NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **Hansa Research Group Private Limited** will be held on Monday, February 09, 2026, at 5.45 p.m. (IST) through Video Conferencing (''VC)/ Other Audio Visual Means (''OAVM'') at the Registered Office of the Company to transact the following business at shorter notice:

Special Business:

1. To consider and approve managerial remuneration payable to Mr. Praveen Omprakash Nijhara (DIN: 08429327) as Whole Time Director of the Company; and in this regard to consider and if thought fit, to pass the following resolution as an **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 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the said Act (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Praveen Omprakash Nijhara (DIN: 08429327), Whole time Director of the Company for a period of three financial year(s) commencing from April 01, 2026 up to March 31, 2029, on the following terms and conditions:

a. For the Financial years 2026–27, 2027–28 and 2028–29, the total remuneration shall be in the range of Rs 100 Lakhs to Rs 250 Lakhs inclusive of allowances, perquisites and variable pay and retiral benefits)

b. Term insurance policy and group medical insurance as per the company's policy.

Within the overall remuneration range as aforementioned, the annual revision and quantum of remuneration shall be approved by Mr. Srinivasan K. Swamy and Mr. Narasimhan K. Swamy jointly or severally after considering the performance of the company and the performance of Mr. Praveen Omprakash Nijhara.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period from April 01, 2026 to March 31, 2029, such that the remuneration payable exceeds the limits prescribed under Section 197 of the Act read with Schedule V thereto, the remuneration as set out above shall nevertheless be paid to Mr. Praveen Omprakash Nijhara as minimum remuneration without any further reference to the members of the Company.

RESOLVED FURTHER THAT Mr. Srinivasan K Swamy (Director), Mr. Narasimhan K. Swamy (Director), Mr. Rajeev Newar (Group CFO – R K SWAMY Limited), Mr. Surendra Sahoo (Sr. Vice President – Finance) and Mrs. Aparna Bhat (Company Secretary & Compliance Officer- R K SWAMY Limited) be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

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 Research Group Private Limited

Sd/-
Srinivasan K. Swamy
Director
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: 09.02.2026
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 Extra Ordinary General Meeting (EOGM), is annexed thereto.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ''MCA Circulars'') (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time), the Extra Ordinary General Meeting of the Company is being convened and conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (hereinafter referred to as "EOGM' or "e-EOGM") without physical presence of the Members at a common venue.

3. The deemed venue for the EOGM shall be the Registered Office of the Company i.e. Sahney Business Centre, Building "A", First Floor Plot No 27, Kirol Road, Vidyavihar (West) Mumbai 400086.

4. 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

5. Since the EOGM 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 <u>will not be available</u> for the e-EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

6. As the EOGM is being conducted through VC/OAVM, a route map is not annexed herewith.

7. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by clicking the link shared with the Notice.

8. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. In case a poll is demanded on any resolution to be passed in the EOGM, the members are requested to convey their vote (assent/dissent/abstain) by sending an email to secretarial@rskwamy.com through their registered email addresses only.

10. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the 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 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 Research Group Private Limited

Sd/-
Srinivasan K. Swamy
Director
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: 09.02.2026
Place: Chennai

ANNEXURE TO THE NOTICE

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

Item No. 1

The Company, being a subsidiary of a Public Company, is deemed to be a Public Company in terms of the provisions of the Companies Act, 2013 ("the Act"). Accordingly, the provisions of Section 197 of the Act, are thus applicable to the Company, pursuant to which the approval of the Members is required 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 Act.

The Members of the Company, at its EOGM held on November 22, 2023, had approved the remuneration payable to Mr. Praveen Omprakash Nijhara, Whole-time Director of the Company, for a period effective from April 01, 2023 to March 31, 2026.

Since the existing approval for payment of remuneration is valid only up to March 31, 2026, and considering that the remuneration payable to Mr. Praveen Omprakash Nijhara for the financial year 2026–27 and thereafter may exceed the limits prescribed under Section 197 of the Act, it is necessary to obtain fresh approval of the Members by way of a Special Resolution for payment of his remuneration for a further period not exceeding three (3) financial years at a time, in accordance with the provisions of Section 197 read with Schedule V of the Act.

