



# JHS Svendgaard Laboratories Limited

CIN : L24230HP2004PLC027558

Regd. Office: Trilokpur Road, Kheri Kala-Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh  
Tel.: + 91- 9218 - 400346, Fax: + 91 - 1702 - 238831  
Website: www.svendgaard.com, Email: investors@svendgaard.com

Dear Shareholders,

Notice is hereby given that the Extraordinary General Meeting (EGM) of the members of JHS Svendgaard Laboratories Limited will be held on Tuesday, August, 4, 2015 at 11:00 a.m. at the registered office of the Company at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh, to transact the following businesses:

**1. RE-APPOINTMENT OF MR. NIKHIL NANDA AS THE MANAGING DIRECTOR OF THE 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 provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or reenactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the reappointment of Mr. Nikhil Nanda (Mr. Nanda), as the Managing Director of the Company from July 2, 2015, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

- 1. Base pay:**  
Annual base salary of Rs. 36 lacs to be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings.
- 2. Commission:**  
During the term of office, Mr. Nanda will be entitled to a commission of 5% on net profits of the Company
- 3. Employee benefits:**  
During the term of office, Mr. Nanda will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other wholetime directors of the Company.
- 4. Vacation:**  
Mr. Nanda will be entitled to one paid vacation annually with family not exceeding Rupees Five Lacs (Rs. 5.00 lacs).
- 5. Perquisite:** The Managing Director shall be entitled to the following perquisite as under,
  - 1. Medical reimbursement:** Reimbursement of all medical charges incurred in India and outside for Mr. Nikhil Nanda and family.
  - 2. Car with driver and telephone facility:** The Company shall provide car with driver and telephone facility at the residence of Mr. Nikhil Nanda. Provisions of car with driver for use of company's business and telephone facility at the residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on Mr. Nikhil Nanda.
  - 3. Club Fees:** Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
- 6. Expenses:**  
The Company will reimburse Mr. Nanda for reasonable travel, entertainment or other expenses incurred by him in furtherance of or in connection with the business only.
- 7. Minimum Remuneration:**  
Notwithstanding anything herein above stated, where in any financial year closing on and after March 31, 2016, during the tenure of Mr. Nanda as MD of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nanda the remuneration by way of base salary, variable pay, and other allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force)."

**2. INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from INR 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) equity shares of INR 10/-each, to INR 55,00,00,000/- (Rupees Fifty Five Crores) divided into 5,50,00,000 equity shares of INR 10/-each, by creating 50,00,000 equity shares of INR 10/-each.

**RESOLVED FURTHER THAT** the new equity shares shall rank pari passu with the existing shares."

**3. TO AMEND THE MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the members be and is hereby accorded to amend the existing Clause V of Memorandum of Association of the Company with the following:

"V. The Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores) divided into 5,50,00,000 (Rs. Five Crores Fifty Lacs) equity shares of Rs.10/- (Rupees Ten only) each"

**4. SELL, LEASE OR OTHERWISE DISPOSE OF WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING:**

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

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof) the consent of Company be and is hereby accorded to the Board of Directors (hereinafter referred as "Board" which term shall include a committee thereof authorized for the purpose) of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the foreign subsidiary Company M/s Jones H Smith, FZE (hereinafter referred to as "Undertaking") of the Company located at Ras Al Khaimah Free Trade Zone, P.O. Box 10559, Ras Al Khaimah, United Arab Emirates, including the land and factory building along with vacant land appurtenant thereto, if any, access to the road and relevant common utilities, effluent treatment plants belonging to the undertaking.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, lease or otherwise dispose of or cause to be sold, leased and delivered the whole or substantially the whole of the said Undertaking of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorized Representative(s) of the Company to give effect to this resolution."

**5. RATIFICATION OF THE EARLIER RESOLUTION OF THE GENERAL MEETING DATED 28TH DECEMBER, 2010 AUTHORISING THE BOARD TO BORROW UPTO RS. 150 CRORES UNDER SECTION 293(1)(D) OF THE COMPANIES ACT, 1956:**

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

**"RESOLVED THAT** pursuant to section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof) and the rules made thereunder (including any statutory modification or reenactment thereof) the earlier resolution of the general meeting dated 28th December, 2010 authorising the Board to borrow upto Rs. 150 Crores be and is hereby ratified."

