

JHS SVENDGAARD LABORATORIES LIMITED

Regd. Office: Trilokpur Road, Kheri(Kala –Amb), Tehsil - Nahan, Distt: Sirmour,
Himachal Pradesh -173030

Corporate Identity Number: L24230HP2004PLC027558

Tel.: + 91- 1702 – 238 830 • Fax: + 91 - 1702 - 238831

Website: www.svendgaard.com • email: investors@svendgaard.com



NOTICE

Dear Shareholders,

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of JHS SVENDGAARD LABORATORIES LIMITED will be held on Tuesday, 15th March, 2016 at 11.00 A. M. at the Registered Office of the Company at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District Sirmour, Himachal Pradesh - 173030 to transact the following business:-

- 1. Ratification of the disclosure made with respect to the pre and post preferential holding of the proposed allottees of 3,59,04,748 Fully Convertible Warrants issued by the Company on preferential basis at the 11th Annual General Meeting held on Tuesday, 01st September, 2015.**

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

SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded for ratification of the disclosure made in respect of the pre and post preferential holding of the proposed allottees of 3,59,04,748 Fully Convertible Warrants issued by the Company pursuant to the approval granted by the members through special resolution in the Annual General Meeting held on 01st September, 2015.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all its power to any committee, any director or any other person as the board may feel appropriate to do all such acts, things and deeds as may be required to give effect to the above resolution.”

By order of the Board of Directors
For JHS Svendgaard Laboratories Limited

Sd/-
Nikhil Nanda
(Managing Director)
DIN: 00051501

Place: New Delhi
Date: 11th February, 2016

NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the Extra Ordinary General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than 10 percent Share capital of the Company. Members holding more than 10 percent of the total Share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing a proxy as per the format in the Annual Report should, however, be deposited at the registered office of the Company not later than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of Companies, societies, partnership firm, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member of organization.
4. The Notice of the EGM along with the Attendance slip and Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
5. Members may also note that the Notice of the EGM will be available on the Company's website, www.svendgaard.com. The Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members may write to us at cs@svendgaard.com if they have any queries or require communication in physical form in addition to electronic communication.

6. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EGM.

7. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 12th March, 2016 (10:00 A.M) and ends on 14th March, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the (record date) cut-off date of 8th March, 2016, 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.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Name of the company".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@svendgaard.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (Remote e-voting Event Number) USER ID

PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "DOWNLOADS" section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the (record date) cut-off date of 8th March, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the (record date) cut-off date i.e. 8th March, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@svendgaard.com/ rta@alankit.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

XII. 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 (record date) cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

XIII. Mr. Ankit Garg, Chartered Accountant (Membership No. 515099) and Partner M/s. VSD & Associates, Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.svendgaard.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock exchange of India Limited and BSE Limited, Mumbai.

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

Item No. 1

The members of the Company in the AGM held on 01st September, 2015 had approved by special resolution Issuance of 3,59,04,748 warrants fully convertible into equity at an issue price of Rs. 11/- per warrants in accordance with the compliance of SEBI (Issue of capital and disclosure requirements) Regulations 2009. Further, the Company has applied for in-principle approval to the National Stock Exchange of India Limited and BSE Limited. The Stock Exchanges while scrutinizing the application, pointed out that the pre preferential holding of one of the Allottees, '**Mr. Ajay Dilkush Sarupria**' (please refer list of allottees at No. 7) who was holding 90,288 Equity shares as on the relevant date i.e. 31st July, 2015, could not be disclosed inadvertently in the notice of the AGM.

Further, BSE has also pointed out that holding of one of the proposed allottees **Mr. Rajinder Kumar Gupta** (please refer list of allottees at No. 36) who has also purchased 4000 shares on 25.05. 2015 and 6,510 shares on 08.06.2015, was not disclosed in the Notice. The Company tried to confirm it from the RTA. However, the holding could not be traced and the company decided to not to offer him any warrants and submitted an undertaking to the exchange in this regard.

The Company further clarified to the exchanges that the inadvertent mistake in disclosing the pre allotment holding and consequent change in post allotment shareholding of '**Mr. Ajay Dilkush Sarupria**' was unintentional. Further, the Exchanges while granting the In-principal approval to the Company has suggested and asked for an undertaking from the Company that before going to the final listing of equity shares to be allotted to '**Mr. Ajay Dilkush Sarupria**', pursuant to conversion of fully convertible warrants the Company would disclose his pre and post allotment percentage to the members of the Company.

Therefore, the Board of Directors has decided to conduct a meeting of the members for ratification of disclosure made for pre and post shareholding of the respective allottees.

Accordingly the following disclosure is being made to the members for their reference.

A. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Sl. No.	Name of Proposed Allottees	Category	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Pre preferential Holding	Pre Issue %age	No of Convertible Warrants to be issued	Post Issue Shareholding	Post Issue %age
1	Nikhil Nanda	Promoter	-	8810774	36.57	15000000	23810774	39.68
2	Sushma Nanda	Promoter	-	215983	0.90	2850000	3065983	5.11
3	Mohit Burman	Non- Promoter	-	0	-	100000	100000	0.17
4	Surinder Kaur	Non- Promoter	-	0	-	1350000	1350000	2.25
5	Chaitali N Vora	Non- Promoter	-	0	-	3500000	3500000	5.83
6	Sixth Sense India Opportunities – I	Non- Promoter	Since it is registered an Alternate Investment Fund. Accordingly, it is not required to disclose the details of Ultimate Beneficiary Owner, if none of the investor has not made investment over 25% of the total corpus of the fund in terms of SEBI circular dated September 12, 2013.	0	-	3000000	3000000	5.00
7	Ajay Dilkush Sarupria	Non- Promoter	-	90288	0.37	400000	490288	0.82
8	Nirav Prabodh Mehta	Non- Promoter	-	0	-	200000	200000	0.33
9	Poonam Munshi Vyas	Non- Promoter	-	0	-	100000	100000	0.17
10	Manish Kishore Vora	Non- Promoter	-	0	-	80000	80000	0.13
11	Nehal Vora	Non- Promoter	-	0	-	80000	80000	0.13
12	Rupa Nirav Sheth	Non- Promoter	-	0	-	80000	80000	0.13
13	Gaurav Bipin Sheth	Non- Promoter	-	0	-	80000	80000	0.13
14	Madhu Devi Nangalia	Non- Promoter	-	0	-	80000	80000	0.13
15	Meenu Puri	Non- Promoter	-	0	-	300000	300000	0.50
16	Ashish Goel	Non- Promoter	-	0	-	125000	125000	0.21
17	Paramvir Singh	Non- Promoter	-	10	0.00	125000	125010	0.21
18	Zaki Uddin Ansari	Non- Promoter	-	0	-	100000	100000	0.17
19	Gopal Krishana Rawat	Non- Promoter	-	0	-	50000	50000	0.08
20	Sujata Dhoke	Non- Promoter	-	0	-	100000	100000	0.17
21	Karan Vinay Mittal	Non- Promoter	-	0	-	300000	300000	0.50
22	Amit Saxena	Non- Promoter	-	0	-	2000000	2000000	3.33
23	Dinesh Chandra Saxena	Non- Promoter	-	0	-	500000	500000	0.83
24	Vishal Sharad Shah	Non- Promoter	-	0	-	100000	100000	0.17
25	Yadur Kapoor	Non- Promoter	-	0	-	100000	100000	0.17
26	Arvind Rajnish Vohra	Non- Promoter	-	0	-	100000	100000	0.17
27	Deepak Singh	Non- Promoter	-	0	-	1000000	1000000	1.67
28	Siddharth Misra	Non- Promoter	-	50000	0.21	200000	250000	0.42
29	GRK Associates (P) LTD.	Non- Promoter	1. Arvind Kumar; 2. Binod Kumar Chanchal	0	-	700000	700000	1.17
30	Chhabilal Prasad	Non- Promoter	-	17927	0.07	44748	62675	0.10
31	Manju Singh	Non- Promoter	-	0	-	30000	30000	0.05
32	Neeraj Kumar	Non- Promoter	-	2590	0.01	50000	52590	0.09
33	Rajbir Singh	Non- Promoter	-	0	-	30000	30000	0.05
34	Vijay Mohan Govila	Non- Promoter	-	0	-	2500000	2500000	4.17
35	Nectar Consultants and Realtors Private Limited	Non- Promoter	1. Bhagirath Upadhyaya; 2. Rishikesh Upadhyaya		-	300000	300000	0.50
36	Rajinder Kumar Gupta	Non- Promoter	-	0	-	100000	100000	0.17
37	Jaya Malaviya	Non- Promoter	-	0	-	100000	100000	0.17
38	Tarun Vir Kehr	Non- Promoter	-	0	-	50000	50000	0.08
	Total		-	9187572	38.13	35904748	45092320	75.15

The Post Shareholding structure is presuming full conversion of all the warrants issued; and it may vary depending upon any other corporate action in between.

By Order of the Board
For JHS Svendgaard Laboratories Ltd

Date: 11th February, 2016
Place: New Delhi

Sd/-
Nikhil Nanda
Managing Director
DIN: 00051501

JHS SVENDGAARD LABORATORIES LIMITED

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ATTENDANCE SLIP

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

Joint shareholders may obtain additional slip at the venue of the meeting

Name of the attending Member (in Block Letters)	
Member's Folio Number / Client ID & DP ID	
No of shares held Name of Proxy (in Block Letters) to be filled in if the Proxy attends instead of the Member)	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmour, Himachal Pradesh -173030 on Tuesday, March, 15, 2016 at 11:00 A.M. and any adjournment thereof.

* To be signed at the time of handing over the slip

* Member's / Proxy's Signature

JHS SVENDGAARD LABORATORIES LIMITED

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PROXY FORM

Name of the member(s)		Email Id	
Address:		Folio No/ *Client Id *DP Id:	

I/We being the member(s) of.....shares of JHS Svendgaard Laboratories Limited, hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____ or failing him

and whose signature(s) are appended below as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, 15th March, 2016 at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmour, Himachal Pradesh-173030 at 11:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below

SL. NO.	RESOLUTIONS	FOR	AGAINST
1	Ratification of the disclosure made with respect to the pre and post preferential holding of the proposed allottees of 3,59,04,748 Fully Convertible Warrants issued by the Company on preferential basis at the 11th Annual General Meeting held on Tuesday, 01st September, 2015.		

* Applicable for investors holding shares in electronic form.

Signature

this.....day of.....2016 Signature of shareholder

Affix Revenue stamp here

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / shethinks appropriate.
- (5) Appointing a proxy does not prevent a members from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.