

September 05, 2023

To

**The Listing Department
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001
Scrip Code: 532771**

**The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Mumbai – 400 051
Trading Symbol: JHS**

Sub: Notice of 19th Annual General Meeting of the Company and Integrated Annual Report for the financial year 2022-23

Dear Sir,

This is to inform you that the 19th Annual General Meeting ('AGM') of the Members of JHS Svendgaard Laboratories Limited is scheduled to be held on **Thursday, 28th September 2023 at 02:00 P.M. (IST)** through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM') in compliance with General Circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12th May 2020 and 15th January 2021 ('SEBI Circulars') permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In accordance with the aforesaid circulars, the Notice and the Annual Report is being sent through electronic mode only to all the members of the Company whose e-mail addresses are registered with the Company / Depositories/Depository Participant(s).

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and for this purpose, it has appointed NSDL to facilitate voting through electronic means. Accordingly, the

facility of casting votes by a Member using remote e-Voting system before the AGM as well as remote e-Voting during the AGM will be provided by NSDL. The remote e-Voting facility would be available during the following period:

Brief details of AGM are as follows-

Date of AGM	28/09/2023
AGM Start Time	02:00 P.M.
Cut-off date for e-voting	21/09/2023
Remote e-Voting Start Date	25/09/2023
Remote e-Voting Start Time	09:00 A.M.
Remote e-Voting End Date	27/09/2023
Remote e-Voting End Time	5:00 P.M.

This is for your information and records.

**Thanking you,
Yours faithfully,
For JHS Svendgaard Laboratories Limited**

**Komal Jha
Company Secretary & Compliance Officer**

NOTICE OF 19th ANNUAL GENERAL MEETING

To

The Members,

NOTICE is hereby given to the members of **JHS SVENDGAARD LABORATORIES LIMITED** that the 19th Annual General Meeting (“AGM”) of the Company will be held through Video Conferencing (“VC”) / Other Audio Visual Means (OAVM) on Thursday, 28th September, 2023 at 02:00 P.M IST, to transact the following business:

ORDINARY BUSINESSES:

- 1. Consideration and Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the board of directors and auditors’ thereon**

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

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company comprising of the balance sheet as at March 31, 2023, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2023, together with the notes thereto, report of the board of directors and auditors’ report thereon, as circulated to the members and laid before the meeting, be and are hereby considered and adopted.”

- 2. Re-appointment of Mr. Vinay Mittal (DIN: 08232559), as a Director liable to retire by rotation**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinay Mittal (DIN: 08232559), Non-Executive Director, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Non-Executive Director, liable to retire by rotation.”

SPECIAL BUSINESSES:

ITEM NO. 3

Approval for Material Related Party Transactions between the Company and JHS Svendgaard Mechanical and Warehouse Private Limited, Subsidiary Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with JHS Svendgaard Mechanical and Warehouse Private Limited, Subsidiary Company and a related party, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for a period of one financial year i.e. from 2023-24, in excess of ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 4:

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

“RESOLVED THAT Mrs. Upma Chawdhry (DIN: 02333321), who was appointed as an Additional Director of the Company with effect from August 14, 2023, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”)

and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Upma Chawdhry (DIN: 02333321), who has submitted a declaration to the effect that she meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from the original date of appointment i.e. August 14, 2023 upto August 13, 2028 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

Sd/-

**Komal Jha
Company Secretary & Compliance Officer**

Date: August 14, 2023

Place: New Delhi

**Registered Office:
Trilokpur Road kala Amb
Distt Sirmaur Himachal Pradesh-173030
Email- cs@svendgaard.com
Website: www.svendgaard.com
CIN: L74110HP2004PLC027558**

NOTES:-

1. Pursuant to the General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars), physical attendance of the Members to the AGM venue is not required and this Annual General Meeting (AGM) is to be held through video conferencing (VC).

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and above referred Circulars, the 19th AGM of the Company is being held through VC/OAVM on Thursday, 28th September 2023.

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 aforesaid MCA Circulars through VC mode, the 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 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 with a copy marked to 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 seeking re-appointment in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is 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, 25th August, 2023.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 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 of AGM and Annual Report 2022-23 will also be available on the Company's website at www.svendgaard.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. Also, a member is entitled to receive the hard copy of the same Via. writing us at cs@svendgaard.com.
8. Members are requested to update their KYC in their folio(s), register their email addresses, and bank account details for receipt of dividend etc. or may intimate any changes if required. The process of registering/changing the same is mentioned below:

In case, Physical Holding	<p>Register/update the details in prescribed Form ISR-1 and other relevant forms with Company's Share Transfer Agent i.e.</p> <p>Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 (Phone No. 011-42541955; Email: rta@alankit.com).</p> <p>The said forms and relevant provisions of SEBI circular (circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, as amended) are available on the Company's website at the link www.svendgaard.com. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA. Intimation letters along with Business Reply Envelopes for furnishing the required details are being sent by the Company.</p>
In case, Demat Holding	Please contact your DP and register email address and bank account details in your demat account, as per the process advised by your DP.

