

20<sup>th</sup> August, 2019

To,  
The Bombay Stock Exchange Limited  
Department of Corporate Services  
25th Floor, P.J. Towers,  
Dalal Street, Mumbai-400001

Company Code No: 532771

The National Stock Exchange of India Limited  
“Exchange Plaza”,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400051

NSE Symbol: JHS

**Subject: 15<sup>th</sup> Annual General Meeting, Book Closure & E-voting Period**

Dear Sir,

We wish to inform you that, we are submitting herewith notice of the 15th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, the 17th September, 2019 at 01:00 P.M. at Registered Office of the Company at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District: Sirmaur, Himachal Pradesh – 173030.

The Company has fixed 10<sup>th</sup> September, 2019 as the “CUT OFF DATE” for determining the eligibility of the Member to Vote by Electronic means.

Further pursuant to Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the company will remain close from Wednesday, 11<sup>th</sup> September, 2019 to Tuesday, 17th September, 2019 (both days inclusive) for the purpose of 15th Annual General Meeting of the company to be held on 17th September, 2019.

Further as per the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the company is providing e-voting facility to the shareholders of the company which shall start from Saturday, 14<sup>th</sup> September, 2019 at 09:00 A.M. and end on Monday, 16th September, 2019 at 05:00 P.M.

You are requested to take the above on record and acknowledge the receipt.

The Annual Report shall be sent to your office separately.

Thanking you,

Yours sincerely,  
For JHS SVENDGAARD LABORATORIES LIMITED

  
Chetan Batra  
Company Secretary & Compliance Officer  
M.No. – ACS 30039



**Encl.: 1. Notice of AGM along with Attendance Slip & Proxy Form**

## NOTICE

To

**The Members,**

NOTICE is hereby given that the (15th) Annual General Meeting of the Members of JHS SVENDGAARD LABORATORIES LIMITED will be held on Tuesday, 17th September, 2019 at 01:00 P.M. at the Registered Office of the Company at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District: Sirmaur, Himachal Pradesh - 173030 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company (including the consolidated financial statements) of the company for the financial year ended on 31st March, 2019 together with the Board Reports & Auditors' thereon .
2. To appoint a Director in place of Mr. Vanamali Polavaram (DIN: 01292305) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Special Resolution(s):-**

#### **3. To Regularize/appointment of Mrs. Balbir Verma (DIN: 08210364), as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions:

**"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, Mrs. Balbir Verma (DIN: 08210364), who was appointed as an Additional Director/ Independent Director on 17th September, 2018, 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 an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2023."

#### **4. Adoption of Memorandum of Association as per Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Memorandum of Association of the Company in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **5. Adoption of New Set of Articles of Association as per Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-

under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For JHS Svendgaard Laboratories Ltd**

**Sd/-  
Chetan Batra  
Company Secretary  
ACS: 30039**

**Date: 06th August, 2019  
Place: New Delhi**

## NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual 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. A blank form of proxy is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of AGM.
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 TEN PERCENT SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN 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. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
5. Members/Proxies/Authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. Register of directors and KMPs and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the act, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Register of the Company shall remain closed from Wednesday, 11th September, 2019 to Tuesday, 17th September, 2019 (both days inclusive).
8. A Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Alankit Assignments Ltd., having its Office at Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi - 110055, India their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically, any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
9. The Annual Report 2018-19 along with Notice of the AGM, 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.
10. Members may also note that the Annual Report 2018-19 along with Notice of the AGM, the Attendance slip and Proxy form will be available on the Company's website, [www.svendgaard.com](http://www.svendgaard.com). The Annual Report 2018-19 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](mailto:cs@svendgaard.com) if they have any queries or require communication in physical form in addition to electronic communication.

11. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2018-19, duly completed and signed, for admission to the meeting hall.
12. However, in case of non-receipt of attendance slip, members may download the same from Company`s website [www.svendgaard.com](http://www.svendgaard.com) or write to the Company at its Registered Office for issuing the duplicate attendance slip. Company at least 10 days before the date of AGM so as to enable the Management to keep the information ready for replying at the meeting.
13. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the Management to keep the information ready for replying at the meeting.
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 up to the financial year 2010-11.. Members who have not yet encashed their dividend warrants for the financial year 2010-11 onwards are requested to make their claims to the Company immediately. 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.

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.

15. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
16. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
17. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of Directors seeking re-appointment/continuation of appointment at the AGM, is separately annexed hereto as `Annexure 1`. Directors seeking re-appointment/ continuation of appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Act, including rules framed thereunder.
18. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

19. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through e-mail. You can do this by updating your email addresses with your depository participants.
20. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
21. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN detail to depository participant(s). Members holding shares in physical form are required to submit their PAN details to Registrar and Share Transfer Agents.
22. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
23. 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 AGM.

### **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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 14th September, 2019 (09:00 am) and ends on 16th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th September, 2019, 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:

**Step 1: Log –in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-voting system.**

**Detail on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

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 enter the 'initial password' and the system will force you to change your password.
  - a) 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'.
  - c) 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.

**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 llpbcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. 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 cut-off date of 10th September, 2019.
5. 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 cut-off date i.e. 10th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@svendgaard.com](mailto:cs@svendgaard.com)/ [rta@alankit.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
6. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
7. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

8. Mr. Mohit Dahiya (Membership No.-F9540, COP: 11722) of M/s. Mohit & Associates, Company Secretaries has been appointed 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.
9. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
10. 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 two days of the conclusion of the AGM, 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 forthwith.

