



CIN : L74110HP2004LC027558

Date: November 15, 2022

To

**The Listing Department
Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
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**

Subject: Disclosure of Voting Results of the remote e-voting and voting at the meeting of the Secured Creditors of JHS Svendgaard Laboratories Limited held on November 13th, 2022 at 02:00 P.M.. and Scrutinizer's Report - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in continuation to our earlier letter dated October 10th, 2022 wherein it was informed that the Hon'ble National Company Law Tribunal, Chandigarh Bench dated 30th August, 2022 and 29th September, 2022 has, inter-alia, directed to convene the meeting of the Secured Creditors of JHS Svendgaard Laboratories Limited on Sunday, November 13th 2022 at 2:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

In this regard, we have to inform you that the Notice of said meeting along with the Explanatory Statement and all other annexures was sent to the Secured Creditors on October 10th, 2022 seeking the approval of the Secured Creditors of the Company for the following resolution:

Sl. No.	Descriptions of Resolution
1	To consider, and if thought fit to approve with or without modification(s), the arrangement embodied in the Composite Scheme of Arrangement for Demerger and Amalgamation between JHS Svendgaard Retail Ventures Private Limited ('Resulting Company') and JHS Svendgaard Brands Limited ('Transferor Company') and JHS Svendgaard Laboratories Limited ('Demerged Company/Transferee Company') and their respective Shareholders and Creditors ("Scheme"/"Scheme of Arrangement") under the provisions of Section 230-232 of the Companies Act, 2013

The Company has provided voting facility through remote e-voting to the Secured Creditors of the Company in respect of the resolution proposed to be passed at the Meeting. The remote e-voting commenced on Thursday, November 10, 2022 at 09:00 AM (IST) and ended on Saturday, November 12, 2022 at 05:00 PM (IST).

The Company has also provided facility for voting through e-voting at the Meeting at the venue of the meeting. A person, whose name is recorded as secured Creditors in the records of the Company as on



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the cut-off date, as on the cut-off date i.e. Friday, December 31, 2022 were entitled to avail the facility of remote e-voting or voting at the Meeting.

We wish to inform you that the above resolution has been approved by the Secured Creditors of the Company on November 13th, 2022 with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of combined voting results (i.e. results of remote e-voting and voting at the venue of the meeting) for the said Resolution in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith in Annexure. The same will also be made available on the Company's website at [www. https://www.svendgaard.com/](https://www.svendgaard.com/) and on the website of the Company's Registrar and Transfer Agent (RTA) i.e. at www.alankit.com.

Kindly take the same on records.

**Thanking You,
Yours Faithfully,**

For JHS Svendgaard Laboratories Limited

Komal

Digitally signed
by Komal Jha

Jha

Komal Jha

Date: 2022.11.15
23:07:27 +05'30'

Company Secretary & Compliance Officer

Enclosed: A/a

MANJEET S DHILLON & ASSOCIATES
(COMPANY SECRETARIES)
SCRUTINIZER'S REPORT

To,

Mr. Pradeep R Sethi

Chairperson of the Meeting of the Secured Creditors of
JHS Svendgaard Laboratories Limited
(Demerged Company/ Transferee Company/Company)

Sub: Scrutinizer's Report on the Hon'ble Tribunal convened meeting of the Secured Creditors of JHS Svendgaard Laboratories Limited for their approval on the Composite Scheme of Arrangement for Demerger and Amalgamation between JHS Svendgaard Retail Ventures Private Limited ('Resulting Company') and JHS Svendgaard Brands Limited ('Transferor Company') and JHS Svendgaard Laboratories Limited ('Demerged Company/Transferee Company') and their respective Shareholders and Creditors.

Dear Sir,

I, Manjeet S Dhillon, Company Secretary, had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh, in the Company Application No. (CAA) 15 / CHD / HRY / 2022 pursuant to Orders dated 30th August, 2022 and 29th September, 2022, to Scrutinize the remote e-voting and e-voting at the meeting in respect of the below mentioned resolution proposed at the NCLT convened Secured Creditors meeting of the Demerged Company/Transferee Company held on Sunday, 13th November, 2022 at 02:00PM IST through Video Conferencing ("VC").