**6. RATIFICATION OF THE EARLIER RESOLUTION OF THE GENERAL MEETING DATED 16TH OCTOBER, 2006 AUTHORISING THE BOARD TO INVEST UPTO RS. 50 CRORES UNDER SECTION 372A OF THE COMPANIES ACT, 1956:**

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

"RESOLVED THAT pursuant to section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof) and the rules made thereunder (including any statutory modification or reenactment thereof) the earlier resolution of the general meeting dated 16th October, 2006 authorising the Board to invest the funds of the Company upto Rs. 50 Crores be and is hereby ratified."

**7. TO APPROVE THE APPOINTMENT OF M/S S N DHAWAN & COMPANY (FIRM REG. NO. 000050N), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15.**

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

"RESOLVED THAT consent of the members of the company be and is hereby accorded to confirm the appointment of M/s S N Dhawan & Co., Chartered Accountants, (F.R.N. 000050N) to audit the accounts of the Company for the financial year ended 2014-15 and to hold the office as such until the conclusion of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such needful as may be required to give effect to the above resolution."

By Order of the Board

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

Date : 02nd July, 2015.  
Place : New Delhi

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the EGM is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
5. Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
6. The Notice of the EGM 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.
7. Members may also note that the Notice of the EGM will be available on the Company's website, 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 if they have any queries or require communication in physical form in addition to electronic communication.
8. 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 EGM.
9. **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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 1st August, 2015 (10:00 am) and ends on 3rd August, 2015 (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 28th July, 2015, 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 Participants(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" of "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 with a copy marked to evoting@nsdl.co.in

**B. In case a Member receives physical copy of the Notice of EGM [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 EGM:

<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 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 28th July, 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. 28th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@svendgaard.com/ rta@alankit.com.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM through ballot paper.

- XIII. Mr. Ankit Garg, Chartered Accountant (Membership No. 515099) and Partner M/s. VSD & Associates, Chartered Accountants 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 EGM, 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 EGM 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 EGM, 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.

### **Explanatory Statement Pursuant to section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 1 to 7 of the accompanying Notice dated 2nd July, 2015.

#### **Item No. 1: Re-appointment of Mr. Nikhil Nanda as Managing Director**

##### **I. Information about Mr. Nikhil Nanda**

###### **1. Background details, Recognition or awards:**

Mr. Nikhil Nanda, 42 years, is a first generation entrepreneur with over 19 years of experience in the oral care industry. He holds a degree of Post Graduate Diploma in Business management – finance and Marketing from FORE School of Management, New Delhi. He is the vision and direction behind the company in tune with the current market scenario, of being a global village working and establishing manufacturing facilities to service the world. Since 1996, Mr. Nanda has been actively involved in the day-to-day activities of his family owned oral care business, namely SSL, SOC (since 2002) and JHE (since 2003) respectively. Before joining the family business in 1996, Mr. Nanda was associated with Gillette India Limited (formerly known as Indian Shaving Products Limited as summer trainee during May 1995 to August 1995, as a part of the management course he was pursuing with FORE School of Management. Mr. Nanda had started his career as an Executive with BKC Home Products Private Limited (August 1993 to July 1994) where he was involved, among other, in planning, Sales Support and Customer Analysis. As the managing director of the company, defining the investment plans, business strategy, market orientation and customer relations. He has dealt with all the facets of the business ever since the constitution of proprietorship concerns to corporatization of the same.

###### **2. Job Profile & his Sustainability**

Mr. Nikhil Nanda is responsible for overall day to day management of the Company under the supervision and Control of the Board of Directors of the Company. The Company has undergone various expansions projects, which require review of operations and decisions- making on day to day basis and the Company, would be benefited by his mature and expert advice.

Mr. Nikhil Nanda was one of the promoter founder that started the Company and associated with JHS Svendgaard Laboratories Limited since 2004 and it was since the commencement of the business, that he has headed various responsibilities of the business viz finance, marketing, business promotions.

