

Date: 4<sup>th</sup> March 2022

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

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

Scrip Code: 532771

Trading Symbol: JHS

**Sub: Notice of Extra-Ordinary General Meeting of the Company to be held on 26<sup>th</sup> March, 2022.**

Dear Sir/Madam

This is with regard to intimation for Extra-Ordinary General Meeting scheduled to be held on Saturday, 26<sup>th</sup> March, 2022 at 12:00 Noon through Video Conferencing ("VC" ) only in accordance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time.

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through remote voting and (iii) attending the EGM through VC has been set out in the Notice of the EGM.

The notice convening Extra-Ordinary General Meeting, sent to the members through electronic mode, is enclosed for your record.

A copy of the notice of the Extra-Ordinary General Meeting is also uploaded on the website of the Company at [www.svendgaard.com](http://www.svendgaard.com).

Kindly take the same on your record.

Thanking You

Yours Faithfully

For JHS Svendgaard Laboratories Limited



Avinash Pratap  
Company Secretary & Compliance Officer



## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting ('EGM' or 'the Meeting') of the members of JHS Svendgaard Laboratories Limited ("the Company") will be held on Saturday, 26<sup>th</sup> March, 2022 at 12:00 NOON (IST) through Video Conferencing ("VC") to transact the following special businesses:

### ITEM 1:

#### APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders 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) to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

### ITEM 2:

#### TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH JHS SVENDGAARD BRANDS LIMITED, AN ASSOCIATE COMPANY

To consider and if thought fit, to pass, with or without modification, 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 Brands Limited, Associate 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 5 financial years i.e. from 2021-22 to 2025-26, in excess of ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during any financial year.

**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.”

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

Place: Delhi  
Date: 04/03/2022

JHS Svendgaard Laboratories Limited



Company Secretary &  
Compliance Officer

(Avinash Pratap)  
Company Secretary  
M. No. A 31553



**NOTES:**

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular no. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular no. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and the General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 in relation to extension of the framework provided in the aforementioned circulars up to 30<sup>th</sup> June, 2022 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') and relevant circular issued by the Securities and Exchange Board of India ('SEBI') on holding of meeting through VC. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the EGM of the Company is being convened and conducted through VC.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. 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.
4. The Notice of EGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the Registrar & Share Transfer Agent/ Depositories as on Friday, 25<sup>th</sup> February, 2022.
5. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode. Members may note that the Notice of EGM will also be available on the Company's website at [www.svendgaard.com](http://www.svendgaard.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
6. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving





Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the EGM Notice by email to [cs@svendgaard.com](mailto:cs@svendgaard.com). Members holding shares in demat form can update their email address with their Depository Participants.

7. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of EGM and thereafter shall be disabled from the records of the RTA immediately after the EGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically. For further details please visit [www.svendgaard.com](http://www.svendgaard.com).
8. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
10. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. 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 EGM. Members seeking to inspect such documents can send an email to [cs@svendgaard.com](mailto:cs@svendgaard.com).
11. Members are requested to notify the Company of any change in address as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Company has fixed Friday, 18<sup>th</sup> March, 2022 as the "Cut-Off Date" for remote e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
13. The Board of Directors of the Company has appointed Mr. Mohit Dahiya, (CP No. 23052) Partner of M/s Mohit & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.





14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM 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.
15. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.svendgaard.com](http://www.svendgaard.com) and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
16. Since the EGM 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:-**

The remote e-voting period shall begin on Wednesday, 23<sup>rd</sup> March, 2022 at 9:00 A.M. and end on Friday, 25<sup>th</sup> March, 2022 at 5:00 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 cut-off date i.e. 18<sup>th</sup> March, 2022, 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.