The Company has confirmed that the notice dated 06th October, 2022 in respect of the below mentioned resolution was sent to the Secured Creditors of the Company on 10th October, 2022, through electronic mode to those Secured Creditors whose email addresses were registered with the Company/Depositories, and, via courier on 10th October, 2022 to those Secured Creditors whose email id were not registered with the Company/Depository.



149, Sector 104, EMAAR, Mohali-140306
Contact No. 98153-11662, e-mail: csmanjeetdhillon25@gmail.com
www.csmanjeetsdhillon.com

I hereby submit my report as under:

1. The Demerged Company/Transferee Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Secured Creditors of the Demerged Company/Transferee Company.
2. The voting period for remote e-voting commenced on Thursday, November 10, 2022 at 09:00 AM (IST) and ended on Saturday, November 12, 2022 at 05:00 PM (IST) and the NSDL e-voting platform was blocked thereafter.
3. The Company had also provided e-voting facility to the Secured Creditors present at the meeting through VC who had not cast their votes under remote e-voting processes.
4. The Secured Creditors of the Company as on the “Cut-off Date” i.e., Friday, December 31, 2021 were entitled to vote on the resolution as contained in the Notice of the Secured Creditors Meeting.
5. The appointed time for the meeting of Secured Creditors of the Demerged Company/Transferee Company was 02:00 P.M and the quorum required by the order of Hon’ble NCLT was 4 (Four) in number, or, 40% in value of the Secured Creditors. At the appointed time of meeting, the required quorum was not present and the said meeting was adjourned by 30 minutes in accordance with the directions of the Hon’ble Tribunal. Thereafter, the adjourned meeting was held at 02:30 P.M and the Secured Creditors present at the adjourned meeting were declared by the Chairperson Shri Pradeep R Sethi to be the quorum for the said meeting. 2 (Two) Secured Creditors of the Company were present through video conferencing mode entitled together to Rs. 4,88,637/- (Rupees Four Lacs Eighty Eight Thousand Six Hundred Thirty Seven) representing 7.7 % of the total value of the Secured Creditors of the Company.
6. The meeting was concluded at 02:36 P.M. on 13th November, 2022. The e-voting facility was kept open till 02:51 P.M. on 13th November, 2022 to enable the Secured Creditors to cast their vote. After the closure of time provided for e-voting facility, the e-voting platform was unblocked in the presence of 2 (Two) independent witnesses whose details are given below, and, the combined report had been generated based on the data downloaded from NSDL e-voting system:



Name:	RAJESH KUMAR	Name:	SAHAB SINGH
Address:	S/o Joginder Singh Village Meerpur Tehsil Nahan, Trilokpur, Sirmaur Himachal Pradesh 173030	Address:	S/o Desh Raj, Tehsil Nahan, Kayarwala, Sirmaur, Himachal Pradesh 173030

The copy of the identification documents of the abovementioned witnesses duly self-attested are annexed herewith and marked as **Annexure – 1**.

7. I have scrutinized and reviewed the remote e-voting conducted prior to and e-voting conducted during the meeting and votes cast herein, based on the data downloaded from the NSDL e-voting system.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the meeting of the Secured Creditors of the Company. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during the meeting) is to ensure that the e-voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.
9. I now submit report as under on the result of the remote e-voting and e-voting at meeting in respect of the below mentioned resolution:

***"RESOLVED THAT** pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable and the enabling*



provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Demerger and Amalgamation between JHS Svendgaard Retail Ventures Private Limited ('Resulting Company'/'Applicant Company-1') and JHS Svendgaard Brands Limited ('Transferor Company'/'Applicant Company-2') and JHS Svendgaard Laboratories Limited ('Demerged Company'/'Transferee Company'/'Applicant Company-3') and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



i. Voted **in favour** of the resolution:

S. No.	Voting Description	Number of Secured Creditors voted	Number of votes cast by them (In INR)	% of total number of valid votes cast
A.	Remote e-voting	2	23,79,093	86.30
B.	E-voting during the meeting	1	3,77,667	13.70
	TOTAL (A + B)	3	27,56,760	100

ii. Voted **against** the resolution:

S. No.	Voting Description	Number of Secured Creditors voted	Number of votes cast by them (In INR)	% of total number of valid votes cast
A.	Remote e-voting	NIL	NIL	NIL
B.	E-voting during the meeting	NIL	NIL	NIL
	TOTAL (A + B)	NIL	NIL	NIL

iii. **Invalid votes** (including abstained votes and less voted):

Total number of Secured Creditors whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The list of Secured Creditors who have cast their vote is annexed herewith and marked as **Annexure – 2.**

10. Further, in compliance of the directions issued by the NCLT vide its Order dated 30.08.2022 read with Order dated 29.09.2022, the findings in respect of Para VIII to XIII of the said Order dated 30.08.2022 are submitted below:

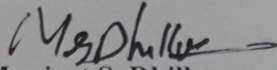


- (a) The fee of the Chairperson, Alternate Chairperson and Scrutinizer and other out of pocket expenses for them have been borne by the Applicant Companies.
- (b) The Company has sent individual notices of the meeting of the Secured Creditors of the Company on 10th October, 2022 through email to those Secured Creditors whose email addresses were registered with the Company/Depositories, and, via courier to those Secured Creditors whose email id were not registered with the Company/Depository 30 days in advance before the schedule date of meetings indicating the day, date, the place and time as aforesaid, together with a copy of the Scheme, copy of explanatory statement with both Valuation Reports and other documents as prescribed under the Companies Act, 2013.
- (c) The Company has also sent along with the notices, the statements explaining the effect of the scheme on the creditors, key managerial personnel, promoters and non-promoter members etc. along with effect of the scheme of arrangement on any material interests of the Directors of the Company, as provided under sub-section (3) of Section 230 of the Act:
- (d) The provisional accounting statement of the Company as on 30.06.2022 have also been circulated for the aforesaid meeting in terms of Section 232 (2) (e) of the Act.
- (e) The Company has published newspaper advertisement on 12.10.2022 with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date and place and the time of the meeting as aforesaid, to be published in "Financial Express" (English) and "Jansatta" (Hindi) both having wide circulation in Delhi NCR and Himachal Pradesh. The said newspaper publication indicates that the explanatory statement required to be furnished pursuant to Sections 230 & 232 read with Section 102 of the Companies Act, 2019 can be obtained free of charge at the registered office of the Applicant Company. The Applicant Company has also published the notice on its website viz. www.svendgaard.com.
- (f) The voting was allowed to the Secured Creditors of the Company on the "Scheme" through electronic means which remained open for a period as mandated under Clause 8.3 of Secretarial Standards on General Meetings under the Act and the Rules framed thereunder.



11. The e-votes confirmation register relating to remote e-voting and e-voting at the meeting will be handed over for safe custody to Mr. Ashish Goel, Chief Financial Officer, who has been authorized by the Board to supervise the process.

Thanking You,



Manjeet S. Dhillon

Company

FCS No.

CP No.



Place: Sirmour, Himachal Pradesh

Date: 13th November, 2022

ANNEXURE-1

The copy of the identification documents of the witnesses duly self-attested



भारत सरकार



Download Date: 10/11/2020



राजेश कुमार
Rajesh Kumar
जन्म तिथि/DOB: 26/10/1986
पुरुष/ MALE

8295 9386 5395
VID : 9132 2445 7568 1225

मेरा आधार, मेरी पहचान



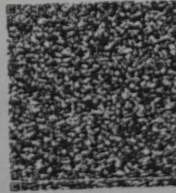
भारतीय विशिष्ट पहचान प्राधिकरण
INDIAN AUTHORITY OF INDIA



