

**JHS SVENDGAARD RETAIL VENTURES LIMITED**

(Formerly Known as JHS Svendgaard Retail Ventures Private Limited)

**CIN: L52100HR2007PLC093324**

To,

Date: 10<sup>th</sup> March, 2025

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| <b>The Listing Department<br/>Bombay Stock Exchange Limited<br/>Department of Corporate Services<br/>Phiroze Jeejeebhoy Towers,<br/>Dalal Street Mumbai – 400001</b><br><br><b><u>Scrip Code: 544197</u></b> | <b>The Listing Department<br/>National Stock Exchange of India Limited<br/>Exchange Plaza, C-1, Block-G<br/>Bandra Kurla Complex<br/>Mumbai – 400051</b><br><br><b><u>Trading Symbol: RETAIL</u></b> |
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**Sub: Notice of Extra-Ordinary General Meeting (EGM) of JHS Svendgaard Retail Ventures Limited (“the Company”).**

Dear Sir,

Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulation**”) we are enclosing the Notice of the EGM along with the Explanatory Statement of the Company scheduled to be held on Thursday, April 03, 2025 at 12:00 Noon (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM).

The aforesaid Notice shall be made available on the Company's website at [www.jhsretail.com](http://www.jhsretail.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the same on record.

**For JHS Svendgaard Retail Ventures Limited**

**Kuldeep Jangir**  
**Company Secretary and Compliance Officer**

**Encl: A/a**

## NOTICE OF EXTRA- ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF JHS SVENDGAARD RETAIL VENTURES LIMITED (“the Company”) will be held on **Thursday, 03<sup>rd</sup> April, 2025 at 12:00 Noon (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility, to transact the following businesses:

### SPECIAL BUSINESSES:

#### 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

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 Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 /- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional Rs. 4,00,00,000 (Rupees Four Crore only) share capital ranking pari passu in all respect with the existing Equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause 5.

*“The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.”*

**RESOLVED FURTHER THAT** any Director or Key Managerial Personal (KMP) of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

#### 2. ISSUANCE OF FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO ‘PROMOTER AND PROMOTER GROUP’ AND ‘NON-PROMOTER’ CATEGORY ON PREFERENTIAL BASIS.

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the uniform listing agreements entered into by the Company with BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) (together, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Article of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable

Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot from time to time in one or more tranches, up to **34,40,000 (Thirty Four Lacs Forty Thousand) Fully Convertible Warrants (“Warrants”) at a price of Rs. 45/- (Rupees Forty Five only), aggregating up to Rs. 15,48,00,000 (Rupees Fifteen Crores and Forty Eight Lacs only)** for cash consideration by way of a preferential issue on a private placement basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board of Directors, to the below-mentioned allottee(s) belonging to the ‘Promoter and Non-Promoter’ category, in the manner as follows:

| S. No | Name of Proposed Allottee’s         | Category       | No. of Fully Convertible Warrants to be Issued |
|-------|-------------------------------------|----------------|--|
| 1.    | Sushma Nanda                        | Promoter       | 14,00,000                                      |
| 2.    | JHS Svendgaard Laboratories Limited | Promoter Group | 10,00,000                                      |
| 3.    | Upendra Rai                         | Non-Promoter   | 500,000  |
| 4.    | Khyati                              | Non-Promoter   | 100,000  |
| 5.    | Vishal Arya                         | Non-Promoter   | 100,000  |
| 6.    | Anamika Gautam                      | Non-Promoter   | 100,000  |
| 7.    | Purnima Sharma                      | Non-Promoter   | 50,000   |
| 8.    | Ashish Goel                         | Non-Promoter   | 50,000   |
| 9.    | Rohina Sanjay Sangtani              | Non-Promoter   | 50,000   |
| 10.   | Sudhir Sud                          | Non-Promoter   | 25,000   |
| 11.   | KSS Growth LLP                      | Non-Promoter   | 25,000   |
| 12.   | Raunak Sethi                        | Non-Promoter   | 20,000   |
| 13.   | Divyansh Sawhney                    | Non-Promoter   | 20,000   |
|       | <b>TOTAL</b>                        |                | <b>34,40,000</b>                               |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the floor price for the Preferential Issue of the Warrants is **Tuesday, March 04, 2025** being the date 30 days prior to the date of this Extra-Ordinary General Meeting on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Fully Convertible Warrants to the allottee(s) under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last such approval, or permission;
- The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