Mr. Nikhil Nanda has been instrumental in the growth of the Company and getting the Company listed on Bombay Stock Exchange and National stock exchange on 21st October 2006. He is the vision and directions behind the Company in tune with the current market scenario, of being a global village working and establishing manufacturing facilities to service the world. His achievements including exploring international markets for the Company's growth and lead source of product development

###### **3. Past Remuneration of the proposed Appointee**

Till 31st August, 2014, Mr. Nikhil Nanda was drawing a remuneration of Rs. 2,00,000/-p.m. inclusive of all benefits.

During his Current tenure as Managing Director he is responsible for overall business operations of the Company. He has effectively managed entire business operations, brought efficiency in managing inventory, working capital requirements and managing exports of the Company.

He is the brain behind the Company's positioning as the preferred manufacturing partner with global brands. At the helm of affairs, he is responsible for drawing the company's strategic blueprint, investments plans, market orientation and customer relations and is the lead source for lateral growth initiatives.

###### **4. Remuneration Proposed**

Keeping in view the current system of the Company, the remuneration would comprise of monthly salary of Rs. 300,000 (Three lacs only). The Board however may, in its discretion, revise/modify any of the terms from time to time, within the specified limits as per the provision of Companies Act, 2013 and rules made thereunder

###### **5. Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person**

The proposed remuneration would be commensurate with the size of the Company and nature of the industry.

The salary structure of the managerial remuneration personnel has undergone a major change in industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Nikhil Nanda the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions.

### **NOTE FOR JUSTIFICATION FOR CONSIDERING THE APPLICATION**

Mr. Nikhil Nanda, Managing Director of JHS Svendgaard Laboratories Limited has demonstrated exceptional devotion and headship for making the company as one of India Largest Oral care Manufacturer. He is the vision and direction behind the Company in tune with the current market scenario, of being a global village working and establishing manufacturing facilities to service the world. Since 1996, Mr. Nikhil Nanda has been actively involved in the day-to-day activities of his family owned oral care business, namely SSL, SOC (since 2002) and JHE (since 2003) respectively. As the managing director of the Company he has been instrumental in the growth of the Company, defining the investment plans, business strategy, market orientation and customer relations. He has dealt with all the facets of the business ever since the constitution of proprietorship concerns to corporatization of the same. The company was started as a small-scale enterprise manufacturing toothbrushes, it was Mr. Nanda's firm determination and dedication because of which the Company associated with Dr. Fresh internationally and Dabur, Amway, Apollo Pharmacy, nationally. He in the present ensures to maintain a direct touch with customers as much as possible. He is the pioneering force who heads a very loyal, highly qualified & committed team; together they practice the values JHS has articulated - Human Values, Integrity, Innovative Solutions and Values for Money. His achievement includes exploring international markets for the Company's growth and has been lead source of product development.

It was under his sheet anchor and guidance that the company has grown manifolds and the company has bagged the top exporter award in the toothbrush category from the Plastics Export Promotion Council, Ministry of Commerce and Industry, Government of India, consecutively for 7 years. Recently for the year 2013, the Company won certificate of excellence in recognition from the council of the Plastics Export Promotion, the second best Exporter of toothbrush and toothpaste, including dental plate brushes and has been awarded as the Highest Recognition for Export for the year 2011-2012 on December 20th 2013

It is only Mr. Nikhil Nanda's expertise in oral care and his unique skill set that provided the continuity needed to make JHS Svendgaard Laboratories Limited World's ninth largest toothbrush manufacturer and India's first Oral Care products manufacture.

On the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 02nd July, 2015 approved the terms and conditions of Mr. Nikhil Nanda's appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Mr. Nanda as the Managing Director, of the Company are as follows:

1. **Period:** From 02nd July, 2015 to 01st July, 2020

###### **2. Nature of Duties:**

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries. This includes performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint venture companies and/or subsidiaries or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of such associated companies and/or joint venture companies and/or subsidiaries, subject to compliance with the applicable provisions of the prevailing laws and regulations.