Accordingly, based on recommendation of the Board of Directors of the Company, the approval of the Members is being sought for payment of remuneration to Mr. Praveen Omprakash Nijhara, Whole-time Director, for a period of three (3) financial years commencing from April 01, 2026 to March 31, 2029. Based on the performance and meeting KPIs as set by the company, Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy would annually consider and increase his remuneration.

The remuneration payable to Mr. Praveen Omprakash Nijhara shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Act as below:

1. General information:	
Nature of Industry	The Full-Service Market Research
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

<table>
<tr><td rowspan="5">Financial performance based on given indicators</td><td colspan="3">Financial Performance for last 3 years is given as under: (in Rs Lakhs)</td></tr>
<tr><td>Financial Year</td><td>Turnover</td><td>Profit / (Loss) after Tax Rs.</td></tr>
<tr><td>2024-25</td><td>7,416.14</td><td>251.51</td></tr>
<tr><td>2023-24</td><td>8,191.79</td><td>635.41</td></tr>
<tr><td>2022-23</td><td>7,018.05</td><td>441.39</td></tr>
<tr><td>Foreign investments or collaborations</td><td colspan="3">Not Applicable</td></tr>
<tr><td colspan="4">2. Information about the appointee</td></tr>
<tr><td>Background details</td><td colspan="3">Praveen Omprakash Nijhara is the Whole Time Director & CEO 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.</td></tr>
<tr><td>Past remuneration (Excluding Sitting fees)</td><td colspan="3">Rs. 147.36 Lakhs for financial year ended 31.03.2025</td></tr>
<tr><td>Recognition or awards</td><td colspan="3">CEO with Highest Quality Orientation by World Quality Congress & Awards in 2023.</td></tr>
<tr><td>Job profile and his suitability</td><td colspan="3">Considering his qualification, industry expertise and experience, Mr. Praveen Omprakash Nijhara is proficient for duties and responsibilities to be discharged as Whole time Director of the Company.</td></tr>
<tr><td>Remuneration proposed</td><td colspan="3">As disclosed in the Resolution and Explanatory Statement</td></tr>
<tr><td>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 origin):</td><td colspan="3">The remuneration is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.</td></tr>
<tr><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</td><td colspan="3">Besides the remuneration paid/payable to him, Mr. Praveen Omprakash Nijhara does not have any other pecuniary relationship in the Company.</td></tr>
</table>

3. Other Information	
Reasons of loss or inadequate profits	The Company has posted a net profit after tax of 251.51 Lakhs for the financial year ended 31st March, 2025. 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	The Company has not defaulted in payment of dues to banks and financial institutions or any other secured creditor in the preceding and in the current financial year.

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 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 Omprakash 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:
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First Floor Plot No 27, Kirol Road,
Vidyavihar (West), Mumbai-400086
Email Id: secretarial@rkswamy.com
CIN: U72300MH1994PTC238382

Date: 09.02.2026
Place: Chennai

Annexure – I
Details of Director seeking managerial remuneration
(As per Secretarial Standard -2)

Name of Director	Praveen Omprakash Nijhara
DIN	**08429327**
Age (years)	53 Years
Date of first Appointment on Board	April 22, 2019
Qualifications	• Bachelor’s degree in commerce • Master’s degree in management studies
Experience and expertise in specific functional area	Market Research & Customer Experience
Remuneration Last Drawn (Excluding Sitting Fees)	Rs. 147.36 Lakhs for financial year ended 31.03.2025
Remuneration sought to be paid	As disclosed in the Resolution and Explanatory Statement
Number of Meetings of Board attended during the year i.e. F.Y. 2025-26	4 out of 4
Shareholding in Company including shareholding as a beneficial owner	NA
Relationship with other Directors / KMPs	NA
Terms and conditions of re-appointment and remuneration	As disclosed in the Resolution and Explanatory Statement
Directorships held in other companies in India	• Hansa Marketing Services Private Limited (Bangladesh) • Hansa Marketing Services LLC (Dubai) • Hansa Marketing Services Pte Ltd (Singapore)
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	Managing committee member of the Market Research Society of India (MRSI)
Listed entities from which the person has resigned in the past three years	NA