- iii. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, 2018. The Warrant holder will be required to make further payments of equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("Warrant Exercise Amount").
- iv. The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- v. The Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- vi. The pre-preferential shareholding of the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations, 2018.
- vii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- viii. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- ix. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- x. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and the Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements,

documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

### **3. TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY TO WOOP AMUSEMENT PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loans taken by Woop Amusement Private Limited, in whom the Director of the Company, either directly or indirectly, are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013, up to an amount not exceeding in aggregate Rs. 40 crores (Rupees Forty crores only) at any time, provided that such loan to be utilized by Woop Amusement Private Limited for their respective principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

#### **4. TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY TO WOOP ARENAS PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loans taken by Woop Arenas Private Limited, in whom the Director of the Company, either directly or indirectly, are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013 up to an amount not exceeding in aggregate Rs. 40 crores (Rupees Forty crores only) at any time, provided that such loan to be utilized by Woop Arenas Private Limited for their respective principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**For and on behalf of Board of Directors**  
**JHS Svendgaard Retail Ventures Limited**

**Sd/-**  
**Kuldeep Jangir**  
**Company Secretary & Compliance Officer**

**Date: 05 March, 2025**

**Place: New Delhi**

**Registered Office:**  
**Fifth Floor, Plot No 107,**  
**Sector-44 Institutional Area,**  
**Gurugram, Haryana, India, 122001**  
**Email- [cs@jhsretail.com](mailto:cs@jhsretail.com)**  
**Website: [www.jhsretail.com](http://www.jhsretail.com)**  
**CIN: L52100HR2007PLC093324**

## NOTES: -

The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 09/2024 date 19<sup>th</sup> September, 2024 read with circulars 9/2023 dated 25 September, 2023, dated 8 April, 2020, 13 April, 2020, 5 May, 2020, 13 January, 2021, 8 December, 2021 and 28 December, 2022 (collectively referred to as "MCA Circulars") allowing, inter-alia, conducting of EGMs through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated 5 May, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the EGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.

**PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**

An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the EGM. As per the provisions of Clause 3.A. II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 1,2,3 & 4 of the accompanying Notice, are unavoidable by the Board and hence, form part of this Notice.

The Company has availed the services of National Securities Depository Limited ("NSDL") for conducting the EGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("Remote e-voting") and e-voting during the EGM.

Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [csmdahiya@gmail.com](mailto:csmdahiya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@jhsretail.com](mailto:cs@jhsretail.com) Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login

In case of joint holders attending the EGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

1. The Notice of EGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on 07<sup>th</sup> March, 2025.

Members may note that the Notice of EGM will also be available on the Company's website at [www.jhsretail.com](http://www.jhsretail.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com> and also at the website of our RTA at [www.alankit.com](http://www.alankit.com).

2. Shareholders, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
  - Shareholders holding shares in physical form can register their e-mail id with the RTA by sending an e-mail to RTA at [rta@alankit.com](mailto:rta@alankit.com).



- Shareholders holding shares in demat mode may update the e-mail address through their respective Depository Participant(s).  
Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

3. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company.

The Members can join the EGM in the VC/OAVM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Any person becoming a Member of the Company after the Notice of the EGM is sent out and holds shares as on the cut-off date i.e. Wednesday, 26<sup>th</sup> March, 2025, may obtain the user ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) and can exercise their voting rights through Remote e-voting by following the instructions listed herein below or by voting at the meeting.
6. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of EGM thereafter shall be disabled from the records of the RTA immediately after the EGM.

**7. E-Voting facility:**

The Board of Directors of the Company has appointed Mr. Mohit Dahiya, (COP No.: 23052) Partner and Proprietor of M/s Dahiya & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.

8. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.jhsretail.com](http://www.jhsretail.com), and the website of NSDL immediately after the result is declared.

**The instructions for members for remote e-voting and joining general meeting are as under: -**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

The remote e-voting period begins on March 31<sup>st</sup>, 2025, at 09:00 A.M. and ends on April 02<sup>nd</sup>, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 26<sup>th</sup> March, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Wednesday, 26<sup>th</sup> March, 2025.







### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |

|  |   |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000                        |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

- Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
- If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

**If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**

- Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

| How to cast your vote electronically and join General Meeting on NSDL e-Voting system?   |
|--|
| <ol style="list-style-type: none"> <li>1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.</li> <li>2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.</li> <li>3. Now you are ready for e-Voting as the Voting page opens.</li> <li>4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.</li> <li>5. Upon confirmation, the message “Vote cast successfully” will be displayed.</li> <li>6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li> <li>7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote:</li> </ol> |

### General Guidelines for shareholders

|  |
|--|
| <ol style="list-style-type: none"> <li>1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <a href="mailto:csmdahiya@gmail.com">csmdahiya@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.</li> <li>2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password.</li> <li>3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a></li> </ol> |
|--|

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@jhsretail.com](mailto:cs@jhsretail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@jhsretail.com](mailto:cs@jhsretail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@jhsretail.com](mailto:cs@jhsretail.com). The same will be replied by the company suitably.

## **EXPLANATORY STATEMENT-PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following Explanatory Statement sets out material facts relating to the Special Business in the accompanying Notice:

### **Item No. 1**

#### **Increase In Authorised Share Capital**

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or fully convertible warrants. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Article of Association, with the consent of its Board of Director(s) and its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. The present Article of Association empowers the Company to increase its Authorised Share Capital.

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 /- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only).

Consequently, the existing clause 5 of the Memorandum of Association of the Company needs to be altered accordingly.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members.

Accordingly, the resolutions at Item No. 1 of this Notice is recommended by the Board of Directors of the Company for the approval of the members as an Ordinary resolution. The same is also available on the website of the Company, [www.jhsretail.com](http://www.jhsretail.com) to facilitate online inspection till the conclusion of the ensuing EGM.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no.1 above, except to the extent of their shareholding, if any.

### **Item No. 2**

#### **Issuance of Fully Convertible Warrants on a Preferential Basis.**

The *Special Resolution* contained in Item No. 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, up to 34,40,000 (Thirty-Four Lacs Forty Thousand) Fully Convertible Warrants (“Warrants”) at a price of Rs. 45/- (Rupees Forty-Five only), per Warrant, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 15,48,00,000 (Rupees Fifteen Crores and Forty-Eight Lacs only) to certain persons/entities belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category, on a preferential basis.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Wednesday, March 05, 2025.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

## I. Objects of the Preferential Issue

For the purpose of Item No. 2, the Company intends to utilize the proceeds raised through the issue of Fully Convertible Warrants (“Issue Proceeds”) towards the following objects. Further, as the funds to be received against the issue of allotment of Warrants and conversion of Warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

| Sr. No. | Particulars                         | Estimated utilization of Issue Proceeds* (In Rs.) | Tentative timelines for utilization of net proceeds from the date of receipt of funds |
|---------|-------------------------------------|---|---|
| 1       | Acquisition or Strategic Investment | 7,74,00,000                                       | Within 18 months from receipt of funds (as set out herein)                            |
| 2       | Business Expansion                  | 3,87,00,000                                       |   |
| 3       | General corporate purpose           | 3,87,00,000                                       |   |

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

### Note:

- All decimals have been rounded off to two decimal points.
- In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

*If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.*



*This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.*

## **Schedule of Implementation and Deployment of Funds**

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, 2018 and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 18 months from the date of receipt of funds (as set out herein).

## **Interim Use of Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

## **II. Monitoring of Utilization of Funds**

Since the issue size does not exceed Rs. 100 Crore therefore, the Company is not required to appoint a Monitoring Agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

## **III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:**

The Board of Directors of the Company at their meeting held on Wednesday, March 05, 2025, had, subject to approval of the members of the Company ("members") and such other approvals as may be required, approved the issue of up to 34,40,000 Fully Convertible Warrants aggregating up to Rs.15,48,00,000 of the Company to certain persons/entities belonging to 'Promoter & Promoter Group' and 'Non-Promoter' Category, at an issue price of Rs. 45/- per Warrant, determined in terms of Chapter V of SEBI (ICDR) Regulations, 2018.

## **IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.**

The Proposed Allottee (**JHS Svendgaard Laboratories Limited**) belongs to Promoter Group of the Company. The Company has received a Board Resolution dated March 05<sup>th</sup>, 2025 from the JHS Svendgaard Laboratories Limited, informing the Company of their intention to invest and aggregate amount up to an amount of Rs. 5,00,00,000 (Rupees five crore only) in the Company, subject to SEBI(ICDR) Regulations, 2018.

