

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of **Hansa Research Group Private Limited** will be held on **Wednesday, August 14, 2024 at 12.00 Noon (IST)** through Video Conferencing (“VC)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend of Rs. 20/- (200%) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Srinivasan K Swamy (DIN: 00505093), who retires by rotation and being eligible, seeks reappointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Srinivasan K Swamy (DIN: 00505093) as a director, who is liable to retire by rotation.”

4. To appoint a Director in place of Mr. Narasimhan K Swamy (DIN: 00219883), who retires by rotation and being eligible, seeks reappointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Narasimhan K Swamy (DIN: 00219883) as a director, who is liable to retire by rotation.”

5. To appoint M/s. C N K Associates LLP as Statutory Auditors of the Company to fill casual vacancy caused by resignation of the Statutory Auditors and in this regard to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions:**

“RESOLVED THAT pursuant to provisions of Section 139, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any, and the resolution passed by the Board of Directors through circulation on August 8, 2024, consent of the members of the Company be and is hereby accorded, to appoint M/s. CNK & Associates LLP, (Firm Registration No. 101961W/W100036), Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) , and to hold the office from August 8, 2024 till the conclusion of the Annual General Meeting of financial year 2023-24 on such remuneration as may be fixed by the Board of Directors in consultation with the auditor;

RESOLVED FURTHER THAT any of the Directors of the company, be and are hereby severally authorized to sign and execute all such documents to file the requisite e-forms

with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the above said resolution.”

6. To appoint M/s. C N K Associates LLP as Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any, and the resolution passed by the Board of Directors through circulation on August 8, 2024, consent of the members of the Company be and is hereby accorded, to appoint M/s. CNK & Associates LLP, (Firm Registration No. 101961W/W100036), Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the Annual General Meeting of financial year 2023-24 till the conclusion of Annual General Meeting of financial year 2028-29 on such remuneration as may be fixed by the Board of Directors in consultation with the auditor;

RESOLVED FURTHER THAT any of the Directors of the company, be and are hereby severally authorized to sign and execute all such documents to file the requisite e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the above said resolution.”

Special Business:

7. To consider and approve the re-appointment of Mr. Praveen Omprakash Nijhara (DIN: 08429327) as Whole-time Director of the Company for a period of five years with effect from September 30, 2024 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution**.

“RESOLVED THAT pursuant to Sections 2(51), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory amendment(s) or modification(s) thereto from time to time, in accordance with the provisions of the Articles of Association of the Company and subject to necessary approval(s), if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Praveen Omprakash Nijhara (DIN: 08429327) as Whole-time Director of the Company for a period of 5 years with effect from September 30, 2024 till September 29, 2029;

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary and perquisites passed by the Board of Directors at their meeting held on November 11, 2023 and shareholders at their extra ordinary general meeting held on November 22, 2023 shall remain unchanged;

RESOLVED FURTHER THAT the Mr. Srinivasan K Swamy, Mr. Narasimhan K. Swamy Directors of the Company be and is hereby severally authorized to modify the terms and conditions of re appointment / remuneration or the scale or any other perquisites payable within the limit permitted by the shareholders and the Companies Act, 2013 and as the Committee may deem fit and proper from time to time;

RESOLVED FURTHER THAT Mr. Srinivasan K Swamy , Mr. Narasimhan K. Swamy Directors of the Company, Mr. Rajeev Newar (Group CFO – R K Swamy Limited) , Surendra Sahoo (Sr. Vice President – Finance) Ms. Aparna Bhat (Compliance Officer- R K Swamy Limited) and R. Desikan (Company Secretary - R K Swamy Limited) be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all

matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. To consider and approve the appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajiv Vastupal Mehta who was appointed as an Additional Director of the Company through Circular Resolution, with effect from August 4, 2023 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby authorized severally to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By order of the Board of Directors

For Hansa Research Group Private Limited

**Sd/-
Srinivasan K. Swamy
Director
DIN: 00505093**

Registered Office:

Sahney Business Centre, Building "A", First Floor Plot No 27,
Kiorol Road, Vidyavihar (West) Mumbai -400086.

Email Id: Secretarial@rkswamy.com

CIN: U72300MH1994PTC238382

Date: August 8, 2024

Place: Mumbai

NOTES:

1. Pursuant to the Circular No. 14/2020 dated 08 April, 2020, Circular No.17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021 and Circular No. 10/2022 dated 28 December, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013, the Annual General Meeting of the Company is being convened and conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) (hereinafter referred to as “AGM’ or “e-AGM”) without physical presence of the Members at a common venue.
2. The deemed venue for the AGM shall be the Registered Office of the Company i.e. Sahney Business Centre, Building "A", First Floor Plot No 27, Kirol Road, Vidyavihar (West) Mumbai 400086.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.