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 for receiving the investor communications including Annual Report 2022-23 along with AGM Notice, by following the process referred above.

For temporary registration of email for the purpose of receiving of AGM Notice along with annual report for 2022-23, members may write to cs@svendgaard.com.

9. The Members can join the AGM in the VC 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.
13. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at 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.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
15. 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 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.
16. The Board of directors of the Company has appointed Mr. Mohit Dahiya, Partner of M/s Dahiya & Associates, New Delhi as scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
17. 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 2 working days from the 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.
18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.svendgaard.com 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.
19. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

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

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

a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Monday, 25th September, 2023 at 09:00 A.M. and ends on Wednesday, 27th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 21st September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 21st September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to llpbcgs@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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the ‘Downloads Section’. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in , who will address the grievances related to electronic voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@svendgaard.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@svendgaard.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail at cs@svendgaard.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker on or before September 20, 2023 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 3

The members of the Company are hereby apprised that the Securities and Exchange Board of India (‘SEBI’), vide its notification dated November 09, 2021, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). As per the new threshold, all related party transactions in excess of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the

annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction and shall require prior approval of members a listed entity.

Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

It is also informed to the members that JHS Svendgaard Laboratories Limited is into the business of manufacturing and selling of Oral Care products, namely Toothbrushes, Toothpaste and Mouthwash for leading Oral Care brands in India and in the international market and has been in the business since 1997 and is listed on the National Stock Exchange and Bombay Stock Exchange of India since 2006. The state-of-the-art manufacturing units are located out of Trilokpur Road, Kheri -Kala-Amb, Dist. Sirmaur, Tehsil Nahan, Himachal Pradesh, India. The company has also been awarded with following accolades apart from various others, as below:

- The top exporter award in Toothbrush category from the Plastics Export Promotion Council, Ministry of Commerce and Industry, Government of India, for 5 years in a row starting from 2003-04.
- The second largest exporter of the year award for FY 2017-18 & FY 2018-19 from PLEX Council promoted by the Ministry of Commerce, Government of India.
- The company has been recognized as a Star Export House by Ministry of Commerce, Govt. of India.

On the other hand, JHS Svendgaard Mechanical AND Warehouse Private Limited (a subsidiary company of JHS Svendgaard Laboratories Limited) is a private unlisted company having its registered office at 1/E-23, Mohan Co-operative Industrial Area, Mathura Road New Delhi-110044. The company is majorly engaged in Manufacturing (Machinery & Equipments) business from last 16 years and currently, company operations are active.

For supporting the day to day business activities, both the Companies enters into following transactions so that the synergy benefits can be availed by way of optimal utilization of resources:

- a) Cross selling of products
- b) Sub-contracting
- c) Leasing of Immovable property
- d) Cost sharing Agreements
- e) Loan/corporate guarantee

Since, such transactions is likely to exceed the threshold limit of 10% during the FY 2023-24, therefore the approval of members is being sought as required under Regulation 23 of the Listing Regulations.

The details of such transactions are provided below:

Name of Related Party and Relationship	Transaction Type	Pricing Criteria	Maximum amount of transaction for which approval is sought	Period of transaction	Transaction carried out from 01/04/22 to 31/03/2023	Transaction carried during FY 2021-22
JHS Svendgaard Mechanical and Warehouse Private Limited (Subsidiary Company)	Cross selling of products	As per the prevailing market price or as may be approved by the Audit Committee and Board from time to time	Rs. 10,000 Lakhs	Financial Year i.e. 2023-24	-	-
	Sub-contracting		Rs. 10,000 Lakhs		-	-
	Leasing of Immovable property		Rs. 75 Lakhs		-	-
	Cost sharing Agreements		Rs. 5,000 Lakhs		-	-
	Loan/corporate guarantee		Rs. 20,000 Lakhs		50,000	13,19,52,453

Further, additional details as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in relation to proposed loan transaction, as referred in above table, are provided below:

Details of the source of funds in connection with the proposed transaction	Is there any financial indebtedness incurred to make or give loans, inter-corporate deposits, advances or investments? If yes, please also provide: * nature of indebtedness * cost of funds * Tenure	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
Internal Accruals	No	NA	NA

Notes:

1. *Taxes, if any, in relation to the above transactions shall be paid on actual basis*
2. *Partwise interchange in the limit of related party transactions is allowed subjected to maximum approved limit.*
3. *All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities and of the Company.*
4. *So far as pricing is concerned, all the transactions meets the arm's length criteria.*

Justification for entering into the transactions:

1. JSMWPL is engaged into similar line of the business and therefore in order to have benefit of operational synergies, the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
2. For supporting the day to day business activities, Subsidiary Companies of the Company enters into various transactions so that the synergy benefits can be availed by way of optimal utilization of resources.
3. Transacting with a subsidiary can result in cost savings, especially if the subsidiary offers goods or services at a competitive price
4. Working with a subsidiary can provide better control over certain risks or ensure compliance with industry-specific regulations.
5. Structuring transactions with subsidiaries can be done to optimize tax benefits or manage transfer pricing effectively.

