

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting, on shorter notice, of **QRG INVESTMENTS AND HOLDINGS LIMITED** will be held on Friday, 23rd day of May, 2025, at 10:00 A.M. at its Registered Office at 14/3, Mathura Road, Faridabad, Haryana – 121003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Report of Auditors thereon.
2. To appoint a Director in place of Smt. Sangeeta Rai Gupta (DIN-01780014), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Shri Abhinav Rai Gupta (DIN-08989912), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Shri Anil Rai Gupta (DIN: 00011892), Chairman and Director, as the Managing Director of the Company without remuneration:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 203 read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Shri Anil Rai Gupta (DIN: 00011892), Chairman of the Board, be and is hereby appointed as the Managing Director of the Company, without remuneration, for a period of five years commencing from 6th February, 2025 to 5th February, 2030.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Surjit Kumar Gupta, Shri Ameet Kumar Gupta, Directors or Ms. Aashi Grover, Company Secretary, be and are hereby authorized severally to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable in the said regard.”

5. **Shifting of Registered Office of the Company from the State of Haryana to National Capital Territory of Delhi:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director), the approval of the Shareholders of the Company be and is hereby accorded for shifting of the registered office of the Company from 14/3, Mathura Road, Faridabad, Haryana 121003 “State of Haryana” to 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi – 110001 in the “National Capital Territory of Delhi” and Clause II of the Memorandum of Association be substituted by the new clause as under:



Clause II: "The registered office of the Company will be situated in the National Capital Territory of Delhi".

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to file, submit application along with all the required annexures, replies, etc., with the Registrar of Companies, Regional Director, Reserve Bank of India and such other authority, government department, as may be required for the purpose of shifting of registered office of the Company and to do all such acts, deeds and things which are incidental and necessary to give effect to the above stated resolution including filing of e-forms or documents as may be required with the Registrar of Companies, Regional Director and such other appropriate authorities, as may be required.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby also severally authorised to appoint any Firm/Company to delegate such powers and to authorize them to appear and represent the Company before the Regional Director, Registrar of Companies, Reserve Bank of India or any other authority, government department in the matter of the shifting of registered office of company and to make such statements, furnish such information and do such other things, acts and deeds as may be necessary in relation to the said matter."

**By Order of the Board of Directors of
QRG Investments and Holdings Limited**



**Aashi Grover
Company Secretary
Membership No. A29868**

Noida 16th May, 2025
Registered Office:
14/3, Mathura Road,
Faridabad, Haryana - 121003

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE MUST BE SUBMITTED WITH THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE ANNUAL GENERAL MEETING.**
2. Corporate members intending to send their Authorised Representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of attorney authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of aforesaid business is annexed hereto.
4. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email id compliance@qrgihl.com till the date of AGM. Further, Shareholders may also write to the Company at its mailing id compliance@qrgihl.com for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.

**By Order of the Board of Directors of QRG
Investments and Holdings Limited**



**Aashi Grover
Company Secretary
Membership No. A29868**

Noida, 16th May, 2025
Registered Office:
14/3, Mathura Road,
Faridabad, Haryana - 121003

INFORMATION, PURSUANT TO THE SECRETARIAL STANDARDS ISSUED BY ICSI, ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED VIDE ITEM NOS. 2, 3 & 4

Name of Director	Smt. Sangeeta Rai Gupta	Shri Abhinav Rai Gupta	Shri Anil Rai Gupta
Age	53 Years	27 years	56 years
Qualification & Experience	Smt. Sangeeta Rai Gupta holds a Bachelor degree in Commerce. She has around 13 years of work experience in different areas.	Mr. Abhinav Rai Gupta, one of the Promoters of the Company, is the son of Shri Anil Rai Gupta, the Chairman & Managing Director of the Company. He graduated from the Shri Ram College of Commerce (SRCC) and is an MBA from Harvard University. He worked with Bain & Co. India Pvt Ltd as a Consultant from Jan 2024 to Nov 2024.	BA (Eco), MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA Heading one of the most prominent electrical and consumer durable companies in India, Shri Anil Rai Gupta is the Chairman and Managing Director of Havells India Ltd, and is the son of the founder of Havells Late Shri Qimat Rai Gupta. He has been a constant support to his father for 24 years, supporting him in all his endeavors until in 2014 when the duties and responsibilities were passed on to him. He has catered to the company's needs since 2006 and has also served as the Executive Director to the Havells since 1992 itself. Being a member of the Shri Ram College of Commerce alumni committee, in New Delhi, Shri Anil Rai Gupta has pursued his higher studies from the Wake Forest University in North Carolina, USA. He holds an MBA in Marketing and Finance. His marketing strategies proved to be highly fundamental for transforming Havells from a family brand to a globally recognized electricals and consumer durable company.
Terms and conditions of appointment	Appointed as a Whole-time Director.	Appointed as a Non-Executive Director	Appointed as Managing Director w.e.f 6 th February, 2025 for a period of 5 years.
Details of Remuneration	The details are given in the Directors' Report section of the Annual Report.	NA	Without remuneration
Date of first appointment on the Board	Appointed as Director since 24/11/2014	Appointed as Director since 01/12/2020	Appointed as Director since 24/11/2014