पता:
S/O जोगिन्दर सिंह, गांव मीरपुर कोटला, तहसील नाहन,
त्रिलोकपुर, सिरमौर,
हिमाचल प्रदेश - 173030

Address :
S/O Joginder Singh, Village Meerpur
Kotla, Tehsil Nahan, Trilokpur (124),
Sirmaur,
Himachal Pradesh - 173030

8295 9386 5395
VID : 9132 2445 7568 1225



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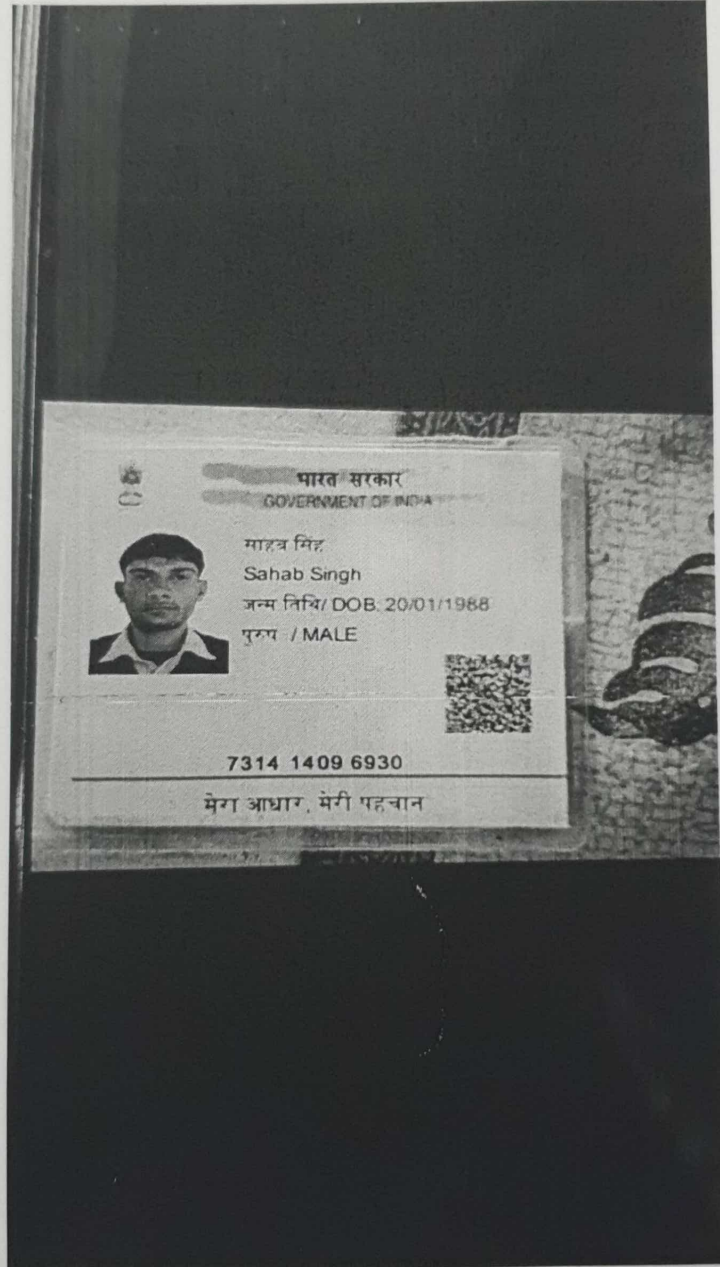