The Company has a robust and well-defined structured governance process with respect to related party transactions. The Internal Auditor of the Company are responsible for regular monitoring of such related party transactions including the pricing criteria, arms' length relationship etc. with requisite reporting to the Audit Committee, which further reviews the same. In case if valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction, the same will be made available through the registered email address of the shareholders.

It is also pertinent to note that the Audit Committee, on the basis of information provided hereinabove, has recommended the said related party transactions. Further, in case of any material modification in the aforementioned related party transactions, the approval of members of the Company shall be taken in accordance with "Policy on Related Party Transactions" of the Company and the Listing Regulations.

Accordingly, the Board recommends the resolution at Item no. 3 to be passed as an Ordinary Resolution.

Except, Mr. Nikhil Nanda, Managing Director of the Company and his relatives (to the extent of their shareholding in the Company), none of the Director and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution at Item no. 3 of the accompanying notice.

The Members may please note that in terms of the provisions of the Listing Regulations, all the related party(ies) shall abstain from voting in favour of the resolutions under Item No. 3.

Item 4

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mrs. Upma Chawdhry (DIN: 02333321) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 14, 2023.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Mrs. Upma Chawdhry as an Independent Director requires approval of Members of the Company. Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), appointment of Ms. Upma Chawdhry as an Independent Director requires approval of Members of the Company by passing a special resolution. Mrs. Upma Chawdhry is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received declaration from Mrs. Upma Chawdhry that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mrs. Upma Chawdhry for the office of a Director of the Company. In the opinion of the Board, Mrs. Upma Chawdhry fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Upma Chawdhry is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mrs. Upma Chawdhry is an award-winning civil servant with more than three decades of leadership experience from grassroots implementation to policy formulation at levels of both Government of India (Federal) and the State Government (Provincial). A career officer of the premiere Indian Administrative Service (IAS), she has held diverse and extensive responsibilities. She was on the Board of several public sector undertakings (PSU).

She meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a) Leadership experience of running large enterprise.
- b) Experience in leading well-governed large organizations, with an understanding of organizational systems.
- c) Experience in handling management and regulatory environment strategic planning and risk management.
- d) Understanding of emerging local and global trends and management of accountability and performance.

In view of these, appointment of Mrs. Upma Chawdhry as an Independent Director is in the interest of the Company.

Details of Ms. Upma Chawdhry, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, if any, within the limits stipulated under Section 197 of the Act.

Copy of letter of appointment of Mrs. Upma Chawdhry setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to cs@svendgaard.com

Save and except Mrs. Upma Chawdhry, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

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

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

Date: August 14, 2023

Place: New Delhi

Annexure

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of Director	Mr. Vinay Mittal	Mrs. Upma Chawdhry
DIN	08232559	02333321
Designation	Non-Executive Independent Director	Non Independent Director
Date of Birth	20 th June 1953	28 th September 1959
Date of first appointment on the Board	27 th May, 2022	14 th August, 2023
Terms and Conditions of appointment / re-appointment	Mr. Vinay Mittal (DIN: 08232559), the Non-Executive Non-Independent Director of the Company is liable to retire by rotation and being eligible,	As detailed in resolution read with explanatory statement thereto

	has offered himself for re-appointment.	
Brief Resume	<p>Mr. Vinay Mittal did Bachelors in English Literature from St. Stephen's College, Delhi University.</p> <p>In 1973, he enrolled into Faculty of Law, Delhi University for two years of Law degree. He then joined Indian Railways Traffic Service in 1975 and where he remained in the service for good 35 years.</p> <p>Mr. Mittal retired as chairman of Railway Board in 2013 and joined Union Public Service Commission as member till 2018.</p>	<p>Mrs. Upma Chawdhry is an award-winning civil servant with more than three decades of leadership experience from grassroots implementation to policy formulation at levels of both Government of India (Federal) and the State Government (Provincial). A career officer of the premiere Indian Administrative Service (IAS), she has held diverse and extensive responsibilities</p>
Expertise in specific Functional Area	Leadership, Management & Governance	leadership experience, grassroots implementation to policy
Qualifications	<p>B.A(English)</p> <p>Bachelor of Law</p>	<p>1. B.A. Honours (English)</p> <p>2. M.A. (English)</p> <p>3. M.B.A. (Business Admn.)</p>
Inter se relationship with other Directors and KMPs of the Company	He/She is not related with the Other Director/ KMPs of the Company	
Name of listed entities from which the person has resigned in the past three years	Nil	
Directorships held in other companies (excluding foreign companies)	<p>1. JHS Svendgaard Brands Limited</p> <p>2. Bharat Cosmetics and Personal Care Limited</p>	Nil

Shareholding in the Company directly or as beneficial holder	Nil	
Details of remuneration last drawn	Nil	Nil
Details of remuneration sought to be paid	He/ She is not entitled for any remuneration apart for receipt of sitting fee for attending the Board/ Committee meetings	
No. of meetings of the Board attended during the year	5	Nil
Listed entities from which the person has resigned in the past three years	Nil	

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

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

Date: August 14, 2023

Place: New Delhi