Shareholding in the Company	- 562 equity shares of Rs. 10/- each held in own name - 3,41,009 equity shares of Rs. 10/- each held on behalf of Guptajee & Co.	Nil	490 equity shares of Rs. 10/- each held in own name;
Relationship with other director / KMP	Smt. Sangeeta Rai Gupta is the spouse of Shri Anil Rai Gupta and mother of Shri Abhinav Rai Gupta.	Shri Abhinav Rai Gupta is the son of Shri Anil Rai Gupta and Smt. Sangeeta Rai Gupta	Shri Anil Rai Gupta is the son of Smt. Vinod Gupta, spouse of Smt. Sangeeta Rai Gupta and father of Shri Abhinav Rai Gupta
No. of meetings of the Board attended during the year	2	1	3
Directorship in other Companies	QRG Enterprises Limited	-	- Havells India Limited - QRG Enterprises Limited
Chairmanship / membership of Committees of other Board	Nil	-	Havells India Limited - Enterprises Risk Management Committee - Member - Share Allotment and Transfer Committee - Member - Executive Committee - Member

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 6th February, 2025 and subject to the approval of Members of the Company, designated Shri Anil Rai Gupta as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 6th February, 2025 without Remuneration.

Shri Anil Rai Gupta is also a Chairman and Managing Director of Havells India Limited and for appointing him as the Managing Director in the Company in compliance to Section 203 of the Companies Act, 2013, specific notice has been given to all the Directors and the Resolution was then passed which was consented by all the Directors present in the said Board Meeting.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the appointment of Shri Anil Rai Gupta as the Managing Director of the Company, to the Members for their approval.

Shri Anil Rai Gupta, Smt. Vinod Gupta, Smt. Sangeeta Rai Gupta and Shri Abhinav Rai Gupta, Directors will be interested in this Resolution and except for them no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

Disclosure as required under ICSI Secretarial Standard SS-2 is set out in the annexure to the Explanatory Statement.

Item No. 5

The Registered Office of the Company is presently located at 14/3, Mathura Road, Faridabad, Haryana 121003 "State of Haryana". The Board of Directors in their meeting held on 16th May, 2025 has decided to shift the Registered Office of the Company from 14/3, Mathura Road, Faridabad, Haryana 121003 "State of Haryana" to 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi 110001 as the QRG Group has decided to sell the property situated at 14/3, Mathura Road, Faridabad, Haryana 121003.

As per provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office and alteration of Clause II of the Memorandum of Association of the Company requires approval of the Shareholders by way of Special Resolution subject to the approval of the Central Government (power entrusted to Regional Director).

Accordingly, approval of the members is being sought for shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory of Delhi" and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the National Capital Territory of Delhi.

All the material documents related to this item will be available for inspection at the Registered Office of the Company during business hours.

The Board of Directors recommends the Resolution set out at item no. 5 of the Notice for the approval of the members by Special Resolution.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

**By Order of the Board of Directors of
QRG Investments and Holdings Limited**

Aashi Grover
Aashi Grover

Company Secretary

Membership No. A29868

Noida, 16th May, 2025

Registered Office:

14/3, Mathura Road,

Faridabad, Haryana - 121003

ATTENDANCE SLIP OF ANNUAL GENERAL MEETING

Regd. Folio No. No. of Shares held
DP. ID. No. Client ID. No.

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 40th Annual General Meeting of the Company at 14/3, Mathura Road, Faridabad, Haryana - 121003 on shorter notice on the Friday, 23rd May, 2025 at 10:00 a.m.

