

## NOTICE OF ANNUAL GENERAL MEETING

To

The Members,

**NOTICE** is hereby given that the (16<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of **JHS SVENDGAARD LABORATORIES LIMITED** will be held through Video Conferencing (“VC”) on Saturday, 08<sup>th</sup> August, 2020 at 01:00 P.M. IST in compliance with all the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (“SEBI”) (Listing Obligation and Disclosure Requirements) Regulations, 2015, to transact the following business:

### ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended on 31<sup>st</sup> March, 2020 together with the Auditors’ and Board’s Report thereon.
2. To appoint a Director in place of Mr. Nikhil Nanda, Managing Director (DIN: 00051501), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider & approve the re- appointment of Statutory Auditor M/s S.N Dhawan & Co, Chartered Accountants

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s S N Dhawan & Co., Chartered Accountants (Firm Regn No. 000050N/N500045), be and are hereby re-appointed as the Auditors of the Company for a period of five years till the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company to be held in year 2025, at a remuneration as may be decided and fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities.”

### SPECIAL BUSINESSES:

#### ITEM NO. 4: INCREASE AND ALTERATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the existing authorized share capital of the Company be and is hereby increased from Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10/- to Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and 64 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

- V. *The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each with power to increase or decrease the capital, to divide the share in the capital for the time being, into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions, as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and consolidate or subdivide these shares and issue shares of higher or lower denominations.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution, including to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company.”

## ITEM NO. 5: ADDITION OF NEW OBJECTS IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) (Main Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new sub-clause numbered as III(A)(c) after the existing sub-clauses (b) of the Memorandum of Association of the Company:

*“To manufacture, buy, sale, import, export, distribute and to deal in any other manner possible, in automobile parts of all kinds & descriptions (whether electronic or not), automotive and other gears, transmission axles, blades, Universal joints, springs, spring leaves, head lamps, sealed beams, clutch facing and brake lining component parts, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, cycles and vehicles and conveyances of all kinds.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities.”

## ITEM NO.6: ISSUANCE OF FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ISSUE

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

**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the other rules, regulations and guidelines, as may be applicable and subject to such other necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities, if any, and agreed to by the Board of Directors of the Company, which term shall deem to include the Committee of Directors (hereinafter referred to as the ‘**Board**’), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 55,00,000 (Fifty-Five Lakh) Fully Convertible Warrants (“Warrants”), for cash, at an issue price of Rs. 20/- per warrant (Rupees Twenty only) by way of preferential issue, to be convertible at an option of Warrant holder into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each within such timeframe as may be stipulated, to the persons specified herein below (hereinafter as “Proposed Allottee(s)“):

S. No.	Proposed Allottee	Category	No. of warrants to be allotted
1.	Mr. Nikhil Nanda	Promoter	500,000
2.	M/s. Frisco Global Private Limited	Non-Promoter	15,00,000
3.	M/s. Zaveri Fin Stock Private Limited	Non-Promoter	17,50,000
4.	M/s. Parker Multi Commodities India Pvt Ltd	Non-Promoter	17,50,000
<b>Total</b>			<b>55,00,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations the ‘Relevant Date’ for the purpose of determining the issue price for the Preferential issue of the Warrants is July 09, 2020, being the working day immediately preceding the 30 (thirty days) prior to the date on which the meeting of Members is held to consider the proposed issuance of Warrants.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- (b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- (c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board/Committee(s) of the Board of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchange(s); filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members .

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**ITEM NO. 7: TO APPOINT MR. RAJAGOPAL CHAKRAVARTHI VENKATEISH (DIN: 00259537), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. RajaGopal Chakravarthi Venkateish (DIN: 00259537), who was appointed as an Additional Director (independent Category) on 23<sup>rd</sup> June, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. RajaGopal Chakravarthi Venkateish (DIN: 00259537), be and is hereby appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 23<sup>rd</sup> June, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

#### **ITEM NO. 8: TO APPOINT MR. KAPIL MINOCHA (DIN: 02817283), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kapil Minocha (DIN: 02817283), who was appointed as an Additional Director (independent Category) on 23<sup>rd</sup> June, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kapil Minocha (DIN: 02817283), be and is hereby appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 23<sup>rd</sup> June, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

#### **ITEM NO. 9: TO RE-APPOINT MR. MUKUL PATHAK (DIN: 00051534), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mukul Pathak, (DIN: 00051534), Independent Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 2<sup>nd</sup> July, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

#### **ITEM NO. 10: RE-APPOINTMENT OF MR. NIKHIL NANDA AS THE MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the reappointment of Mr. Nikhil Nanda (Mr. Nanda), as the Managing Director of the Company from July 2, 2020 for a period of 5 years, liable to be retire by rotation and on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

**1. Base pay:**

Annual basic salary upto Rs. 60 lacs to be paid periodically.