###### **3. A. Remuneration:**

a. Salary : Rs.3,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year;

- b. Commission @5% on net profit of the Company;
- c. Bonus/performance linked incentive, and/or commission based on certain performance criteria laid down by the Board;
- d. Benefits, perquisites and allowances as will be determined by the Board from time to time.

**B. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of MD, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of incentive and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

- 4. i. The MD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:
  - a. If the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or joint venture company or associated company to which he is required by the Agreement to render services; or
  - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
  - c. In the event the Board expresses its loss of confidence in him.
- v. Upon the termination by whatever means of the MD's employment:
  - a. He shall immediately cease to hold offices held by him in any subsidiary or joint venture company or associated company and other entities without claim for compensation for loss of office.
  - b. He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or joint venture companies or associated companies.
- vi. If and when the agreement expires or is terminated for any reason whatsoever, Mr. Nanda will cease to be the MD. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD and the agreement shall forthwith terminate.
- vii. The terms and conditions of appointment of MD also include clauses pertaining to adherence to the JHS Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

Mr. Nanda is interested and concerned in the Resolutions mentioned at Item No. 1. Other than Mr. Nanda, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Nanda as MD as set out above.

The Resolution regarding the appointment of the MD at Item No. 1 is commended for approval by the Members by **Ordinary Resolution**.

**Item No. 2 Increase the Authorised Capital of the Company:**

The present authorised share capital of the Company is Rs. 50 Crores comprising 5,00,00,000 Equity shares of Rs. 10/- each. To bring back the company on the growth path the management is considering various avenues to infuse the funds of the Company infusing capital through issue of equity shares. The approval of shareholders is being accorded to enable the Company to increase the share capital of the Company to Rs. 55 Crores by creating 50,00,000 (Fifty Lacs) fresh equity shares of Rs. 10/- each. Hence, in accordance with the provisions of 61(1)(a) and 64 (1)(a) of the Companies Act, 2013, the Board of Directors seeks your approval for increasing the authorised share capital of the Company through **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 2 of the Notice.

**Item No. 3 Amendment of the Memorandum of Association**

In order to reflect the increased authorised share capital of the Company in the Memorandum of Association of the Company the consent of the members through Special Resolution is required to be obtained pursuant to section 13 of the Companies Act, 2013. Hence, in accordance with the said provisions, the Board of Directors seeks your approval for amendment in the memorandum of association through **Special Resolution**.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

**Item No. 4. Sell, lease or otherwise dispose of whole or substantially the whole of the undertaking:**

The foreign subsidiary of the Company M/s Jones H Smith FZE located at Ras Al Khaimah Free Trade Zone, P.O. Box 10559, Ras Al Khaimah, United Arab Emirates has no fixed assets. The purpose for which the Company was formed could not materialize in terms of the Business development.

Your management wish to, the undertaking is only incurring fixed cost to the Company. Selling of this undertaking or part thereof, shall help to unblock the funds, which may be utilized in working capital or for reducing the debt burden of the Company, thereby, providing interest cost reduction and improving the financials and valuation of the Company.

The provisions of Section 180(1)(a) of Companies Act, 2013, provides that the Board of Directors of the Company cannot, except with the consent of the Company by Special Resolution, sale, lease or dispose of the whole or substantially the whole of the undertaking of the Company. The undertaking does not fall under the purview of the explanation of definition provided under section 180(1)(a) of the Companies Act, 2015. Hence, in accordance with the said provisions, the Board of Directors seeks your approval for sell, lease or dispose of the whole or substantially the whole of the Undertaking by way of **Special Resolution**.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

**Item No. 5. Ratification of the earlier resolution of the general meeting dated 28th December, 2010 authorising the board to borrow upto Rs. 150 Crores under section 293(1)(d) of the Companies Act, 1956:**

The members of the Company in its meeting held on 28th December, 2010 passed a resolution authorising the board to borrow upto Rs. 150 Crores under erstwhile section 293(1)(d) of the Companies Act, 1956, However the commencement notification and further clarification notices issued by the ministry of corporate affairs requires that the earlier resolutions passed by the members be ratified in accordance with the new Companies Act, 2013. Hence, in accordance with the said provisions of section 180 (1)(c) of the Companies Act, 2013, the Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 5 by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

