



## JHS Svendgaard Laboratories Limited

CIN: L24230HP2004PLC027558

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

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

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

# Notice

To  
The Members,

NOTICE is hereby given that the twelfth (12th) Annual General Meeting of the Members of JHS SVENDGAARD LABORATORIES LIMITED will be held on **Monday, 22nd August, 2016 at 12.00 P.M.** at the Registered Office of the Company at **Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District: Sirmour, Himachal Pradesh - 173030** to transact the following business:-

### Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Balance Sheet and Profit and Loss for the financial year ended on 31st March, 2016 together with the Directors' & Auditors' Report thereon
2. To appoint a Director in place of Mr. Vanamali Polavaram (DIN: 01292305) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s S. N. Dhawan & Co. (F R N: 00050N) as the statutory auditors of the Company and to fix their remuneration by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, if any, framed thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 01st September, 2015, the appointment of M/s S. N. Dhawan & Co., Chartered Accountants (Firm Registration No.00050N), as the statutory auditors of the company to hold the office till the conclusion of the next Annual General Meeting be and is hereby ratified and that the board of directors be and is hereby authorized to fix the remuneration payable to them for the financial

year March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors."

### Special Business:

4. **Confirmation of the appointment of Mrs. Manisha Lath Gupta (DIN: 01598819), as an Independent Director of the Company.**

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 149, 150, 152 read with Schedule IV alongwith Companies (Appointment & Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), for confirmation of the appointment of Mrs. Manisha Lath Gupta (DIN: 01598819), additional Director of the Company, as an Independent Woman Director of the Company who shall not be liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 11th February, 2016."

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

Place: New Delhi  
Date: 29th July, 2016

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

## Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
  2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
  3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than 10 percent Share capital of the Company. Members holding more than 10 percent of the total Share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing a proxy as per the format in the Annual Report should, however, be deposited at the registered office of the Company not later than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of Companies, societies, partnership firm, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member of organization.
  4. The Register of Members and Share Transfer Register of the Company shall remain closed from Tuesday, 16th August, 2016 to Monday, 22nd August, 2016 (both days inclusive).
  5. The Notice of the AGM along with the Attendance slip and Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
  6. Members may also note that the Notice of the AGM will be available on the Company's website, [www.svendgaard.com](http://www.svendgaard.com). The Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members may write to us at [cs@svendgaard.com](mailto:cs@svendgaard.com) if they have any queries or require communication in physical form in addition to electronic communication.
  7. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
8. **Voting through electronic means**
    - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
    - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
    - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
    - IV. The remote e-voting period commences on **19th August, 2016 (9:00 am)** and ends on **21st August, 2016 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16th August, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - V. The process and manner for remote e-voting are as under:
      - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
        - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting.

Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" "Name of the company".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@svendgaard.com](mailto:scrutinizer@svendgaard.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b>EVEN (Remote e-voting Event Number)</b>	
<b>USER ID</b>	<b>PASSWORD/PIN</b>

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

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **16th August, 2015**.
  - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **16th August, 2016**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@svendgaard.com](mailto:cs@svendgaard.com) / [rta@aiankil.com](mailto:rta@aiankil.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XIII. **Mr. Mohit (Membership No.-30192, COP: 11722)** of M/s. Mohit & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM,

a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.svendgaard.com](http://www.svendgaard.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Details of Directors who are Proposed to be appointed/ reappointed at the ensuing Annual General Meeting, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as Under:

