

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of Hansa Customer Equity Private Limited will be held on Friday, the **30th September, 2022 at 3.00 p.m.** at the Registered Office of the Company to transact the following business:

Ordinary Business:

- 1. 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.**
- 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, Chartered Accountants, (Firm Registration Number: 008072S), as the Statutory Auditors of the Company to hold office for a period of Five year 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 and 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 Consider and approve regularization of Directorship of Mr. Siddharth S Swamy (DIN: 09400286) as Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **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. Siddharth Swamy (DIN: 09400286), who was appointed as an Additional Director with effect from November 15, 2021, on the Board of Company in terms of the provisions of Section 161(1) of the Companies Act, 2013, and rules made thereunder, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

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.”

4. To Consider and approve regularization of Directorship of Mr. Neeraj Pratap Sangani (DIN: 09364920) as Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **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. Neeraj Pratap Sangani (DIN: 09364920), who was appointed as an Additional Director with effect from October 19, 2021, on the Board of Company in terms of the provisions of Section 161(1) of the Companies Act, 2013, and rules made thereunder, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

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.”

5. Appointment of Mr. Siddharth S Swamy (DIN: 09400286) as Whole time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196 (1) to 196 (3), Section 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company and based on the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Siddharth S Swamy (DIN: 09400286) as Whole-time Director, for a period of 5 years with effect from September 30, 2022 to September 29, 2027, on the terms and conditions including remuneration, as approved by the Board of Directors;



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration from time to time as they deem fit, without requiring any further consent from the Members of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

6. Appointment of Mr. Neeraj Pratap Sangani (DIN: 09364920) as Whole-time Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196 (1) to 196 (3), Section 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company and based on the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Neeraj Pratap Sangani (DIN: 09364920) as Whole-time Director, for a period of 5 years with effect from September 30, 2022 to September 29, 2027, on the terms and conditions including remuneration as approved by the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration from time to time as they deem fit, without requiring any further consent from the Members of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**By order of the Board of Directors
For Hansa Customer Equity Private Limited**

**Sd/-
Neeraj Pratap Sangani
Director
DIN: 09364920**

Registered Office:

New No.19, Wheatcrofts Road Nungambakkam Chennai 600034

Email Id: hansafinance@hansacequity.com

CIN: U72501TN2008PTC066614

Date: 23rd September 2022

Place: Chennai

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 to 4 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. 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.
7. The route map of the address of the meeting is also annexed hereto.

ANNEXURE TO THE NOTICE

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

Item No. 3 & 5:

Mr. Siddharth S Swamy was appointed as an additional Director of the Company w.e.f. November 15, 2021

In terms of the provisions of Section 161 of the Companies Act, 2013, he shall hold office as Additional Director of the Company up to the date of the ensuing Annual General Meeting.

It is also proposed to appoint Mr. Siddharth S Swamy as Whole time Director of the Company for a period of 5 years with effect from September 30, 2022 to September 29, 2027

The Board of Directors recommend his appointment as Director and Whole time Director by passing Ordinary Resolution.

Mr. Siddharth Swamy, Mr. Srinivasan K Swamy are interested in the said resolution to the extent of the said appointment.

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 & 5.

Item No. 4 & 6:

Mr. Neeraj Pratap Sangani was appointed as an additional director w.e.f. October 19, 2021.

In terms of the provisions of Section 161 of the Companies Act, 2013, he shall hold office as Additional Director of the Company up to the date of the ensuing Annual General Meeting.

It is also proposed to appoint Mr. Neeraj Pratap Sangani as Whole time Director of the Company for a period of 5 years with effect from September 30, 2022 to September 29, 2027

The Board of Directors recommend his appointment as Director and Whole time Director by passing Ordinary Resolution.

None of the directors, KMPs, (except Mr. Neeraj Pratap Sangani to the extent of his appointment as Director) or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no 4 &6.