**Item No. 6. Ratification of the earlier resolution of the General Meeting dated 16th October, 2006 authorising the board to invest upto Rs. 50 Crores under section 372A of the Companies Act, 1956:**

The members of the Company in its meeting held on 16th October, 2006 passed a resolution authorising the board to invest the funds of the Company upto Rs. 50 Crores under erstwhile section 372A of the Companies Act, 1956, However the commencement notification and further clarification notices issued by the ministry of corporate affairs requires that the earlier resolutions passed by the members be ratified in accordance with the new Companies Act, 2013. Hence, in accordance with the said provisions of section 186 of the Companies Act, 2013, the Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 6 by way of **Special Resolution**.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

**Item No. 7. Confirm the Appointment of M/s S N Dhawan & Company (Firm Reg. No. 000050N), Chartered Accountants as statutory auditors of the Company for the financial year 2014-15.**

The Board of Directors in its meeting held on 5th May, 2015 and on the recommendations received from the Audit Committee, appointed M/s S N Dhawan & Co., Chartered Accountants (FRN 000050N) as the statutory auditors of the Company to fill the casual vacancy in the office due to resignation of M/s Haribhakti & Co. LLP, Chartered Accountants, who have resigned from the office seeking their internal reasons.

However, the provisions of section 139(8) of the Companies Act, 2013 requires that such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board. Hence, in accordance with the said provisions of section 139(8) of the Companies Act, 2013, the Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 7 by way of **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.



## JHS Svendgaard Laboratories Limited

CIN : L24230HP2004PLC027558

Regd. Office: Trilokpur Road, Kheri Kala-Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh

Tel.: + 91 - 9218 - 400346, Fax: + 91 - 1702 - 238831

Website: www.svendgaard.com, email: investors@svendgaard.com

### **ATTENDANCE SLIP**

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

Joint shareholders may obtain additional slip at the venue of the meeting

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)	

hereby record my presence at the Extra Ordinary General Meeting of the Company held at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh on Tuesday, August, 4, 2015 at 11:00 a.m. and any adjournment thereof.

.....  
\* Member's / Proxy's Signature

To be signed at the time of handing over the slip

### **ELECTRONIC VOTING PARTICULARS**

<b>EVEN</b>	<b>USER ID</b>	<b>PASSWORD</b>
102176		

Please refer Note No. 9 in the Notice

**No gifts or refreshments will be provided at the meeting**



# JHS Svendgaard Laboratories Limited

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## PROXY FORM

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

I/We being the member(s) of ..... shares of Pressman Advertising Limited, hereby appoint:

- 1) ..... of ..... having email id ..... or failing him
- 2) ..... of ..... having email id ..... or failing him
- 3) ..... of ..... having email 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 Extraordinary General Meeting of the Company to be held on Tuesday, 4th August, 2015 at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh, at 11:00 am 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

SL. NO.	RESOLUTIONS	FOR	AGAINST
1	Re-appointment of Mr. Nikhil Nanda as the Managing Director of the Company		
2	Increase the Authorised Share Capital of the Company		
3	Amendment of the Memorandum of Association		
4	Sell, lease or otherwise dispose of whole or substantially the whole of the undertaking		
5	Ratification of the earlier resolution of the general meeting dated 28th December, 2010 authorising the board to borrow upto Rs. 150 Crores under section 293(1)(d) of the Companies Act, 1956:		
6	Ratification of the earlier resolution of the general meeting dated 16th October, 2006 authorising the board to invest upto Rs. 50 Crores under section 372A of the Companies Act, 1956:		
7	Approval of the appointment of M/s S N Dhawan & Company (Firm Reg. No. 000050N), Chartered Accountants as statutory auditors of the Company for the financial year 2014-15		

\* Applicable for investors holding shares in electronic form.

Affix a Revenue Stamp here

Signature this ..... day of ..... 2015 Signature of shareholder .....

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

### 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 resolutions in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- (5) Appointing a proxy does not prevent a members 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.