The said Resolution/Authorization shall be sent to the Company by email through its registered email address to secretarial@rskwamy.com

4. Since the AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. As the Annual General Meeting is being conducted through VC/OAVM, a route map is not annexed herewith.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case a poll is demanded on any resolution to be passed in the AGM, the members are requested to convey their vote (assent/dissent/abstain) by sending an email to secretarial@rskwamy.com through their registered email addresses only.
9. Pursuant to Section 101 of the Companies Act, 2013, shareholders have to submit consent to hold the Annual General Meeting at a shorter notice. Format of consent for shorter notice is annexed herewith and forms a part of this notice. Shareholders/authorized representatives are requested to submit the duly filled consent for shorter notice prior to the date of the Annual General Meeting through email to secretarial@rskwamy.com.



10. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to secretarial@rskwamy.com for an inspection on all working days, during business hours up to and on the date of the meeting.

By order of the Board of Directors

For Hansa Research Group Private Limited

**Sd/-
Srinivasan K. Swamy
Director
DIN: 00505093**

Registered Office:

Sahney Business Centre, Building "A", First Floor Plot No 27,
Kiroli Road, Vidyavihar (West) Mumbai -400086.

Email Id: Secretarial@rskwamy.com

CIN: U72300MH1994PTC238382

Date: August 8, 2024

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 5 & 6:

The members of the Company at the AGM of financial year 2021-22 held on September 29, 2022 had appointed M/s. Deloitte Haskins & Sells ("Deloitte"), Chartered Accountants (Firm's Registration No. 008072S), as the Statutory Auditors of the Company to hold office from the Annual General Meeting ('AGM') of financial year 2021-22 until the conclusion of the AGM of financial year 2026-27.

Deloitte are also the Statutory Auditors of the Company's holding Company R K SWAMY Limited ("RKS"). Deloitte's tenure as Statutory Auditors of RKS will be completed at the ensuing AGM of RKS scheduled to be held on August 19, 2024. Since RKS is a Listed Company, the provision of Rotation of Auditors under the Companies Act, 2013 is applicable. Accordingly, Deloitte is not eligible for being re-appointment as Statutory Auditors of RKS. Accordingly, at the said AGM, RKS has proposed to appoint CNK & Associates LLP ("CNK") (Firm Registration Number: 101961W/W-100036) as its Statutory Auditor.

The Company is considering aligning its auditors across the group and therefore Deloitte has tendered their resignation to act as statutory auditor of the Company w.e.f. August 7, 2024 after signing the unaudited Limited Review Financial Statements of the Company for quarter ended June 30, 2024.

Further, Board of Directors of the Company through circular resolution on August 8, 2024 approved appointment of CNK as below:

- a. Appointment of CNK as statutory auditor of the Company from August 8, 2024 till AGM of financial year 2023-24 to fill in the casual vacancy caused by the resignation of Deloitte and
- b. Appointment of CNK as statutory auditor of the Company for a term of five consecutive years i.e. from the conclusion of the AGM of financial year 2023-24 till the conclusion of the AGM of financial year 2028-29.

The Company has received consent letter and eligibility certificate from CNK, Chartered Accountants to act as Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution set out at item number 5 & 6 of the notice for approval by members.

Item 7:

The members of the Company at their Annual General Meeting ("AGM") held on September 30, 2019 appointed Mr. Praveen Omprakash Nijhara as Whole-time Director. As per Section 196 (2) of the Companies Act, 2013 ("the Act"), the tenure of the Managing Director shall not exceed more than five years. Therefore, Mr. Praveen Omprakash Nijhara tenure will be until September 29, 2024.

As per Section 196(2) of the Act, the Company can re-appoint a Whole-time Director within a period of one year before the expiry of the current term. Accordingly, Board of Directors of the Company at their meeting held on May 16, 2024 as considered and approved re-appointment of Mr. Praveen Omprakash Nijhara as Whole-time Director of the Company for a period of 5 (Five) years w.e.f. September 30, 2019 until September 29, 2024.



As per the requirement of Section 190 of the Act, the written memorandum, setting out the terms of his appointment shall be available for inspection at the Registered Office of the Company.

All the existing terms and conditions of remuneration including salary and perquisites passed by the Board of Directors at their meeting held on November 11, 2023 and shareholders at their extra ordinary general meeting held on November 22, 2023 shall remain unchanged

A brief profile and other information as required under Secretarial Standard-2 issued by ICSI are provided as Annexure to this Notice.

Except Mr. Praveen Omprakash Nijhara and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the Special Resolution set out at item number 7 of the notice for approval by members.

Item 8:

The Company is wholly owned Material Subsidiary of the R K Swamy Limited ("RKS"). RKS being a listed Company pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosures Requirements), 2015 (SEBI Listing Regulations), at least one Independent Director of RKS is required to be appointed as Director on the Board of the Company. Accordingly, Mr. Rajiv Vastupal Mehta was appointed as Additional Director by the Board of Directors of the Company through circular resolution on August 4, 2023.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Rajiv Vastupal Mehta can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

A brief profile and other information as required under Secretarial Standard-2 issued by ICSI are provided as Annexure to this Notice.

The Board recommends the appointment of Mr. Rajiv Vastupal Mehta on the Board of the Company as the Director.

Except Mr. Rajiv Vastupal Mehta and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Ordinary Resolution set out at item number 8 of the notice for approval by members.