help@uidai.gov.in

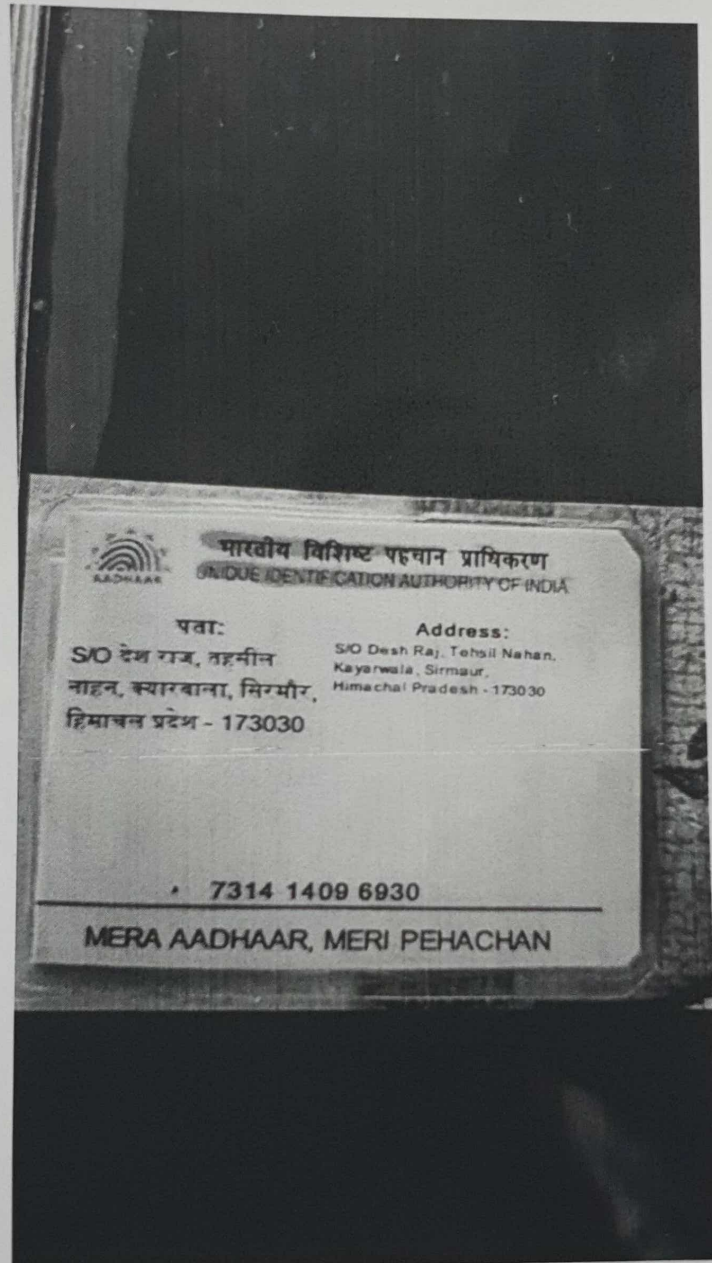


www.uidai.gov.in

Rajesh Kumar



Sahab Singh

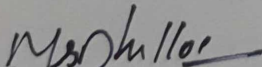


Shub Singh

ANNEXURE – 2

LIST OF SECURED CREDITORS OF DEMERGED COMPANY / TRANSFEREE COMPANY WHO CAST THEIR VOTE

S. No.	Name of Secured Creditor	Address	Value of debt (In INR)	Number of votes (In INR)
VOTED IN FAVOUR OF RESOLUTION				
1.	Toyota Financial Services India Ltd.	8th Floor, RG Trade Towers District Centre, Netaji Subhash Palace, Wazirpur, New Delhi, Delhi 110034	3,77,667/-	3,77,667/-
2.	Toyota Financial Services India Ltd.	8th Floor, RG Trade Towers District Centre, Netaji Subhash Palace, Wazirpur, New Delhi, Delhi 110034	1,10,970/-	1,10,970/-
3.	Toyota Financial Services India Ltd.	8th Floor, RG Trade Towers District Centre, Netaji Subhash Palace, Wazirpur, New Delhi, Delhi 110034	22,68,123/-	22,68,123/-
VOTED AGAINST THE RESOLUTION				
1.	NIL	NIL	NIL	NIL
INVALID VOTES				
1.	NIL	NIL	NIL	NIL


Manjeet S. Dhillon

Company Secretary

FCS No. 1128

CP No. 168



Place: Sirmour, Himachal Pradesh

Date: 13th November, 2022