

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (01/ 2023-24) of the Members of Hansa Research Group Private Limited will be held at shorter notice on Wednesday, November 22, 2023 at 11.00 a.m. at the Registered Office of the Company.

Special Business:

1. To approve the remuneration payable to Mr. Praveen Nijhara (DIN: 08429327) (Whole time director):

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, subject to the provisions of the Articles of Association and based on the approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Praveen Nijhara (DIN: 08429327), Whole time Director of the Company for a period of three financial year(s) with effect from April 01, 2023 as per the following terms and conditions:

- a. the annual remuneration range (inclusive of allowances, perquisites and variable pay and retirement benefits) for the three years not to exceed Rs 200 lakhs;
- b. additionally Mr. Praveen Nijhara would be entitled to Term insurance policy and group medical insurance as per the company policy;
- c. within the overall range of Rs. 200 lakhs, the quantum of annual increase in the remuneration for the financial year 2023-2024, 2024-2025 and 2025-2026 will be decided by Mr. Srinivasan K Swamy or Mr. Narasimhan K Swamy, Directors of the Company severally after considering the performance of the Whole time Director and the company;

RESOLVED FURTHER THAT where during the period of April 1, 2023 to March 31, 2026 the Company has no profits or profits are inadequate, i.e. the remuneration exceeds the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration as set out above (basic salary, allowances, perquisites and variable pay and retirement benefits) shall be paid to the said Director without any further reference to the members of the Company in the General Meeting;

RESOLVED FURTHER THAT Mr. Srinivasan K. Swamy (Director), Mr. Narasimhan K. Swamy (Director), Rajeev Newar (Group CFO of R K Swamy Limited) be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

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

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

Registered Office:

Sahney Business Centre, Building "A",
First Floor Plot No 27, Kirol Road,
Vidyavihar (West), Mumbai-400086
Email Id: secretarial@rkswamy.com
CIN: U72300MH1994PTC238382

Date: November 16, 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), 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. 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. Members may note that the Notice and explanatory statement will also be available on the Company's website <https://www.hansaresearch.com/>
8. 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

Hansa Research Group Private Limited (the Company) is a Subsidiary of R K Swamy Limited.

R K Swamy Limited was converted into a Public Company in July 2023. The Company by virtue of being a subsidiary of a Public Company, is deemed to be a public company under the provisions of the Companies Act, 2013 ("Act").

The provisions of Section 197 of the Companies Act, 2013 are thus applicable to the Company, whereby the approval of the Board and the shareholders will be necessary where the remuneration payable to a whole-time director exceeds five per cent of the net profits of the company as computed under Section 198 of the Companies Act, 2013.

As the remuneration of Mr. Praveen Nijhara for Fiscal 2024 shall exceed the threshold limit under the Act, the company is seeking approval of its Shareholders by way of Special Resolution for payment of remuneration to him for a period not exceeding 3 years at a time accordance with Schedule V of the Companies Act, 2013.

The Board of Directors at their meeting held on November 16, 2023 has approved the Remuneration of the Mr. Praveen Nijhara in accordance with the provisions of Section 197 of the Companies Act, 2013.

The remuneration proposed to be paid to Mr. Praveen Nijhara for a period of three years starting April 01, 2023 is as below:-

- a. the annual remuneration range (inclusive of allowances, perquisites and variable pay and retiral benefits) for the three years not to exceed Rs 200 lakhs
- b. additionally Mr. Praveen Nijhara would be entitled to Term insurance policy and group medical insurance as per the company policy.
- c. within the overall range of Rs. 200 lakhs, the quantum of annual increase in the remuneration for the financial year 2023-2024, 2024-2025 and 2025-2026 will be decided by Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy, Directors of the Company severally after considering the performance of the Whole time Director and the company.

Within the overall range as aforementioned the quantum of increase may be approved by Mr. Srinivasan K. Swamy and Mr. Narasimhan K. Swamy severally after considering the performance of the company and Mr. Praveen Nijhara.

The Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution in the preceding financial year and in the current financial year.

The remuneration payable to Mr. Praveen Nijhara shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ('Act') the Members as below:

1. General information:			
Nature of Industry	The Full-Service Market Research		
Date or expected date of commencement of commercial production	Not Applicable – the Company has already commenced its operations.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing Company).		
Financial performance based on given indicators	Financial Performance for last 3 years is given as under: (in Rs)		
	Financial Year	Turnover	Profit / (Loss) before Tax
	2022-23	7,018.05 Lakhs	616.78 Lakhs
	2021-22	5,559.66 Lakhs	568.18 Lakhs
	2020-21	4920.51 Lakhs	211.31Lakhs
Foreign investments or collaborations	Not Applicable		
2. Information about the appointee			
Background details	<p>Praveen Nijhara is the whole time director of the Company. He has been associated with Company since April 5, 2019. He holds a bachelor's degree in commerce from the University of Bombay and a masters in management studies from the Narsee Monjee Institute of Management Studies. He was previously associated with Hindustan Thompson Associates Private Limited – Division Kantar IMRB. He was awarded the 'CEO with Highest Quality Orientation' award by the World Quality Congress and Awards in 2023 and was recognised as one of the '50 Most Impactful Customer Service Professionals' by the Customer Experience Engagement Loyalty Congress and Awards in 2019. He has served as the chairman of the steering council meeting of the Asia Customer Experience Awards 2022 by Awards International and has also been a part of their steering council at the International Customer Experience Awards in 2021. He served as the secretary to the managing committee of the Market Research Society of India from 2021-2022 and continues to be part of committee.</p>		
Past remuneration	Rs. 140.34 Lakhs for financial year ended 31.3.2023		
Recognition or awards	<p>CEO with Highest Quality Orientation by World Quality Congress & Awards</p> <p>50 Most impactful Customer Service Professionals by Customer Experience Engagement Loyalty Congress & Awards.</p>		
Job profile and his suitability	Considering his qualification, industry expertise and experience, Mr. Praveen Nijhara is proficient for duties and responsibilities to be discharged as Whole time Director of the Company.		
Remuneration proposed	As disclosed above.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his	The remuneration is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.		

