

NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FORTY EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. R K SWAMY BBDO PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 26<sup>th</sup> AUGUST, 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March 2021, including the Audited Financial Statements and the reports of the Board of Directors' and the Auditors' thereon for the year ended 31<sup>st</sup> March 2021.
2. To declare final Dividend of Rs.4.00 per share on equity shares.
3. To re-appoint Mr. Narasimhan K Swamy (DIN: 00219883), Whole-Time Director nominated by HVIPL who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Ms. Sangeetha Narasimhan (DIN: 07050848), Whole-Time Director nominated by HVIPL who retires by rotation and being eligible offers herself for re-appointment.
5. To re-appoint Mr. Soo Siong Keoy (DIN: 00764989), Nominee Director nominated by BBDO Asia Pacific Limited, who retires by rotation and being eligible offers himself for re-appointment.
6. To re-appoint Mr. Jean Paul Burge (DIN: 07274940), Nominee Director nominated by BBDO Asia Pacific Ltd., who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint Statutory Auditors of the Company and fix their remuneration:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 008072S)** be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 48<sup>th</sup> Annual General Meeting till the conclusion of the 51<sup>st</sup> Annual General Meeting to be held in the year 2024 and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the entire tenure of their appointment in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed between the Statutory Auditors and the Board of Directors.”

**8. APPROVAL FOR GIVING LOANS / ADVANCES/ GUARANTEE/ SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without the following resolution as a Special resolution:

**"RESOLVED THAT THAT** in supersession of earlier resolutions passed dated 30.06.2018 and 19.09.2019 in this regard pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent/ratification of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution*) for giving loan(s) in one or more tranches including loan represented by way of book debt) (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by entities as mentioned below upto a sum given therein as the Board may in its absolute discretion deem beneficial an in the best interest of the Company ."

| Details of Company                 | Amount of Loan or Guarantee or Security   | Purpose of utilization of Loan/Guarantee/security by the recipient | Details         |
|------------------------------------|---|--|-----------------|
| M/s. Hansa Vision India Limited    | Upto Rs.25 crores<br>( Interchangeable between Loan / guarantee / security)<br>For Loans Given, if any, Interest will be recovered in accordance with Section 186 of the Act. | Business Purpose   | Inter-corporate |
| M/s. Hansa Estates Private Limited | Upto Rs.20 crores<br>( Interchangeable between Loan / guarantee/ security)<br>For Loans Given, if any, Interest will be recovered in accordance with Section 186 of the Act.  | Business Purpose   | Inter-corporate |
| M/s. Hansa Marketing Services USA  | Upto Rs.12 crores<br>(Interchangeable between loan/ guarantee / security)<br>For Loans Given, if any, Interest will be recovered in accordance with Section 186 of the Act.   | Business Purpose   | Inter-corporate |

"RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/ guarantee/ security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to this Resolution."

By order of the Board,  
For R.K.SWAMY BBDO PRIVATE LIMITED



R Desikan  
Company Secretary

Place: Chennai  
Date: 04.08.2021

**NOTES:**

1. *In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.*
2. *Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.*
3. *The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the email despatching this notice and annual report.*
4. *The Members are requested to notify immediately any change in their address / email ID to the Company*
5. *Registers of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or arrangements maintained under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting of the Company electronically.*

## EXPLANATORY STATEMENT

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### ITEM NO. 7:

In terms of the provisions Section 185 (2) (a) of the Companies Act 2013, company may give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, by means of special resolution passed by the Company in general meeting.

The Company proposes to give loan, guarantee or provide security to its group Companies as per limits mentioned below

#### **Particulars of the Loans, guarantee or security proposed to be given:**

| Details of Company                 | Amount of Loan or Guarantee or Security   | Purpose of utilization of Loan/Guarantee/ security by the recipient | Details of Security                             |
|------------------------------------|---|---|---|
| M/s. Hansa Vision India Limited    | Upto Rs.25 Crores<br>( Interchangeable between loan/ guarantee/ security)<br>For Loans Given, if any, Interest will be recovered in accordance with provisions of Section 186 of the Act. | Business Purpose  | Inter-corporate Deposits and Loans and advances |
| M/s. Hansa Estates Private Limited | Upto Rs.20 crores<br>( Interchangeable between loan/ guarantee/ security)<br>For Loans Given, if any, Interest will be recovered in accordance with provisions of Section 186 of the Act. | Business Purpose  | Inter-corporate Deposits                        |
| M/s. Hansa Marketing Services USA  | Upto Rs.12 crores<br>(Interchangeable)<br>For Loans Given, if any, Interest will be recovered in accordance with provisions of Section 186 of the Act.                                    | Business Purpose  | Inter-corporate Deposits                        |

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested in the above proposed resolution, except Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy, Ms. Sangeetha Narasimhan.

By order of the Board,  
For R.K.SWAMY BBDO PRIVATE LIMITED



**R Desikan**  
Company Secretary

Place: Chennai  
Date: 4<sup>th</sup> August 2021

**ROUTE MAP**