**2. Commission:**

During the term of office, Mr. Nanda will be entitled to a commission upto 5% on net profits of the Company, every year.

**3. Employee benefits:**

During the term of office, Mr. Nanda will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other whole-time directors of the Company.

**4. Vacation:**

Mr. Nanda will be entitled to one paid vacation annually with family not exceeding Rupees Fifteen Lacs (Rs. 15.00 lacs).

#### **5. Perquisite:**

The Managing Director shall be entitled to the following perquisite as under,

- i. Medical reimbursement: Reimbursement of all medical charges incurred in India and outside for Mr. Nikhil Nanda and family.
- ii. Car with driver and telephone facility: The Company shall provide car with driver and telephone facility at the residence of Mr. Nikhil Nanda. Provisions of car with driver for use of company's business and telephone facility at the residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on Mr. Nikhil Nanda.
- iii. Club Fees: Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

#### **6. Expenses:**

The Company will reimburse Mr. Nanda for reasonable travel, entertainment or other expenses incurred by him in furtherance of or in connection with the business only.

#### **7. Minimum Remuneration:**

Notwithstanding anything herein above stated, where in any financial year closing on and after March 31, 2020, during the tenure of Mr. Nanda as MD of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nanda the remuneration by way of base salary, variable pay and other allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not 'exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any Statutory modifications or-re-enactment(s) thereof, for the time being in force).

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

**11<sup>th</sup> July, 2020  
New Delhi**

**Nikhil Nanda  
Managing Director**

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

### Item No. 4& 5

Your Company is contemplating the preferential issue of Fully Convertible Warrants ("Warrants") in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that the requisite number of fresh Equity Shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10/- each.

The Board of Directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- each to accommodate the fresh issuance of the shares of the Company.

The amendment proposed in the Memorandum of Association of the Company is only consequential to reflect the proposed change in the Authorized Share Capital of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the Members by way of a resolution in the general meeting should approve the above said amendments.

Further, the Board of Directors of the Company at its meeting held on 11<sup>th</sup> July, 2020 decided to explore the possibilities to diversify the existing business of the Company into automobile parts of all kinds & descriptions and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, cycles and vehicles and conveyances of all kinds.

To alter object clause in conformity with its business activities as recommended by the Board to diversify the current business, it is proposed to alter the main object of Memorandum of Association accordingly.

Thus, the Board recommends the resolution set out at item no. 4&5 for your consideration and approval as an Ordinary Resolution and Special Resolution, respectively. Both the resolutions are in the best interest of the Company.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the registered office/ corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company viz. www.svendgaard.com.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolutions except to the extent of their shareholding in the Company, if any.

### Item No. 6

The Board of Directors of the Company at their meeting held on 23<sup>rd</sup> June, 2020 has, subject to the approval of the members of the Company and such other approvals as may be required, approved the preferential issue of up to 55,00,000 (Fifty-Five Lakh) warrants, convertible into equivalent number of equity shares of face value of Rs. 10/- each of the Company ("Equity Shares"), at an issue price of Rs. 20/- per warrant aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore only), at such terms and conditions as the Board may decide.

In this regard, as per Sections 42 and 62 of the Companies Act, 2013 read with rules made thereunder and Regulation 160 of SEBI (Issue of Capital and Disclosure requirements) Regulations 2018 (SEBI ICDR Regulations, 2018) approval of the members of the Company by way of a special resolution is required for issue and allotment of warrants on preferential basis.

**Further, the details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:**

#### 1. Particulars of the offer including the maximum number of specified securities to be issued

Preferential Issue of up to 55,00,000 Warrants, convertible into equivalent number of Equity Share of face value of Rs. 10/- each for an aggregate amount of up to Rs. 11,00,00,000/-.

#### 2. Objects of the Preferential Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company and its subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new



initiatives and for other general corporate purposes.