Except as follows, none of the promoters, directors, key management personnel, or senior management of the issuer intent to subscribe to the offer under Item No. 2:

| S. No. | Name of the Proposed Allottees      | Category       | Type of Security           | Number of Security |
|--------|-------------------------------------|----------------|----------------------------|--------------------|
| 1      | Sushma Nanda                        | Promoter       | Fully Convertible Warrants | 14,00,000          |
| 2      | JHS Svendgaard Laboratories Limited | Promoter Group | Fully Convertible Warrants | 10,00,000          |

## V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter & Promoter Group' and 'Non-Promoter' Category is likely to be as follows:

| Category                                      | Pre-issue Shareholding Structure (1) |              | Warrants to be allotted | Post Issue Shareholding Structure (2) & (3) |              |
|---|--------------------------------------|--------------|-------------------------|---|--------------|
|   | No. of Shares                        | %            |                         | No. of Shares                               | %            |
| A) Indian                                     |                                      |              |                         |   |              |
| (a) Individuals & HUF                         | 4024155                              | 28.19        | 1400000                 | 5424155                                     | 30.62        |
| (b) Bodies Corporate                          | -                                    | -            | 1000000                 | 1000000                                     | 5.64         |
| Sub Total (A1)                                | 4024155                              | 28.19        | 2400000                 | 6424155                                     | 36.26        |
| A2) Foreign promoters                         | -                                    | -            | -                       | -   | -            |
| <b>Total Promoter shareholding A=A1 +A2</b>   | <b>4024155</b>                       | <b>28.19</b> | <b>2400000</b>          | <b>6424155</b>                              | <b>36.26</b> |
| B1) Institutional Investors                   | 3000000                              | 21.01        | -                       | 3000000                                     | 16.93        |
| B2) Central Govt./Stat Govt./POI              | -                                    | -            | -                       | -   | -            |
| B3) Non-Institutional Investors:              | -                                    | -            | -                       | -   | -            |
| Investor Education and Protection Fund (IEPF) | 4280                                 | 0.03         | -                       | 4280  | 0.02         |
| Individuals                                   | 3083779                              | 21.60        | 1015000                 | 4098779                                     | 23.14        |
| Non-Resident Indians (NRIs)                   | 88886                                | 0.62         | -                       | 88886                                       | 0.50         |
| Body Corporate                                | 2784807                              | 19.51        | -                       | 2784807                                     | 15.72        |
| Others (Including HUF, LLP & NRI)             | 1290050                              | 9.04         | 25000                   | 1315050                                     | 7.42         |
| <b>Total Public Shareholding B=B1+B2+B3</b>   | <b>10251802</b>                      | <b>71.81</b> | <b>1040000</b>          | <b>11291802</b>                             | <b>63.74</b> |
| C) Non-Promoter – Non-Public                  | -                                    | -            | -                       | -   | -            |
| <b>Grand Total (A+B+C)</b>                    | <b>14275957</b>                      | <b>100</b>   | <b>3440000</b>          | <b>17715957</b>                             | <b>100</b>   |

### Notes:

1. The pre-issue shareholding pattern is as on March 05, 2025.
2. The pre-shareholding structure includes the deemed conversion of 74,71,357 fully convertible warrants issued on September 27, 2024, to Promoter and Non-Promoter Group categories.
3. The post-shareholding structure assumes the full conversion of warrants into equity shares within the stipulated timeframe.
4. Post-shareholding structure may change depending upon any other corporate action in between.

## VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 2.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

The Company has issued fully convertible warrants on 27 September, 2024 on preferential basis to the following allottees:

| Sr. No       | Name of the Proposed Allottees   | Category     | No of Fully Convertible Warrants Issued | Price of Securities: Rs. 50/- per warrant (no. of warrants issued * 50) |
|--------------|--|--------------|---|---|
| 1.           | Nikhil Nanda   | Promoter     | 12,71,357                               | 63,567,850  |
| 2.           | AG Dayanmic Fund Limited   | Non-Promoter | 10,00,000                               | 50,000,000  |
| 3.           | Eminence Global Fund PCC-Eubilia Capital Partners Fund I               | Non-Promoter | 10,00,000                               | 50,000,000  |
| 4.           | North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund | Non-Promoter | 10,00,000                               | 50,000,000  |
| 5.           | Radiant Global Fund-Class B Participating Shares                       | Non-Promoter | 10,00,000                               | 50,000,000  |
| 6.           | Let's Jump Trampoline and Adventure Pvt Ltd                            | Non-Promoter | 25,00,000                               | 125,000,000   |
| <b>Total</b> |  |              | <b>77,71,357</b>                        | <b>388,567,850</b>  |