Member's / Proxy's name in Block Letters

Signature of Member / Proxy

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U52110HR1985PLC098198
Name of the company : QRG Investments and Holdings Limited
Registered office : 14/3, Mathura Road, Faridabad, Haryana - 121003

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./ Client Id/ DP ID :

I/We, being the member(s) of _____ shares 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
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on shorter notice on the Friday, 23rd day of May, 2025 at 10:00 am at 14/3, Mathura Road, Faridabad Haryana 121003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Audited Financial Statements of the Company as on March 31, 2025 (Ordinary Resolution)
2. Re-appointment of Smt. Sangeeta Rai Gupta (DIN-01780014), retiring by rotation and being eligible, offering herself for re-appointment (Ordinary Resolution)
3. Re-appointment of Shri Abhinav Rai Gupta (DIN-08989912), retiring by rotation and being eligible, offering himself for re-appointment (Ordinary Resolution)

Special Business

4. Appointment of Shri Anil Rai Gupta (DIN: 00011892), Managing Director of the Company without remuneration (Ordinary Resolution)
5. Shifting of Registered Office of the Company from the State of Haryana to National Capital Territory of Delhi (Special Resolution)



Signed this day of 2025

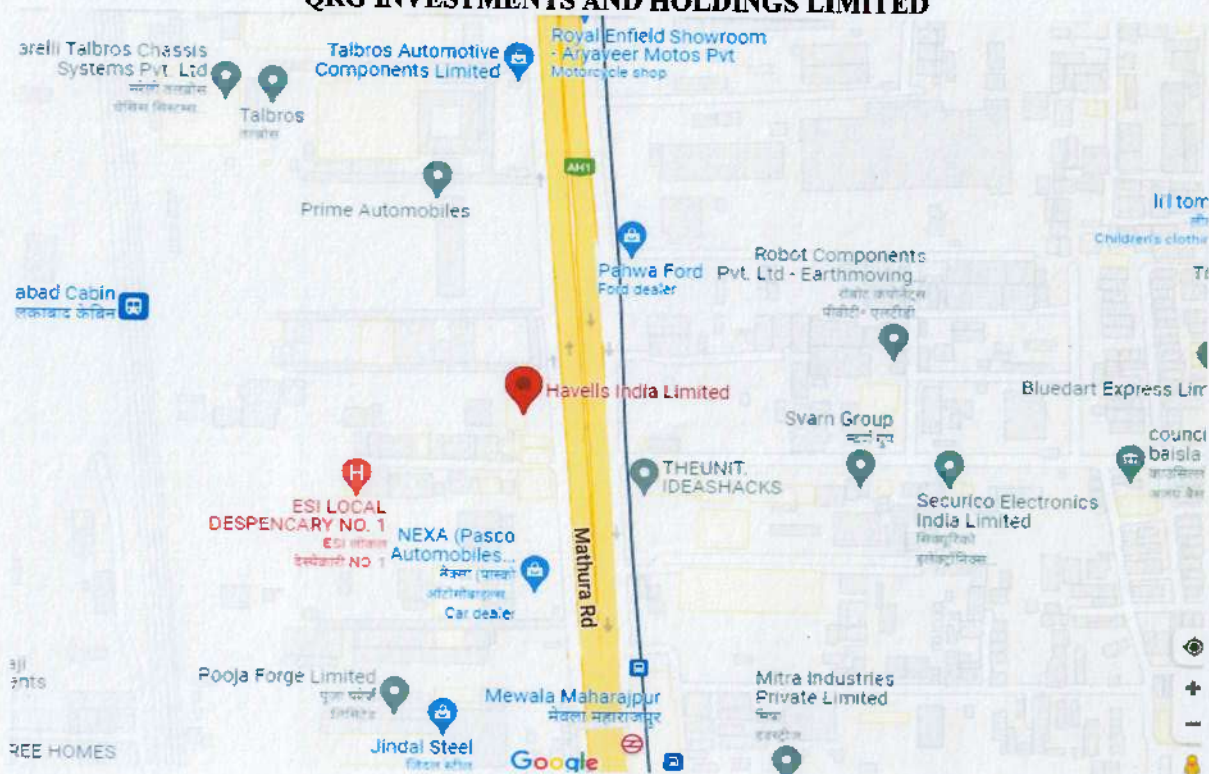
Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: 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 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE VENUE OF THE 40TH ANNUAL GENERAL MEETING OF QRG INVESTMENTS AND HOLDINGS LIMITED



Registered Office:

14/3, Mathura Road, Faridabad, Haryana - 121003