### 3. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

The Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the Promoter/ Director	Category	No. of warrants proposed to be allotted
1.	Mr. Nikhil Nanda	Promoter cum Executive Director	5,00,000
<b>Total</b>			<b>5,00,000</b>

None of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

### 4 The Shareholding pattern of the Company before and after the Preferential Issue:

S. No.	Category	Pre- Issue Shareholding		Issue of Warrants (each warrant is convertible into one Equity Share)	#Post-Issue Shareholding (assuming full conversion of Warrants into Equity)	
		No. of Shares held	% of Holding		No. of Shares held	% of Holding
<b>A.</b>	<b>Promoter's Holding</b>					
1	Indian					
	Individual/HUFs	26897988	44.17	<b>500000</b>	27397988	41.26
	Bodies Corporate	0	0.00	-	0	0.00
	Sub-total	26897988	44.17	-	27397988	41.26
2	Foreign Promoter	0	0.00	-	0	0.00
	<b>Sub Total (A)</b>	<b>26897988</b>	<b>44.17</b>	<b>-</b>	<b>27397988</b>	<b>41.26</b>
<b>B.</b>	<b>Non-Promoters' Holding</b>					
1	Institutions	301350	0.49	-	301350	0.45
2	Government	0	0.00	-	0	0.00
3	Non-Institution					
	Corporate Bodies	1703265	2.80	<b>5000000</b>	6703265	10.10
	Individuals	30792324	50.56	-	30792324	46.37
	Other (HUF, Clearing Member, NRI, IEPF)	1205538	1.98	-	1205538	1.82
	Overseas Corporate Bodies	0	0.00	-	0	0.00
	<b>Sub Total (B)</b>	<b>34002477</b>	<b>55.83</b>	<b>-</b>	<b>39002477</b>	<b>58.74</b>
	<b>GRAND TOTAL</b>	<b>60900465</b>	<b>100</b>	<b>5500000</b>	<b>66400465</b>	<b>100</b>

#Post shareholding structure is presuming full conversion and may change depending upon any other corporate action in between.

### 5. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the warrants shall be allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed warrants is pending on account of receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**

Name of the proposed allottee	Name of the natural person(s) who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control	Pre-Issue Shareholding		Issue of Warrants (each warrant is convertible into one Equity Share)	Post-Issue Shareholding (assuming full conversion of Warrants)	
		No. of Equity Shares held	% of Holding		No. of Shares held	% of Holding
Mr. Nikhil Nanda	N.A.	2,38,10,774	39.10	5,00,000	2,43,10,774	36.61
M/s. Frisco Global Private Limited	Mr. Ayush Jain	NIL	NIL	15,00,000	15,00,000	2.26
M/s. Zaveri Fin Stock Private Limited	Mr. Bharatbhai Mandalia	NIL	NIL	17,50,000	17,50,000	2.64
M/s. Parker Multi Commodities India Pvt Ltd	Mrs. Nirmalaben Pravinbhai Majithia	NIL	NIL	17,50,000	17,50,000	2.64

The proposed preferential allotment of warrants and conversion into equity shares of the Company will not result in any change in control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**7. Lock-in Period**

The warrants and equity shares arising from exercise of warrants shall be subject to lock-in and transfer restrictions as specified under the SEBI ICDR Regulations.

**8. Relevant Date and basis of determination of Issue Price**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining the issue price for the proposed preferential issue of warrants is July 09, 2020, being the working day immediately preceding the 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed issuance of warrants.

The equity shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, accordingly the issue price of warrants has been considered on the basis of trading at NSE.

The issue price has been reckoned as Rs. 20/- each warrant which is more than the price determined in accordance Reg. 164 of SEBI ICDR Regulations.

**9. Undertakings**

- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- As the equity shares have been listed for a period of more than twenty-six weeks as on the relevant date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

**10. Auditors' Certificate**

The certificate from M/s S.N Dhawan & Co LLP, Chartered Accountants being the Statutory Auditors of the Company certifying that the said preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations would be available for inspection for the Members at the registered office/corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company [www.svendgaard.com](http://www.svendgaard.com).



## **11. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution**

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested financially or otherwise except Mr. Nikhil Nanda, being the Executive Director and his relatives, to the extent of their intention to subscribe in the said preferential issue.

**The Resolution is in the best interest of the Company and accordingly board of directors recommends the passing of resolution set out at Item No. 6 above by members of the Company by means of a Special Resolution.**

### **Item No.7, 8 & 9**

Pursuant to the provision of Section 149, 152, 160 of the Companies Act, 2013 read with 2013 Schedule IV and Rule 3 and Rule 13 of the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. RajaGopal Chakravarthi Venkateish & Mr. Kapil Minocha were inducted to the Board as Additional Director (Independent Category) of the Company on 23rd June, 2020 for a period of 5 years.

Also, Mr. Mukul Pathak was appointed as an Independent Director on the Board w.e.f. from 02<sup>nd</sup> July, 2015. His first term of 5 years expired on 01<sup>st</sup> July, 2020 and thereafter he was re-appointed on the Board at the recommendation of the Nomination and Remuneration Committee subject to the approval of the members, for a second term of 5 years w.e.f. 2<sup>nd</sup> July, 2020. The aforesaid three Directors are, eligible to be appointed as an Independent Director for a term upto five years. The performance evaluation of Mr. Mukul Pathak during last year was found satisfactory by the Board.