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

| Sr. No | Name of the Proposed Allottees      | Category       | Name of the Ultimate Beneficial Owner         |
|--------|-------------------------------------|----------------|---|
| 1.     | Sushma Nanda                        | Promoter       | Not Applicable                                |
| 2.     | JHS Svendgaard Laboratories Limited | Promoter Group | Mr. Nikhil Nanda                              |
| 3.     | Upendra Rai                         | Non-Promoter   | Not Applicable                                |
| 4.     | Khyati                              | Non-Promoter   | Not Applicable                                |
| 5.     | Vishal Arya                         | Non-Promoter   | Not Applicable                                |
| 6.     | Anamika Gautam                      | Non-Promoter   | Not Applicable                                |
| 7.     | Purnima Sharma                      | Non-Promoter   | Not Applicable                                |
| 8.     | Ashish Goel                         | Non-Promoter   | Not Applicable                                |
| 9.     | Rohina Sanjay Sangtani              | Non-Promoter   | Not Applicable                                |
| 10.    | Sudhir Sud                          | Non-Promoter   | Not Applicable                                |
| 11.    | KSS Growth LLP                      | Non-Promoter   | Kamalsingh Dulichand Sancheti, Saroj Sancheti |
| 12.    | Raunak Sethi                        | Non-Promoter   | Not Applicable                                |
| 13.    | Divyansh Sawhney                    | Non-Promoter   | Not Applicable                                |

**IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

| S. No. | Name of the Proposed Allottee       | Pre-Shareholding Structure |      | Warrants to be allotted | Post Issue Shareholding Structure # |      |
|--------|-------------------------------------|----------------------------|------|-------------------------|-------------------------------------|------|
|        |                                     | No. of shares              | %    |                         | No. of shares                       | %    |
| 1.     | Sushma Nanda                        | 3,13,598                   | 2.19 | 14,00,000               | 17,13,598                           | 9.67 |
| 2.     | JHS Svendgaard Laboratories Limited | -                          | -    | 10,00,000               | 10,00,000                           | 5.64 |
| 3.     | Upendra Rai                         | -                          | -    | 500,000                 | 500,000                             | 2.82 |
| 4.     | Khyati                              | -                          | -    | 100,000                 | 100,000                             | 0.56 |
| 5.     | Vishal Arya                         | -                          | -    | 100,000                 | 100,000                             | 0.56 |
| 6.     | Anamika Gautam                      | -                          | -    | 100,000                 | 100,000                             | 0.56 |
| 7.     | Purnima Sharma                      | -                          | -    | 50,000                  | 50,000                              | 0.28 |
| 8.     | Ashish Goel                         | -                          | -    | 50,000                  | 50,000                              | 0.28 |
| 9.     | Rohina Sanjay Sangtani              | -                          | -    | 50,000                  | 50,000                              | 0.28 |
| 10.    | Sudhir Sud                          | -                          | -    | 25,000                  | 25,000                              | 0.14 |
| 11.    | KSS Growth LLP                      | -                          | -    | 25,000                  | 25,000                              | 0.14 |
| 12.    | Raunak Sethi                        | -                          | -    | 20,000                  | 20,000                              | 0.11 |
| 13.    | Divyansh Sawhney                    | -                          | -    | 20,000                  | 20,000                              | 0.11 |

(#) The post-preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

**X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- The Warrants and Equity Shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as **March 04, 2025**.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations,

2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to the allottees is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Warrant shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 (2) of SEBI ICDR Regulations, 2018 the price at which Warrants shall be allotted, shall not be less than higher of the following:
  - i. the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation under sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the Company were listed, as the case may be: **Not Applicable;**
  - ii. the average of the volume weighted average prices of the equity shares of the Company quoted on the NSE during the period the equity shares have been listed preceding the Relevant date, i.e., Rs. 44.32/- each; or
  - iii. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 35.12/- each.
- b) The price determined through Valuation report of M/s. Jhamb & Associates, (Registration No.: IBBI/RV/11/2019/12355). i.e., Rs. 44.32/- per Equity Share. The said report is available on the website of the Company at <https://jhsretail.com/announcements/>.
- c) Method of determination of price as per the Articles of Association of the Company - ***Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.***

Accordingly, the minimum issue price of warrants to be allotted on Preferential basis shall be higher of the above computed price i.e. Rs. 44.32/- each.