**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

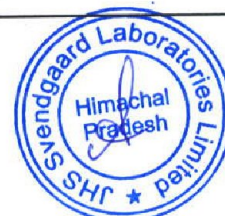
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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





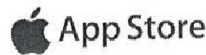
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>







NSDL Mobile App is available on



CIN : L74110HP2004PLC0027558

	<p>NSDL Mobile App is available on</p> <p>App Store Google Play</p>   <p>CIN : L74110HP2004PLC0027558</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in the 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:
- 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).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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 etc.
  - 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/OAVM” 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 [ankit@indiacp.com](mailto:ankit@indiacp.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC but shall not be entitled to cast their vote again.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as mentioned in this notice.
4. 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.
5. In case of any queries related to this EGM including e-voting facility, 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 contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [pallavid@nsdl.co.in/evoting@nsdl.co.in](mailto:pallavid@nsdl.co.in/evoting@nsdl.co.in) or at telephone no. +91 22 2499 4541





**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](mailto: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](mailto: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](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.





**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@svendgaard.com](mailto:cs@svendgaard.com). The same will be replied by the company suitably.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO THE PROPOSED SPECIAL BUSINESSES**

1. As the EGM is being conducted through VC, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [cs@svendgaard.com](mailto:cs@svendgaard.com) to enable smooth conduct of proceedings at the EGM. Questions / Queries received by the Company on or before 20<sup>th</sup> March, 2022 on the aforementioned e-mail id shall only be considered and responded to during the EGM.
2. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the EGM.
3. Members who could not have registered themselves as a speaker or send their queries can ask questions during the EGM by using communication box facility that will be appearing on the screens at the EGM.
4. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, depending on the availability of time for the EGM or for smooth conduct of the EGM.



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

**Item No. 1**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit prescribed under Section 186 of the Companies Act, 2013.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice. The Board recommends the resolution at Item no. 1 to be passed as a Special Resolution.

**Item No. 2**

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 Brands Limited ('JSBL') is an Associate Company of the Company and is engaged in the business of selling toothbrushes, toothpaste, mouthwash, other oral care products, under its proprietary brand "Aquawhite" and beauty care range under its proprietary brand called "Panache".

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 exceeds the threshold limit of 10% during the FY 2021-22 and proposed to continue in the coming financial year, 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 01/04/2021 till 31/12/2021	Transaction carried during FY 2020-21
JHS Svendgaard Brands Limited, Associate 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 Lacs	3 financial years i.e. 2021-22 to 2023-24	Rs. 495.28 Lacs	Rs. 242.91 Lacs
	Sub-contracting		Rs. 10,000 Lacs		-	Rs. 28.00 Lacs
	Leasing of Immovable property		Rs. 15 Lacs		-	Rs. 0.78 Lacs
	Cost sharing Agreements		Rs. 5,000 Lacs		-	-
	Loan/corporate guarantee		Rs. 20,000 Lacs		-	-

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	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





	* cost of funds * Tenure		
Currently out of Internal Accruals but the Company may avail credit facility to facilitate lending to JSBPL	No	To be decided at the time of execution of contract with concerned Related Party, as per prevailing Market Conditions	Funds shall be utilized for the purpose of business extension by the ultimate beneficiary i.e. by JSBL.

**Notes:**

1. Taxes, if any, in relation to the above transactions shall be paid on actual basis
- 2..
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 will be undertaken on arm's length criteria.

**Justification:**

1. JSBL 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. The Company has filed a Composite Scheme of Arrangement for Demerger and Amalgamation among JHS Svendgaard Laboratories Limited (Demerged Company/Transferee Company), JHS Svendgaard Retail Ventures Private Limited (Resulting Company) and JHS Svendgaard Brands Limited (Transferor Company) under Section 230-232 of the Companies Act, 2013 before the National Company Law Tribunal, Chandigarh ("NCLT") . Post receipt of approval of Hon'ble NCLT, the business of the Transferor Company along with assets , liabilities etc., shall merge with the Company itself.
3. JSBL is in the process of setting-up a manufacturing plant in state of Jammu & Kashmir, which will be used for sub-contracting the manufacturing related activities of the Company and the same will leads to better efficiencies and cost reduction.

The Company has a robust and well-defined structured governance process with respect to related party transactions. The Internal Auditor/Concurrent 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. 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.

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. 2 of the accompanying notice. The Board recommends the resolution at Item no. 2 to be passed as an Ordinary Resolution.

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. 2.

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

Place: Delhi  
Date: 04/03/2022

JHS Svendgaard Laboratories Limited



Company Secretary &  
Compliance Officer

(Avinash Pratap)  
Company Secretary  
M. No. A 31553