The Company has received notices in writing, from a member u/s 160 of the Act, proposing Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minocha and Mr. Mukul Pathak as candidate(s) for the office of Director of the Company.

Considering the background and experience of Mr. Mukul Pathak, the Board considers that the continued association of Mr. Mukul Pathak would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

Further, the Company has received a declaration from Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minocha and Mr. Mukul Pathak that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act and not debarred from appointment by any order of SEBI or any other authority. The Board of Directors are of the opinion that Mr. RajaGopal Chakravarthi Venkateish, Mr. Kapil Minocha and Mr. Mukul Pathak are person(s) of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an Independent Director. The Board considers that their association as Director will be beneficial to and in the interest of the Company.

A copy of respective draft letters of appointment of Independent Director setting out the terms and conditions would be available for inspection for the Members at the registered office/corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM and also available on the website of the Company [www.svendgaard.com](http://www.svendgaard.com).

The Board of directors recommends the special resolutions (item nos. 6, 7 and 8) for your approval. The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Apart from the candidate seeking appointment and only to the extent of their appointment, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolutions except to the extent of their shareholding in the Company, if any.

Necessary disclosures in accordance with the applicable Secretarial Standards and Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this notice.

### **Item No. 10**

Mr. Nikhil Nanda was re-appointed as the Managing Director of the Company for a period of five years with effect from 2nd July, 2015. The present term of Mr. Nikhil Nanda was expired on 1st July, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Nikhil Nanda as Managing Director of the Company for a further period of five years w.e.f 2nd July, 2020, post completion of his present term in July 2020.

Mr. Nikhil Nanda is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Mr. Nikhil Nanda satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment and also confirms that he is not debarred from appointment by any order of SEBI or any other authority

Mr. Nikhil Nanda is a first generation entrepreneur with over 27 years of experience in the oral care industry. He holds a degree of Post Graduate Diploma in Business Management - Finance and Marketing from FORE School of Management, New Delhi. He is the vision and direction behind the Company in tune with the current market scenario, of being a global village working and establishing manufacturing facilities to service the world. Since 1996, Mr. Nanda has been actively involved in the day-to-day activities of his family owned oral care business, namely SSL, SOC (since 2002) and JHE (since 2003) respectively. He has dealt with all the facets of the business ever since the constitution of proprietorship concerns to corporatisation of the same. His achievement includes exploring international markets for the Company's growth and is lead source of product development.

In so far as the remuneration of Mr. Nikhil Nanda as Managing Director is concerned, the same is specified in the resolution itself, which is put for the approval of members.

Mr. Nikhil Nanda holds 2,38,10,774 equity shares of the face value of Rs. 10/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

It is proposed to seek the Members approval for the re-appointment of and remuneration payable to Mr. Nikhil Nanda as Managing Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

None of the Directors or Key Managerial Personnel or the relatives except Mr. Nikhil Nanda and his relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 10 for the approval of Members.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Nikhil Nanda as the Managing Director of the Company.

Necessary disclosures in accordance with the applicable Secretarial Standards and Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this notice.

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

**11<sup>th</sup> July, 2020  
New Delhi**

**Nikhil Nanda  
Managing Director**

## NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent by email through its registered email address to [lpbcs@gmail.com](mailto:lpbcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Information regarding particulars of the Director(s) seeking re-appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed hereto as Annexure "A".
6. 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 Friday,10<sup>th</sup> July, 2020.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice and Annual Report 2019-20 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 NSDL at <https://www.evoting.nsdl.com> and also at the website of our RTA at [www.alankit.com](http://www.alankit.com).
8. **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 2019-20 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.**
9. 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 16<sup>th</sup> AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 16<sup>th</sup> 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.
10. **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.**
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. 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,

13. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.
14. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared.. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.
15. Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at [www.svendgaard.com](http://www.svendgaard.com). Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.
16. 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.
17. 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 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.
18. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@svendgaard.com](mailto:cs@svendgaard.com).
19. Members are requested to 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.
20. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
21. 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.
22. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) 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.

