

## NOTICE

**NOTICE** is hereby given that the Seventeenth (“17<sup>th</sup>”) Annual General Meeting of the Members of Hansa Customer Equity Private Limited will be held on Wednesday, August 14, 2024 at 11.30 AM (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. 4/- (400%) per equity share of the face value of Re. 1/- 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 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 appoint Mr. T T Srinivasaraghavan (DIN: 00018247) 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. T T Srinivasaraghavan who was appointed as an Additional Director of the Company through Circular Resolution, with effect from August 8, 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;



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**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.”

**By order of the Board of Directors**

**For Hansa Customer Equity Private Limited**

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

**Registered Office:**

**New No.19, Wheatcrofts Road Nungambakkam Chennai 600034**

**Email Id: [hansafinance@hansacequity.com](mailto:hansafinance@hansacequity.com)**

**CIN: U72501TN2008PTC066614**

**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. New No.19, Wheatcrofts Road Nungambakkam Chennai 600034.
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](mailto: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 5 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](mailto: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](mailto: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](mailto: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 Customer Equity Private Limited**

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

**Registered Office:**

**New No.19, Wheatcrofts Road Nungambakkam Chennai 600034**

**Email Id: [hansafinance@hansacequity.com](mailto:hansafinance@hansacequity.com)**

**CIN: U72501TN2008PTC066614**

**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 30, 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 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 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 of our Company. Accordingly, the Board of Directors appointed Mr. T T Srinivasaraghavan as an Additional Director through a circular resolution passed on August 5, 2023 to hold office upto the ensuing Annual General Meeting of the Company, in accordance with Section 161(1) of the Companies Act, 2013.

The Company has received a notice in writing from the shareholder R K Swamy Limited pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing Mr. T T Srinivasaraghavan' s 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 of Directors recommend the appointment of Mr. T T Srinivasaraghavan on the Board as Director of the Company.

Except Mr. T T Srinivasaraghavan and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

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

**By order of the Board of Directors**

**For Hansa Customer Equity Private Limited**

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

**Registered Office:  
New No.19, Wheatcrofts Road Nungambakkam Chennai 600034  
Email Id: [hansafinance@hansacequity.com](mailto:hansafinance@hansacequity.com)  
CIN: U72501TN2008PTC066614**

**Date: August 8, 2024  
Place: Mumbai.**

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

<b>Name of Director</b>	<b>Srinivasan K Swamy</b>	<b>Narasimhan K Swamy</b>	<b>T T Srinivasaraghavan</b>
<b>DIN</b>	<b>00505093</b>	<b>00219883</b>	<b>00018247</b>
<b>Date of Birth Age (years)</b>	July 15, 1954 70 Years	May 28, 1957 68 Years	January 19, 1955 69 Years
<b>Original date of Appointment as Director</b>	February 27, 2008	February 27, 2008	August 05, 2023
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor of technology in chemical engineering from the University of Madras</li> <li>• Master of management studies from the Jammalal Bajaj Institute of Management Studies, Mumbai.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of commerce from the University of Madras</li> <li>• Master of business administration from the University of Delhi</li> <li>• Master of science in advertising from Northwestern University, Illinois, U.S.A.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of commerce from University of Madras</li> <li>• Master of business administration from Gannon College, Pennsylvania.</li> </ul>
<b>Experience and expertise in specific functional area</b>	Advertising and marketing services	Advertising and marketing services	Banking and Financial services sector.
<b>Remuneration Last Drawn (Excluding Sitting Fees)</b>	-	-	-
<b>Number of Meetings of Board attended during the year i.e. F.Y. 2024-25</b>	2 of 2	2 of 2	2 of 2
<b>Shareholding in Hansa Customer Equity Pvt Limited including shareholding as a beneficial owner</b>	Beneficial Ownership of 30.63% of shareholding in the Company by virtue of their holding in R K Swamy Limited, the holding Company	Beneficial Ownership of 31.62% of shareholding in the Company by virtue of their holding in R K Swamy Limited, the holding Company	-
<b>Relationship with other Directors / KMPs</b>	Brother of Mr. Narasimhan K Swamy	Brother of Mr. Srinivasan K Swamy	-
<b>Terms and conditions of re-appointment and remuneration</b>	Retire by rotation	Retire by rotation	Appointment as a Non-Executive Director of the Company. He is an Independent Director on the Board of R K Swamy Limited, the holding



			Company. He has been nominated by R K Swamy on the Board of the Company which is its material subsidiary
<b>Directorships held in other companies in India</b>	<p>R K Swamy Limited</p> <p>Hansa Research Group Private Limited;</p> <p>Hansa Direct Private Limited;</p> <p>Dsquare Solutions Private Limited;</p> <p>Autosense Private Limited;</p> <p>Hansa Estates Private Limited;</p> <p>Hansa Vision India Private Limited;</p> <p>Audit Bureau of Circulations;</p> <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>R K Swamy Limited</p> <p>Hansa Holdings Private Limited;</p> <p>Hansa Research Group Private Limited;</p> <p>Dsquare Solutions Private Limited;</p> <p>Autosense Private Limited;</p> <p>Hansa Vision India Private Limited;</p> <p>Hansa Direct Private Limited;</p> <p>C S Foundation</p>	<p>R K Swamy Limited</p> <p>Sundaram Finance Limited;</p> <p>Sundaram Trustee Company Limited;</p> <p>Sundaram Home Finance Limited;</p> <p>Five-Star Business Finance Limited;</p> <p>Royal Sundaram General Insurance Co. Limited;</p> <p>Sundaram Business Services Limited;</p> <p>Turbo Energy Private Limited;</p> <p>Brakes India Private Limited;</p> <p>Finance Industry Development Council</p>
<b>Membership/ Chairmanship of committees in companies in India (Statutory Committee)</b>	<p>R K Swamy Limited- Audit Committee (Member);</p> <p>R K Swamy Limited- Stakeholder Relation Ship Committee</p>	<p>R K Swamy Limited- Corporate Social Responsibility Committee (Member);</p> <p>Hansa Research Group</p>	<p>R K Swamy Limited- Nomination &amp; Remuneration Committee- (Member);</p> <p>R K Swamy Limited-Audit</p>

	<p>(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>Hansa Customer Equity Private Limited-Corporate Social Responsibility Committee (Chairperson)</p>	<p>Private Limited-Corporate Social Responsibility Committee (Member);</p> <p>Hansa Customer Equity Private Limited-Corporate Social Responsibility Committee (Member)</p>	<p>Committee-(Member);</p> <p>Five Star Business Finance Limited-Risk Management Committee-(Member);</p> <p>Royal Sundaram General Insurance Co. Limited.-Audit Committee-(Member);</p> <p>Sundaram Business Services Limited-Nomination And Remuneration Committee- (Member);</p> <p>Sundaram Business Services Limited-CSR Committee- (Member);</p> <p>Royal Sundaram General Insurance Co. Ltd.- Member- Risk Management Committee-(Member)</p>
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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 Customer Equity Private Limited,**  
**New No.19, Wheatcrofts Road Nungambakkam Chennai 600034**

Dear Sir(s),

We, **R K Swamy Limited**, having office at 19, Wheatcroft, Chennai holding [.] **Equity Shares** of Re. 1 each, in **Hansa Customer Equity 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 August 14, 2024 at 11.30 AM (IST) through video conferencing at registered office of the Company at a shorter notice.

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**Name**