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 BSE Limited, Mumbai.

### 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. Vanamali Polavaram	Mrs. Balbir Verma
Date of Birth	24th September, 1946	13th August, 1956
Brief Resume	Mr. P. Vanamali, aged 73 years, being the Non -Executive Director of the Company, is retired from reputed Indian Administrative Services. He is post graduated in English and Political Science (M.A.), and Business Administration (MBA). He served on the senior most position with the State Government of West Bengal and Government of India in various positions. He has been elevated as Resident Commissioner of the Government of West Bengal. He is having over 30 years administrative experience to his credit.	Mrs. Balbir Verma, aged 63 years the Non-Executive, Independent Director of the Company. Mrs. Balbir Verma is a person of integrity and possess relevant expertise and experience.
Date of Appointment	02nd February, 2007	17th September, 2018
Qualifications	IAS,MA (English),MA (Political Science), MBA	B.A. (Hons.) Economics, M.A. (History), Diploma in International Economic Relations, International Institute of Public Administration, Paris.
Expertise in specific Functional Area	General Administration and Public Relations	Consultancy
Directorship held in other public Companies	1.GTFS Multi Services Limited 2.ABIRA Securities Limited 3.ABIRA Commotrade Limited	1. JHS Svendgaard Retails Ventures Private Limited.
Membership/ chairmanship of other public companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other Directors and KMPs of the Company	Nil	Nil

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

### Item No. 3

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, Mrs. Balbir Verma was inducted to the Board as additional Director of the Company on 17th September, 2018. Her office of Directorship will cease upon the conclusion of the ensuing Annual General Meeting of the Company. The appointment of Mrs. Balbir Verma shall not be subject to retirement by rotation.

Further, the Company has received a declaration from Mrs. Balbir Verma that she meets 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. She has further confirmed that she is not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Mrs. Balbir Verma is a person of integrity and possess relevant expertise and experience and is eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an Independent Women Director. The Board considers that her association as Director will be beneficial to and in the interest of the Company.

A copy of respective draft letters of appointment of Mrs. Balbir Verma as Independent Director setting out the terms and conditions are available for inspection at the Registered Office of the Company during business working hours.

The Board of directors recommends the special resolutions for your approval. The said independent director is 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.

None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Independent Director herself, is concerned or interested, financially or otherwise, in these resolutions

### ITEM NO. 4

As the members are aware, Alteration of Memorandum of Association is necessary to bring in line with newly notified Companies Act, 2013 our existing Memorandum of Association. According to the new act, the companies now have only Main business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is mandatory to alter and adopt the new Memorandum of Association as per the Companies Act, 2013. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 4.2 for the approval of members.

### ITEM NO. 5

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act. With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles. The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares. A copy of the proposed set of new articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the Annual General meeting. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 4.3 for the approval of members.

**By Order of the Board  
For JHS Svendgaard Laboratories Ltd**

**Sd/-  
Chetan Batra  
Company Secretary  
ACS: 30039**

**Date: 06th August, 2019  
Place: New Delhi**



# JHS SVENDGAARD LABORATORIES LIMITED

CIN: L24230HP2004PLC027558

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

Tel: +91-1702-302100, Fax: +91-1702-238831

Website : www.svendgaard.com, E-Mail : enquiry@svendgaard.com, cs@svendgaard.com

## PROXY FORM

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

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

- 1) ..... of ..... having mail id .....  
..... or failing him
- 1) ..... of ..... having mail id .....  
..... or failing him
- 1) ..... of ..... having mail 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 15<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, September 17, 2019 at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, Distt. Sirmour, Himachal Pradesh- 173030 at 01:00 P.M. 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:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	To consider and adopt the Audited Financial Statements of the Company (including the consolidated financial statements) of the company for the financial year ended on 31 <sup>st</sup> March, 2019 together with the reports of Directors' & Auditors' thereon.		
2.	To appoint a Director in place of Mr. Vanamali Polavaram (DIN: 01292305) who retires by rotation and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3.	To regularize/appoint Mrs. Balbir Verma (DIN: 08210364), as an Independent Director of the Company.		
4.	Adoption of the Memorandum of Association as per Companies Act, 2013.		
5.	Adoption of New set of Articles of Association as per Companies Act, 2013.		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ....., 2019

Affix  
Revenue  
stamp  
here

Signature of the member

Signature of the Proxy Holder(s)

### NOTE:

- 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.
- A proxy need not be a member of the company.
- 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.
- \*\*This is only optional. Please put a 'X' in the appropriate column against the Resolution indicated in the Box If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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





## JHS SVENDGAARD LABORATORIES LIMITED

CIN: L24230HP2004PLC027558

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

Tel: +91-1702-302100, Fax: +91-1702-238831

Website : www.svendgaard.com, E-Mail : enquiry@svendgaard.com, cs@svendgaard.com

### ATTENDANCE SLIP

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

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 15<sup>TH</sup> Annual General Meeting of the Company at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, Distt. Sirmour, Himachal Pradesh on Tuesday, September 17, 2019 at 01:00 P.M. and any adjournment thereof.

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

\*Member's/Proxy's Signature



# ROUTE MAP

