

## NOTICE

**NOTICE** is hereby given that the Twenty Eight Annual General Meeting of the Members of Hansa Research Group Private Limited will be held on **Thursday, September 29, 2022 at 05.30 p.m.** at the Registered Office of the Company to transact the following business:

### Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with the report of the Auditors and Directors thereon.**
- 2. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration Number: 008072S), as the Statutory Auditors of the Company for the terms of Five year:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time in force and the rules framed thereunder (including any statutory modifications, amendments or re-enactments thereof) consent of the Members of the Company be and is hereby accorded to the appointment of M/s Deloitte Haskins & Sells, (Firm Registration Number: 008072S), as the Statutory Auditors of the Company for a period of Five year to hold office from the conclusion of this meeting till the conclusion of Annual General Meeting to be held in the year 2027 to examine and conduct audit of the accounts of the Company on such remuneration as may be fixed by any of the Directors of the Company in consultation with the Auditors;

**RESOLVED FURTHER THAT** the any directors of the Company or Mr. Rajeev Newar (Group CFO- R K Swamy Private Limited) be and are hereby authorized severally to fix the remuneration payable to the said auditors in consultation with them plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit;

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to file necessary e-Forms and all other necessary information with registrar of Companies, file other necessary documents with various other regulatory authorities, as may be required, issue certified true copies and to do all acts, deeds and things as may be required to give effect to the above resolution.”

### Special Business:

- 3. To approve change in designation of Ms. Vathsala Ravindran from Executive Director to Non-Executive Director of the Company:**

**“RESOLVED THAT** pursuant to provisions of Sections 152, of the Companies Act, 2013 and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the change in designation of Ms. Vathsala Ravindran (DIN: 01037420) from Executive Director to Non-Executive Director of the Company effective from the date of this board meeting, on the terms and conditions as approved by the Board of Directors;



**RESOLVED FURTHER THAT** any of the Board of Directors of the Company be and are hereby authorized 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/-  
Praveen Nijhara  
Director  
DIN: 08429327**

**Registered Office:**

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

**Email Id:** [info@hansaresearch.com](mailto:info@hansaresearch.com)

**CIN:** U72300MH1994PTC238382

**Date:** July 5, 2023

**Place:** Mumbai

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 above is annexed thereto.

2. **A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such a proxy / proxies need not be a member of the company.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to lodge a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

5. Members / proxies should bring duly attendance slip sent herewith to attend the meeting.

6. Members may note that the Notice and explanatory statement will also be available on the Company's website <https://www.hansaresearch.com/>

7. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the company on all working days, during business hours up to and on the date of the meeting.

8. The route map of the address of the meeting is also annexed hereto and is hosted along with the notice on the website of the Company.

***ANNEXURE TO THE NOTICE***

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

**Item No. 3:**

Ms. Vathsala Ravindran was appointed as executive director of the Company w.e.f. September 12, 2019. It is proposed to change her designation from Executive Director to Non-Executive Director of the Company.

The Board of Directors recommend change in designation of Ms. Vathsala Ravindran from Executive Director to Non-Executive Director of the Company by passing Ordinary Resolution.

Ms. Vathsala Ravindran, Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy would be deemed to be interested in the resolution to the extent of the resolution.

None of the other directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no 3.



**ATTENDANCE SLIP**

**Hansa Research Group Private Limited**

**Annual General Meeting**

<b>Name of the Shareholder</b>	
<b>Registered Address</b>	
<b>No. of Shares Held</b>	
<b>Registered Folio No./ DP ID-Client ID</b>	

I/we certify that I/We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company held at Registered office of the Company on **Thursday, September 29, 2022 at 05.30 p.m.**  
Signed this \_\_\_\_\_

.....  
(Member's/ Proxy's Name (In Block Letters)

(Members/ Proxy's Signature)

**Note:**

1. Only Members / Proxy holder can attend the Meeting
2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip.



**HANSA RESEARCH GROUP PRIVATE LIMITED  
PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

<b>Name of the member(s) :</b>	
<b>Registered Address :</b>	
<b>E-mail Id :</b>	
<b>Folio No. / Client ID No. :</b>	
<b>DP ID :</b>	

I/ We, being the member(s) of .....shares of the above-named Company, hereby appoint:

<b>1</b>	Name: .....	Address:..... .....	
	E-mail Id:.....	Signature:.....	or failing him:
<b>2</b>	Name: .....	Address:..... .....	
	E-mail Id:.....	Signature:.....	or failing him:

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on **Monday, August 22, 2022 at 12.00 p.m.** at registered office of the Company and at any adjournment thereof in respect of the following resolution as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
<b>1.</b>	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 along with the report of the Auditors and Directors thereon.
<b>2.</b>	To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration Number: 008072S) Chartered Accountants, as the Statutory Auditors of the Company for the terms of 5 year
<b>Special Business</b>	
<b>3</b>	To approve change in designation of Ms. Vathsala Ravindran from Executive Director to Non-Executive Director of the Company

Signed this ..... Day of ..... 2022



Signature of Shareholder(s): \_\_\_\_\_

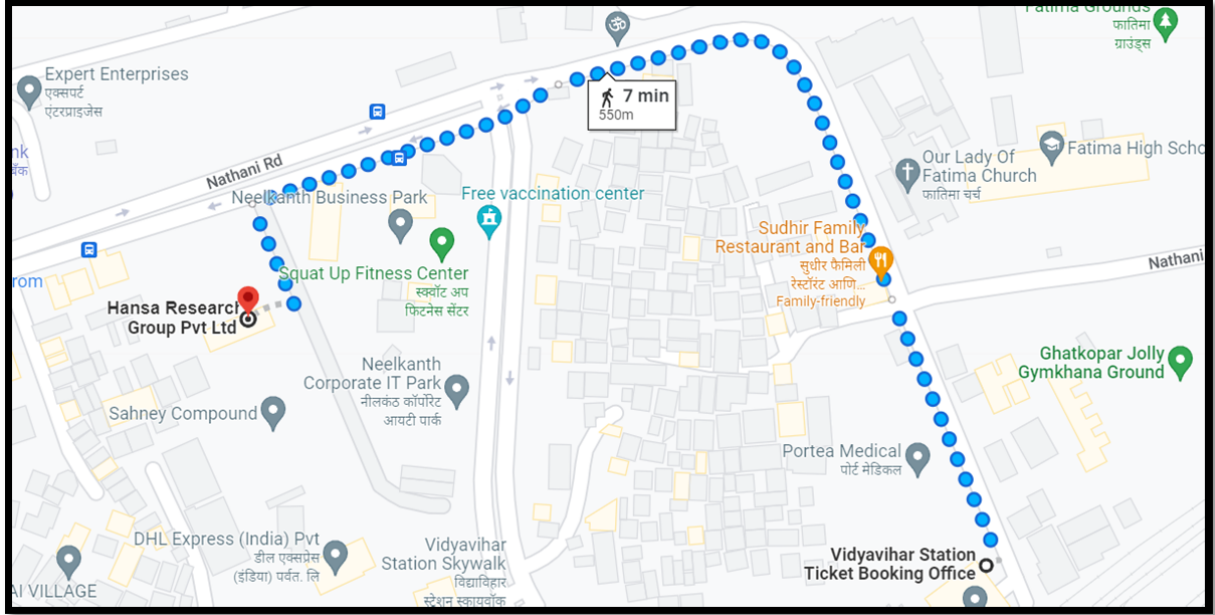
Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
---------------------------

**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 Forty-Eight Hours (48) before the commencement of the Meeting.

**ROAD MAP**





**Annexure to the Notice**

**Details of Director seeking appointment at the ensuing Annual General Meeting.**

<b>Name of Director</b>	Ms. Vathsala Ravindran
<b>Date of Birth</b>	06/10/1948
<b>Date of first appointment</b>	17/04/2002
<b>Expertise in specific functional areas</b>	Market research, consumer insights, demand estimation, Market entry strategy, brand equity assessment, finance management, HR management etc.
<b>Qualifications</b>	MA Economics
<b>Directorship of other boards as on March 31, 2022.</b>	-
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2022</b>	NA
<b>Terms and Conditions of Appointment/re- appointment</b>	As decided by the Board in their meeting
<b>Details of Remuneration sought to be paid</b>	As decided by the Board in their meeting
<b>Remuneration last drawn</b>	
<b>Number of Meetings attended during the year</b>	Four