origin): Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid/payable to him, Mr. Praveen Nijhara does not have any other pecuniary relationship in the Company.
3. Other Information	
Reasons of loss or inadequate profits	The Company has posted a net profit after tax of 616.78 Lakhs for the year ended 31 st March, 2023. The profits of the Company may not be adequate as the Company is in an investment phase and therefore the remuneration payable to the Whole-time Director may exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V is being made.
Steps taken or proposed to be taken for Improvement	The Company is focused on various business strategies in all spheres of business activities to improve the revenue and profitability of the Company.
Expected increase in productivity and profits in measurable terms.	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.
4. Disclosures	Not Applicable

Brief details pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

The Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or Non-Convertible Debenture holders in the Company in the preceding financial year and in the current financial year.

The Board recommends the resolution as set out at Item no. 1 in the Notice for the approval of the Members of the Company as a Special Resolution.

Except Mr. Praveen Nijhara none of the Directors and Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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

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

Registered Office:

Sahney Business Centre, Building "A",
First Floor Plot No 27, Kirol Road,
Vidyavihar (West), Mumbai-400086
Email Id: secretarial@rkswamy.com
CIN: U72300MH1994PTC238382

Date: November 16, 2023

Place: Mumbai



ATTENDANCE SLIP

Hansa Research Group Private Limited

Extra Ordinary General 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 General Meeting of the Company held at Registered office of the Company on **Wednesday, November 22, 2023 at 11.00 a.m.**

Signed this on , **November** **2023**

.....
(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:

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Thursday, November 22, 2023 at 11.00 a.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 approve the remuneration payable to Mr. Praveen Nijhara (DIN: 08429327) (Whole time director)

Signed this Day of 2023

Signature of Shareholder(s): _____

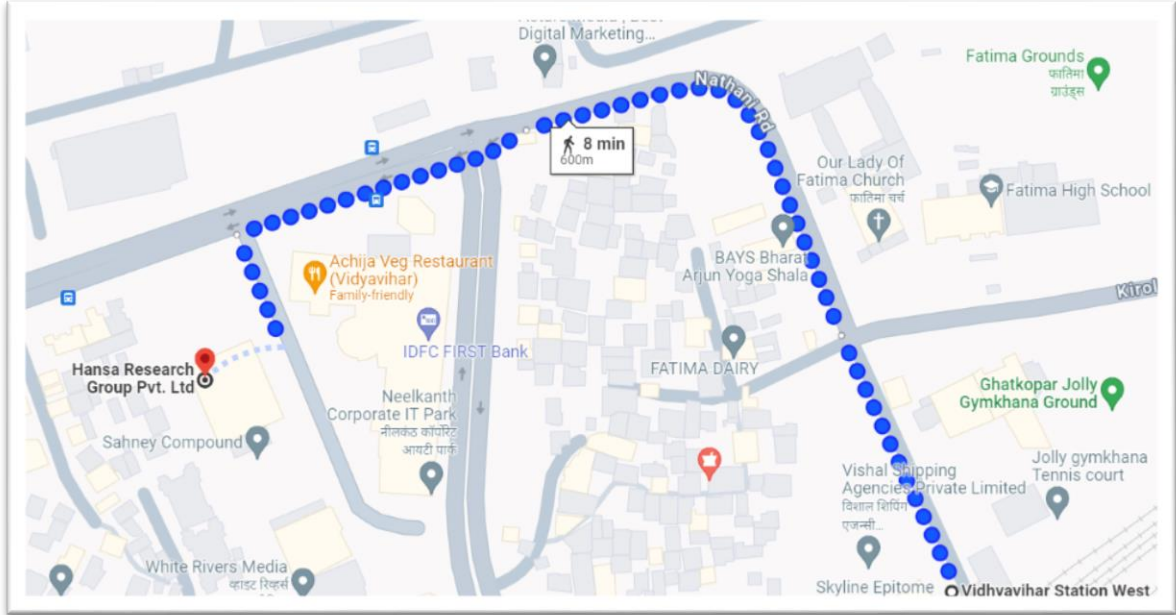
Signature of Proxy holder(s): _____

NOTE:

Affix Revenue Stamp

- 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 REQUIRED UNDER SECRETARIAL STANDARDS- II IN RELATION TO FIXATION OF REMUNERATION OF DIRECTORS AT FORTHCOMING EXTRA-ORDINARY GENERAL MEETING ARE AS FOLLOWS:

Name of Director	Mr. Praveen Nijhara
Age (years)	51 Years
Date of first appointment	April 22, 2019
Expertise in specific functional areas	Market Research & Customer Experience
Qualifications	<ul style="list-style-type: none"> • Bachelor's degree in commerce • Master's degree in management studies
Directorship of other boards as on March 31, 2023.	<ul style="list-style-type: none"> • Hansa Marketing Services Private Limited (Bangladesh) • Hansa Marketing Services LLC (Dubai) • Hansa Marketing Services Pte Ltd (Singapore)
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Managing committee member of the Market Research Society of India (MRSI)
Terms and Conditions of Appointment/re-appointment	He was appointed as whole time director for period of five years w.e.f. September 30, 2019.
Details of Remuneration sought to be paid	As mentioned in explanatory statement
Remuneration last drawn	Rs. 140. 34 lakhs for the financial year ended 31.3.2023
Number of Meetings attended during the year	Two
Shareholding	-
Relationship with other Directors	-