By order of the Board of Directors

For Hansa Research Group Private Limited

**Sd/-
Srinivasan K. Swamy
Director
DIN: 00505093**



Registered Office:

Sahney Business Centre, Building "A", First Floor Plot No 27,
Kiroli Road, Vidyavihar (West) Mumbai -400086.

Email Id: Secretarial@rkswamy.com

CIN: U72300MH1994PTC238382

Date: August 8, 2024

Place: Mumbai

Annexure - I
Details of Director seeking appointment / re-appointment
(As per Secretarial Standard -2)

Name of Director	Srinivasan K Swamy	Narasimhan K Swamy	Praveen Omprakash Nijhara	Rajiv Vastupal Mehta
DIN	00505093	00219883	08429327	00647906
Date of Birth Age (years)	July 15, 1954 70 Years	May 28, 1957 68 Years	July 2, 1972 52 Years	October 28, 1957 66 Years
Original date of Appointment as Director	September 30, 1994	September 30, 1994	April 22, 2019	August 4, 2023
Qualifications	<ul style="list-style-type: none"> • Bachelor of technology in chemical engineering from the University of Madras • Master of management studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai. 	<ul style="list-style-type: none"> • Bachelor of commerce from the University of Madras • Master of business administration from the University of Delhi • Master of science in advertising from Northwestern University, Illinois, U.S.A. 	<ul style="list-style-type: none"> • Bachelor's degree in commerce from the University of Bombay; • Masters in management studies from the Narsee Monjee Institute of Management Studies 	<ul style="list-style-type: none"> • Bachelor of commerce from Gujarat University
Experience and expertise in specific functional area	Advertising and marketing services	Advertising and marketing services	Market Research	Business expertise in Petrochemical, Polymers and Insurance Broking industry
Remuneration Last Drawn (Excluding Sitting Fees)	-	-	Rs. 2,742,451 /- – FY 2023-24	-
Number of Meetings of	2 of 2	2 of 2	2 of 2	2 of 2



Board attended during the year i.e. F.Y. 2024-25				
Shareholding in Company including shareholding as a beneficial owner	-	-	-	-
Relationship with other Directors / KMPs	Brother of Mr. Narasimhan K Swamy (Director)	Mr. Narasimhan K Swamy is Brother of Mr. Srinivasan K Swamy (Director)	-	-
Terms and conditions of re-appointment and remuneration	Retire by rotation	Retire by rotation	Re-appointment as whole-time Director for period of five years.	Appointment as a Non-executive Director
Directorships held in other companies in India	R K Swamy Limited Hansa Customer Equity Private Limited; Hansa Direct Private Limited; Dsquare Solutions Private Limited; Autosense Private Limited; Hansa Estates Private Limited; Hansa Vision India Private Limited; Audit Bureau of Circulations;	R K Swamy Limited Hansa Holdings Private Limited; Hansa Customer Equity Private Limited; Dsquare Solutions Private Limited; Autosense Private Limited; Hansa Vision India Private Limited; Hansa Direct Private Limited; C S Foundation	Hansa Marketing Services Pte ltd. (Singapore) Hansa Marketing Services Private Limited (Bangladesh) Hansa Marketing Services LLC (Dubai)	R K Swamy Limited Anar Insurance Brokers Limited; Rajiv Petrochemicals Private Limited; Elegant Green Energy Private Limited; Rajiv Enterprise Private Limited; Atlantis Products Private Limited;

	<p>India Chapter of International Advertising Association;</p> <p>IIM Udaipur Incubation Centre;</p> <p>Sri Visishtadvaita Research Foundation;</p> <p>C S Foundation;</p> <p>Advertising Agencies Association of India</p>			
<p>Membership/ Chairmanship of committees in companies in India (Statutory Committee)</p>	<p>R K Swamy Limited- Audit Committee (Member);</p> <p>R K Swamy Limited- Stakeholder Relationship Committee (Member);</p> <p>R K Swamy Limited- Corporate Social Responsibility Committee (Chairperson);</p> <p>Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Chairperson);</p>	<p>R K Swamy Limited- Corporate Social Responsibility Committee (Member);</p> <p>Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Member);</p> <p>Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Member)</p>	-	<p>R K Swamy Limited-Nomination & Remuneration Committee- (Chairperson)</p>



	Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Chairperson)			
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THE COMPANIES ACT, 2013

**Consent by Shareholder for shorter notice
[Pursuant to Section 101 (1) of the Companies Act, 2013]**

Date:

To
The Board of Directors,
Hansa Research Group Private Limited,
Sahney Business Centre, Building "A", First Floor Plot No 27,
Kiro Road, Vidyavihar (West) Mumbai 400086.

Dear Sir(s),

I / We, [.] residing of/ having office at [.] holding [.] **Equity Shares** of Rs. 10 /- each, in **Hansa Research Group Private Limited** hereby give consent, pursuant to section 101 (1) of the Companies Act, 2013, to hold the Annual General Meeting of the Company on Wednesday, August 14, 2024 at 12.00 noon (IST) through video conferencing at registered office of the Company at a shorter notice.

Name