23. The Board of Directors of the Company has appointed Mr. Mohit Dahiya Partner of M/s Mohit & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
25. 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 results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members 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. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. 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.
- iii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- iv. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
- v. Members are encouraged to join the Meeting through Laptops/IPads connected through broadband for better experience. 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.
- vi. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cs@svendgaard.com](mailto:cs@svendgaard.com) between Saturday, August 01, 2020 and Thursday, August 06, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members who need assistance before or during the AGM, can
  - i. Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800-222-990; or
  - ii. Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number + 91 22 24994545;

**VOTING THROUGH ELECTRONIC MEANS**

- a. 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 Circular, the Company is providing facility of remote e-voting and electronic voting at the AGM 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.
- b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. 1<sup>st</sup> August, 2020 shall only be entitled to avail the facility of remote e-voting as well as electronic voting at the AGM. A person, who is not a member as on the Cut- off Date, should treat this Notice for information purpose only.

- c. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. Members can opt for only one mode of voting i.e. either by remote e-voting or by electronic voting in the AGM. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast at the AGM shall be treated as invalid.
- e. The instructions for remote e- voting are as under:**
- i. The remote e-voting period commences on 05<sup>st</sup> August, 2020 at 9:00 am and ends on 07<sup>th</sup> August, 2020 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on ("Cut-off Date") may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<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***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.



6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**f. The instructions for voting in the AGM through electronic voting are as under**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the 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 AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case of any queries including issues and concerns related to remote e-voting and voting at AGM, 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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

## Annexure 1

### DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ARE AS UNDER:-

Name of Director	Mr. RajaGopal Chakravarthi Venkateish	Mr. Kapil Minocha	Mr. Nikhil Nanda	Mr. Mukul Pathak
Date of Birth	21 <sup>st</sup> July, 1959	13 <sup>th</sup> August, 1956	26.09.1972	13.01.1967
Brief Resume	<p>Mr. R. C. Venkateish, pass out from IIT-Madras &amp; IIM-Calcutta, has over of 35+ years of experience working across varied sectors and is now the Founder of the Sports Channel, Lex Sportel Vision having office at Gurgaon, Haryana. Mr. Venkatesih has been the Country Head of Oral-B, India from 1996-2001. He has also worked as the Managing Director of Kellogg India from 2000-2003. After working in the FMCG Space for over 2 decades, Mr. Vekateish ventured into Sports Media and worked as the Managing Director of ESPN Star Sports India for over 7 years from 2003-2010. During this tenure he was also on the Board of Directors of the Indian Broadcasting Foundation (IBF).</p>	<p>Mr. Kapil Manocha has over 2 decades of experience and has been closely associated with the complete cycle of Investments and repatriation of funds. Mr. Manocha has worked as Senior Consultant in Holtec Consulting Private Limited from 1997-2003 and as Senior Manager in DLF Limited from 2003-2005. He then moved on to MCube Capital Private Limited and worked as CEO from 2006-2019. Mr. Manocha is also currently director in many companies in advisory, nominee and operational capacities. He is currently associated as an Advisor to the Revival Companies monitored by High Court. He is also an established Consultant in the Real Estate Group in NCR and also supporting as Mentor to the Start-up Companies and facilitators. Mr. Manocha specializes in Asset and Project Management, FDI Investments, Seed/ First Round Funding for Early Growth Companies, Strategy development and implementation, Dispute Resolution.</p>	<p>Nikhil Nanda, 47 years is a first generation entrepreneur with 22 years of experience in manufacturing as preferred outsourcing partner for large MNC's and Indian FMCG Brands. He started his Company in 1997 and took it public with its IPO in 2006 for US \$10 Million.</p>	<p>Mr. Pathak has a rich experience of over 22 years in teaching. Mr. Pathak possesses a wide ranging experience and knowledge of Finance having been associated with the reputed institutions over the years.</p>
Date of Appointment	23 <sup>rd</sup> June, 2020	23 <sup>rd</sup> June, 2020	08.10.2004	02.07.2015

<b>Qualifications</b>	IIT Madras & IIM Calcutta	LLB	Degree in Business Management with double majors in Finance and Marketing from FORE School of Management, New Delhi	MA in Economics
<b>Expertise in specific Functional Area</b>	Employment	Consultancy	Entrepreneur with Good Leadership Skills	Teaching
<b>Directorship held in other public Companies</b>	1. Infocom Network Limited	NA	NA	NA
<b>Membership/ chairmanship of other public companies</b>	Nil	Nil	Nil	Nil
<b>Remuneration last drawn, if any</b>	NA	NA	36,00,000	NA
<b>Shareholding in the Company directly or as beneficial holder</b>	Nil	Nil	2,38,10,774	Nil
<b>Relationship with other Directors and KMPs of the Company</b>	Nil	Nil	Nil	Nil
<b>The number of Meetings of the Board attended during the year</b>	Nil	Nil	4	4