

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Hansa Research Group Private Limited will be held on **01st, August, 2022 at 1.00 p.m.** at Shorter notice at the Registered Office of the Company to transact the following business:

Special Business:

1. To Adopt new set of Articles of Association for the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Section 5, Section 14 and Section 15 of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder including any statutory amendment(s) or modification(s) thereto from time to time, subject to necessary approval(s), if any, the existing Articles of Association of the Company be replaced with a new set of Articles of Association and the new set of Articles be and is hereby adopted as the Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company) be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign ,execute and file all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies;

RESOLVED FURTHER THAT a certified copy of the resolution signed by any one of the Directors of the Company be furnished to the concerned authorities as and when required.”

2. To Consider and approve and pass limits under Section 186 of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of the resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act approval of the Members of the Company be and is hereby accorded to the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or person; as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantee(s) and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Srinivasan K. Swamy and Mr. Narasimhan K. Swamy, directors of the Company, Mr. Rajeev Newar (Group CFO- R K Swamy Private Limited), Mr. Surendra Sahoo (Vice President – Finance) , Mrs. Aparna Bhat (General Manager- Secretarial & Legal- R K Swamy Private Limited), Mr. Rajagopalan Desikan (Company Secretary- Hansa Vision India Private

Limited) be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

3. To Consider and approve and pass limits under Section 185 of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of earlier resolutions passed in this regard pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by a Director or by any person in whom any of the director of the company is interested including and not restricted to holding Companies, or group companies for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) at any point of time whether as loan, credit facility or by issuing debt securities, as per the provisions of Section 185 of the Companies Act, 2013;

RESOLVED FURTHER THAT the loans advanced by the Company as mentioned above shall be utilized by the borrowing entity for the purpose of their respective principal business activities;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Srinivasan K. Swamy and Mr. Narasimhan K. Swamy, directors of the Company, Mr. Rajeev Newar (Group CFO- R K Swamy Private Limited), Mr. Surendra Sahoo (Vice President – Finance) , Mrs. Aparna Bhat (General Manager- Secretarial & Legal- R K Swamy Private Limited), Mr. Rajagopalan Desikan (Company Secretary- Hansa Vision India Private Limited) be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**By order of the Board of Directors
For Hansa Research Group Private Limited**

**Sd/-
Srinivasan K Swamy
Director
DIN: 0505093**

Registered Office:

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

Email Id: info@hansaresearch.com

CIN: U72300MH1994PTC238382

NOTES:

1. The company has received consent from the members to conduct the EGM on shorter notice in accordance with section 101 of the Companies Act, 2013.
2. As per the Article of Association of the Company provisions of Section 105 i.e. Proxy is not applicable to the Company.
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. Members / proxies should bring duly attendance slip sent herewith to attend the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Extra Ordinary General Meeting of the Company.
6. 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.
7. Route map giving directions to the venue of the meeting and attendance slip are annexed to the Notice.

ANNEXURE TO THE NOTICE

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

Item No. 1:

As per the current Article of the Association of the Company, Hansa Vision India Private Limited is the promoter of the Company and there are restrictive covenants with regards rights and obligations of Hansa Vision India Private Limited (HVIPL) . HVIPL would not be the promoter of the Company going forward, hence it is proposed to amend and adopt a new set of Articles of Association.

The draft of the new set of Articles of Association proposed shall be made available to the members on receipt of a request and shall also be available, for inspection at the Registered Office of the Company during business hours.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the alteration in Articles of Association of the Company, it is necessary to obtain approval of the Shareholders by way of passing a Special Resolution.

The said resolution is proposed to be passed as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

The provisions of Section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act, exceeds the limits specified therein, prior approval of Members is required by way of a Special Resolution.

In view of the investment opportunities and other business requirement in the foreseeable future, and in supersession of the resolution passed by the members as stated above it is proposed to enhance the limit under Section 186 to Rs. 200 Crores Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the hundred per cent of its free reserves and securities premium account of the Company. The Board of Directors of the Company have approved and recommended the said increase in the limit.

The said resolution is proposed to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.



Item No. 3:

The Company in the normal course of business grants loan, give guarantee and/or provide security to its Holding, and group companies.

Section 185 of the Companies Act, 2013, prohibits granting of loans to any person in whom any of the directors of the company is interested without obtaining a special resolution.

Hence, it is proposed to obtain a Limit of Rs. 200 Crores by way of Special Resolution under Section 185 of the Companies Act for lending and/or giving guarantee and/or providing security to companies in which director is or may be interested in the future.

The loans and guarantees provided by the Company to its Holding and group companies should be utilized by them for the purpose of their business only and not for onward lending.

It is proposed that this Resolution is passed under Section 185 supersedes all prior resolutions and the prior approvals under Section 185 shall stands to be void and cancelled

The said resolution is proposed to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors
For Hansa Research Group Private Limited**

**Sd/-
Srinivasan K Swamy
Director
DIN: 0505093**

Registered Office:

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

Email Id: info@hansaresearch.com

CIN: U72300MH1994PTC238382

Date: 29/07/2022

Place: Chennai



ATTENDANCE SLIP

Hansa Research Group Private Limited

Extra Ordinary Meeting

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

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 Extra Ordinary Meeting of the Company held at Registered office of the Company on **Monday, August 01, 2022 at 01.00p.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]*

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

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

1	Name:	Address:.....	
	E-mail Id:.....	Signature:.....	or failing him:
2	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 Extra Ordinary Meeting of the Company, to be held on **Monday, August 01, 2022 at 01.00 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
Special Business	
1.	To Adopt new set of Articles of Association for the Company
2.	To Consider and approve and pass limits under Section 186 of the Companies Act, 2013
3.	To Consider and approve and pass limits under Section 185 of the Companies Act, 2013

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