**The price of the Warrants to be allotted on preferential basis is Rs. 45/- each (Rupees Forty five Only) each to the proposed allottee, which is higher than the above-mentioned prices.**

**The price of the equity shares to be allotted at the time of conversion of Warrants shall be same as the price determined as on the relevant date i.e. Rs. 45 (Rupees Forty Five Only).**

### **XIII. Undertaking:**

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations, 2018.

- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company will re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations, 2018 and if the amount payable on account of the re-computation of price is not paid within the time stipulated in the provisions of SEBI ICDR Regulations, 2018 the Warrants shall continue to be locked- in till the time such amount is paid by the allottees.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- Only Nikhil Nanda, Managing Director and Promoter of the Company has previously subscribed to 12,71,357 fully convertible warrants of the Company issued on 27 September, 2024.
- Except, Nikhil Nanda and Sushma Nanda belonging to the Promoter Group of Company, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution for issuance of warrants except and to the extent of their shareholding in the Company.

**XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable

**XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

| Sr. No | Name of the Proposed Allottees      | Current Status | Post Status    |
|--------|-------------------------------------|----------------|----------------|
| 1.     | Sushma Nanda                        | Promoter       | Promoter       |
| 2.     | JHS Svendgaard Laboratories Limited | Promoter Group | Promoter Group |
| 3.     | Upendra Rai                         | Non-Promoter   | Non-Promoter   |
| 4.     | Khyati                              | Non-Promoter   | Non-Promoter   |
| 5.     | Vishal Arya                         | Non-Promoter   | Non-Promoter   |
| 6.     | Anamika Gautam                      | Non-Promoter   | Non-Promoter   |
| 7.     | Purnima Sharma                      | Non-Promoter   | Non-Promoter   |
| 8.     | Ashish Goel                         | Non-Promoter   | Non-Promoter   |
| 9.     | Rohina Sanjay Sangtani              | Non-Promoter   | Non-Promoter   |

|     |                  |              |              |
|-----|------------------|--------------|--------------|
| 10. | Sudhir Sud       | Non-Promoter | Non-Promoter |
| 11. | KSS Growth LLP   | Non-Promoter | Non-Promoter |
| 12. | Raunak Sethi     | Non-Promoter | Non-Promoter |
| 13. | Divyansh Sawhney | Non-Promoter | Non-Promoter |

#### **XVI. Practicing Company Secretary's Certificate:**

The certificate from Mr. Mohit Dahiya, Practicing Company Secretary, certifying that the preferential issue of Fully Convertible Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations, 2018 has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://jhsretail.com/announcements/>.

#### **XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:**

Except Mrs. Sushma Nanda, being Director of the Company and Mr. Nikhil Nanda, being the Managing Director and Relative of Mrs. Sushma Nanda, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at item no.2 of this Notice.

The Board of Directors recommends the resolutions as set out in Item No. 2 of this notice for the issue of Fully Convertible Warrants, on a preferential basis, to the proposed allottees by way of **Special Resolution**.

### **Item No. 3**

#### **To advance any loan/give guarantee/provide security to Woop Amusement Private Limited under section 185 of the Companies Act, 2013.**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by Woop Amusement Private Limited, in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 03 of this Notice to meet the business requirements

The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.



Except Mrs. Sushma Nanda and Nikhil Nanda, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

#### **Item No. 4**

#### **To advance any loan/give guarantee/provide security to Woop Arenas Private Limited under section 185 of the Companies Act, 2013.**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by Woop Arenas Private Limited, in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 04 of this Notice to meet the business requirements.

The Board of Directors recommend the resolution set forth in Item no. 4 of the notice for your approval as a Special Resolution.

Except Mrs. Sushma Nanda and Nikhil Nanda, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**For and on behalf of Board of Directors**  
**JHS Svendgaard Retail Ventures Limited**

**Sd/-**  
**Kuldeep Jangir**  
**Company Secretary & Compliance Officer**

**Date:** 05 March, 2025

**Place:** New Delhi