**By order of the Board of Directors
For Hansa Customer Equity Private Limited**

**Sd/-
Neeraj Pratap Sangani
Director
DIN: 09364920**

Registered Office:

New No.19, Wheatcrofts Road Nungambakkam Chennai 600034

Email Id: hansafinance@hansacequity.com

CIN: U72501TN2008PTC066614

Date: September 23, 2022

Place: Chennai



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ATTENDANCE SLIP

**Hansa Customer Equity Private Limited
Annual 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 Annual General Meeting of the Company held at Registered office of the Company on **30th September, 2022 at 3.00 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 CUSTOMER EQUITY 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 Annual General Meeting of the Company, to be held on **Friday, 30th September 2022 at 3.00 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
Ordinary Business	
1.	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.
2.	To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration Number: 008072S) Chartered Accountants, as the Statutory Auditors of the Company
Special Business	
3.	To Consider and approve regularisation of directorship of Mr. Siddharth Swamy (DIN: 09400286) as Director of the Company
4.	To Consider and approve regularisation of directorship of Mr. Neeraj Pratap Sangani (DIN: 09364920) as Director of the Company



Signed this Day of 2022

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

NOTE:

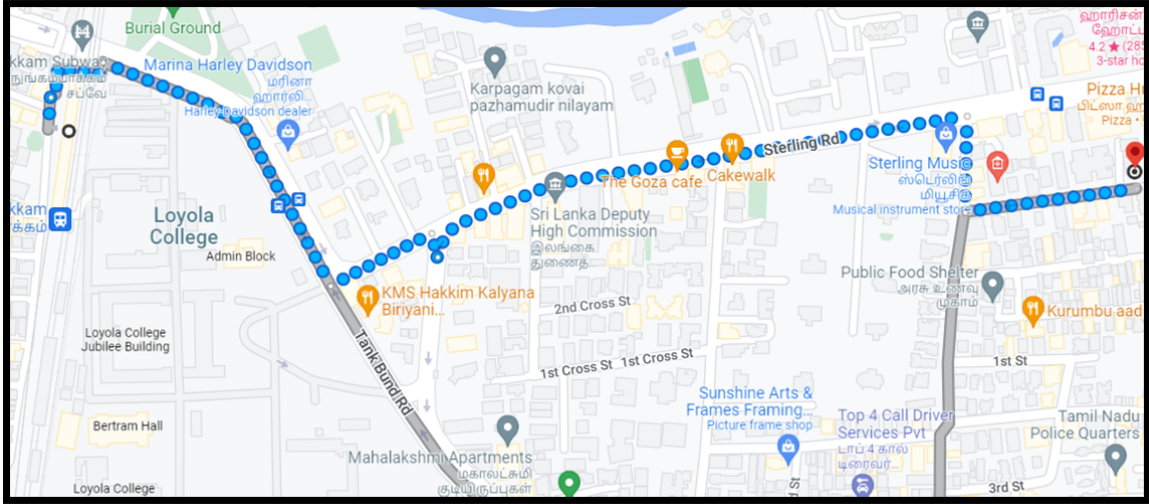
1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than Forty-Eight Hours (48) before the commencement of the Meeting.



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ROAD MAP



Annexure to the Notice

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

Name of Director	Mr. Siddharth Swamy	Mr. Neeraj Sangani
Date of Birth	15/11/1994	01/11/1970
Date of first appointment	15/11/2021	19/10/2021
Expertise in specific functional areas	Experience of working with blue-chip clients in the Automotive, CPG, Media, Telecommunications, Sports, and Commodities industries across geographies including Asia Pacific, India, Europe, North America, Middle East, and Africa. He is a hands-on professional specializing in the end-to-end strategy & implementation of Data, Marketing and Technology. In addition to his work in data science and analytics, he is passionate about the applications of cutting-edge technology such as block chain and has built extensive experience in areas including privacy-compliant and cookie-less marketing strategy.	Certified Behavioural Economist
Qualifications	MSc Business Analytics from Imperial College London BA (Hons.) Mathematics and Economics from Trinity College Dublin	Post graduate diploma holder in Human Rights
Directorship of other boards as on March 31, 2022.	None	Autosense Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NA	NA
Terms and Conditions of Appointment/re- appointment	As decided by the Board in their meeting	As decided by the Board in their meeting
Details of Remuneration sought to be paid	As decided by the Board in their meeting	As decided by the Board in their meeting



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Remuneration last drawn		
Number of Meetings attended during the year	Four	Four