s. Lodha & Co LLP, Chartered Accountants, the Audit Committee of the Company recommended the proposal to appoint them as Statutory Auditors of the Company to fill the casual vacancy.

Upon the recommendation of the Audit Committee, the Board of Directors of the Company at its their meeting held on 15th June 2024 had appointed M/s. Lodha & Co LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Tattvam & Co Chartered Accountants.

In this connection this is to inform the members that in accordance with the provisions of Section 139 (8) of the Companies Act, 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Lodha & Co LLP, Chartered Accountants (Firm Registration No. 318086E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 04 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company is concerned or interested in the said resolution.

**Details required to be provided as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the appointment of the Statutory Auditors is provided below:**

Proposed Fee payable to auditor	11,00,000
Material change in the fee payable to such auditor	Considering the enhanced size of the operations of the Company, scope of services and experience, profile and calibre of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work.
Rationale for such change	Lodha & Co LLP, a firm of Chartered Accountants having its Registered Office at 19, Esplanade Mansion, 14, Government Place East, Kolkata 700069, West Bengal was founded in 1941. It has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has 15 Partners and a dedicated team of more than 80 Professionals. Staff strength of the firm, other than Professional Staff, is around 250 personnel.  The firm is currently providing Assurance, Taxation, Accounting and Advisory Services. It has experience of working with several Multinational Companies, listed entities and companies with Multi- products and Services. It is empanelled with Comptroller and Auditor General of India and is currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks. Further, the firm is registered with Public Company Accounting Oversight Board (PCAOB) and therefore eligible to conduct the audit of Indian subsidiaries/ associates of companies listed in USA. The firm having more than 80 years of professional experience, has presence in major Business Groups, Banks and various non-Government and Government organisations in India.

## ITEM NO. 5

In accordance with the National Company Law Tribunal (NCLT) order dated 10th August 2023, regarding the Composite scheme of Arrangement and Amalgamation among JHS Svendgaard Laboratories Limited (Demerged/Transferee Company), JHS Svendgaard Retail Ventures Private Limited (Resulting Company), and JHS Svendgaard Brands Limited (Transferor Company), the scheme has become effective. As per the scheme, all the business activities, assets, and liabilities of JHS Svendgaard Brands Limited have been transferred to JHS Svendgaard Laboratories Limited.

As a result of this merger, it is imperative to amend the Memorandum of Association (MoA) of the Transferee Company to include the objects of the transferor company to ensure a seamless transition and to carry out the combined business activities efficiently. By doing so, the Company aims to consolidate operations, optimize resources, and achieve greater efficiency and profitability.

The addition of these proposed new object clauses will align the Memorandum of Association with the expanded business scope resulting from the merger, ensuring the company can effectively pursue its objectives and capitalize on synergies generated from the consolidation.

The Board of Directors of JHS Svendgaard Laboratories Limited, at its meeting held 03rd August, 2024 has proposed to amend the object clause in the MoA and recommends approval by the shareholders. The resolution for amending the MoA will be presented as a Special Resolution at the upcoming general meeting of shareholders.

In terms of section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. The Board recommends for approval by the members the resolution as set out at Item No. 5 of the Notice as a Special resolution.

None of the Directors, Key Managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 5 of the Notice.

The Memorandum of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered office of the company and copies thereof shall also be made available for inspection in physical or electronic form also at the Meeting.

## ITEM NO. 6

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

(a) a special resolution is passed by the Company in general

meeting: and

(b) the loans are utilised by the borrowing company for its principal business activities.

The Borrowing Company/ Body Corporates covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to sub-section-2 of the Section 185 of the Act and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan to be taken by JHS Svendgaard Retail Ventures Limited, up to an aggregate amount not exceeding Rs 5 Crore (Rupees Five Crore Only) in one or more tranches, provided that such guarantee/security given by the Company shall be utilized by such entity for its principal business activities of Airport Store operation and managing the business, on the terms mentioned in the resolution set out at Item No. 6 and necessary delegation of authority to the Board for this purpose.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 6 of the notice for your approval as a Special Resolution.

Except Mr. Nikhil Nanda, Managing Director, None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

## ITEM NO. 7

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

(c) a special resolution is passed by the Company in general meeting: and

(d) the loans are utilised by the borrowing company for its principal business activities.

The Borrowing Company/ Body Corporates covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to sub-section-2 of the Section 185 of the Act and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making for making advance to Magna Waves Buildtech Private Limited, being entity covered under the category of 'a

person in whom any of the director of the Company is interested' as specified in the explanation to clause (b) of Sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs 13.20 Crore (Rupees Thirteen Crores Twenty Lacs) in one or more tranches, provided that such advance given by the Company shall be utilized by such entity for securing Pre-emptive rights for the purpose of transfer of lease rights in Srinagar and Jammu, UT of J&K, which have been allotted to Magna Waves Buildtech Pvt Limited by Govt of J&K for the purpose of setting up Shopping Mall, Hotel and Corporate Park/ Office Complex, subject to approval of shareholders.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

Except Mr. Nikhil Nanda, Managing Director, None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

#### ITEM NO.8

In accordance with the provisions of Regulation 23 of the SEBI Listing Obligations and Disclosure Requirement (LODR) read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year,

exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests and the business interest of the Group, enters into various transactions with Magna Waves Buildtech Private Limited (MWBPL). The estimated value of related party transactions between the Company and MWBPL, during the financial year 2024-25 shall exceed the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on 12 August, 2024, reviewed, and approved the material related party contracts / arrangements / transactions, for the financial years 2024-25, as set out in Resolution nos. 8, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, approval of the Members is being sought for contracts /arrangements / transactions proposed to be undertaken by the Company with Magna Waves Buildtech Private Limited (MWBPL) during financial years 2024-25.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 8 of this Notice, for approval by the Members of the Company.

Except Mr. Nikhil Nanda, Managing Director, none of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolutions.

**information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the proposed material modification(s) thereto, are as follows:**

Sr. No.	Description	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed material modification to the RPTs	
a	Name of the Related Party (s) and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Magna Waves Buildtech Private Limited is an unlisted promoter group company. Magna Waves Buildtech Private Limited is a real estate Company and main business of Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, immovable property dealers etc many more.
b	Type, material terms and particulars of the proposed transaction	The transactions involve Rendering of services, Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services and other transactions for business purposes during the financial years 2024-25. provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business



Sr. No.	Description	Details
c	Percentage of the annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	19%
d	Tenure of the proposed transaction	2024-25
e	Value of proposed transaction	Rs. 13.20 Cr.
2	Justification for the proposed RPTs	Expansion of its business in real estate area.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
i	Details of the source of funds in connection with the proposed transaction.	Own share capital/ Internal accruals and liquidity of the Company.
ii	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:- - Nature of indebtedness - Cost of funds and - Tenure	NA
iii	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	
iv	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Principle business only
4	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism followed for proposed value of the Material RPTs shall be based on Arm's Length Principle applicable as per Jurisdictional guidelines. Valuation report and/or other external report(s), if applicable, would be obtained and relied upon.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Nikhil Nanda, Managing Director of the company
6	Any other information that may be relevant	All relevant details and information have been mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**For and on behalf of Board of Directors**  
**JHS Svendgaard Laboratories Limited**

**Sd/-**  
**Komal Jha**  
**Company Secretary & Compliance Officer**

**Date: 12.08.2024**  
**Place: New Delhi**