Name of Director	Vanamali Polavoram	Manisha Lath Gupta
Date of Birth	24th September, 1946	26th December, 1972
Brief Resume	Mr. P. Vanamali, Non-Executive Director, (IAS Retired) aged 66 years, is a MA (English), MA (Political Science) MBA. He retired as Resident Commissioner, Government of West Bengal. He worked with the State Government of West Bengal and Government of India in various positions. He has administrative experience of over 30 years to his credit.	Mrs. Manisha Lath Gupta is M.Sc in Biotechnology and B.Sc in Biophysics and having an experience of over 18 years in the Corporate world across FMCG and Banking. Mrs. Gupta possesses a wide ranging experience and knowledge of sales and marketing having been associated with the reputed companies like Unilever, Colgate Palmolive and Axis Bank.  She is co-founder and CEO at Mojarto, an online art platform which brings together artists, dealers, galleries and resellers onto a single online platform.
Date of Appointment	02nd February, 2007	11th February, 2016
Qualifications	IAS, MA (English), MA (Political Science),MBA	PGDBA from IIM, Bangalore, M.Sc, B.Sc
Expertise in specific Functional Area	Technical Guidance in Administration	Guidance Related to Sales & Marketing of consumer goods.
Directorship held in other public Companies	1. GTFS Multi Services Limited 2. ABIRA Securities Limited 3. ABIRA Commotrade Limited	NIL
Membership/chairmanship of other public companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other Directors and KMPs of the Company	Nil	Nil

## Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

### Item No. 4

As per section 149(4) of the Companies Act, 2013, every Listed Company is required to have atleast 1/3rd of the total number of Directors as Independent Directors. The Company had already appointed Mr. Chhotu Ram Sharma and Mr. Mukul Pathak as Independent Directors.

However, with a view to increase the independence of the Board, the management has decided to bring one woman independent director on the Board of the Company. The Board of Directors after consideration has recommended to appoint Mrs. Manisha Lath Gupta, (DIN: 01598819) as an Woman Independent Director within the meaning of section 149 read with rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and section 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from 11th February, 2016 to 10th February, 2021.

The Company has received declarations from Mrs. Manisha Lath Gupta that she meets the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has further confirmed that she is not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Mrs. Manisha Lath Gupta is a person of integrity and possess

relevant expertise and experience and is eligible and fulfils the conditions specified by the Companies Act, 2013 for the position of an Independent Director. The Board considers that her association as Director will be beneficial to and in the interest of the Company.

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

The Board of directors recommends the special resolutions for your approval. The said independent director is not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Independent Director herself, is concerned or interested, financially or otherwise, in these resolutions.

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

Place: New Delhi  
Date: 29th July, 2016

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



### JHS Svendgaard Laboratories Limited

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#### ATTENDANCE SLIP

(Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall)

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

I hereby record my presence at the 12TH Annual General Meeting of the Company at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, Distt. Sirmour, Himachal Pradesh on Monday, August 22, 2016 at 12.00 P.M. and any adjournment thereof.

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

\*Member's/Proxy's Signature



### JHS Svendgaard Laboratories Limited

CIN: L24230HP2004PLC027558

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#### PROXY FORM

(Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall)

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

I / We, being the member(s) of \_\_\_\_\_ shares of JHS Svendgaard Laboratories limited, hereby appoint:

1) \_\_\_\_\_ of \_\_\_\_\_ having mail id \_\_\_\_\_ or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having mail id \_\_\_\_\_ or failing him

3) \_\_\_\_\_ of \_\_\_\_\_ having mail id \_\_\_\_\_

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Monday, August 22, 2016 at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, Distt. Sirmour, Himachal Pradesh, at 12:00 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements for the year ended March 31, 2016		
2	Appointment of a Director in place of Mr. Vanamali Polavaram, Non-Executive Director who retires by rotation and being eligible offers himself for re-appointment.		
3	Ratification of the appointment of M/s S.N. Dhawan & Co., Chartered Accountants, (FRN:00050N), as Statutory Auditors and fixation of their remuneration		
Special Business			
4	Appointment of Mrs. Manisha Lath Gupta (DIN:01598819) as an Independent Director for a term of 5 Years w.e.f 11th February, 2016 till 10th February, 2021.		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ....., 2016

Affix  
Revenue  
stamp  
here

Signature of the member

Signature of the Proxy Holder(s)

**Note:**

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