



**JHS SVENDGAARD RETAIL VENTURES LIMITED**  
(Formerly Known as JHS Svendgaard Retail Ventures Private Limited)  
**CIN: L52100HR2007PLC093324**

Date: 29 January, 2025

To,

<b>The Listing Department Bombay Stock Exchange Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001</b>  <u>Scrip Code: 544197</u>	<b>The Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra Kurla Complex Mumbai – 400051</b>  <u>Trading Symbol: RETAIL</u>
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**Subject- Notice of Postal Ballot.**

Dear Sir,

Please find enclosed herewith a copy of the Postal Ballot Notice of JHS Svendgaard Retail Ventures Limited (‘the Company’) along with the Explanatory Statement pursuant to Section 102 (‘Notice’) for seeking approval of the Member(s) of the Company on the item of Special Business, as set out on the Notice of Postal Ballot.

In compliance with the provisions of the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, the Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 24, 2025**.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on **Friday, January 31, 2025 at 9:00 A.M. (IST)** and ends on **Sunday, March 02, 2025 at 5:00 P.M. (IST)**.

The Notice is available on the website of the Company at <https://www.jhsretail.com/>.

This disclosure is being made pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

**Thanking You,  
For JHS Svendgaard Retail Ventures Limited**

**Kuldeep Jangir  
Company Secretary & Compliance officer**

**Encl: A/a**



## **JHS SVENDGAARD RETAIL VENTURES LIMITED**

CIN: 52100HR2007PLC093324

**Registered Office:** Fifth Floor, Plot No. - 107, Sector-44, Institutional Area, Gurugram, Haryana-122001

**Corporate Office:** B-1/E-9, Mohan Co-Operative Industrial Area, Mathura Road, New Delhi-110 044

Tel: +011 29949675 Mail id: [cs@jhsretail.com](mailto:cs@jhsretail.com),

Web: [www.jhsretail.com](http://www.jhsretail.com)

### **POSTAL BALLOT NOTICE**

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

VOTING STARTS ON	VOTING ENDS ON
Friday, January 31, 2025, at 9:00 A.M. (IST)	Sunday, March 02, 2025, at 5:00 P.M. (IST)

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (**collectively referred to as “MCA Circulars”**), and any other applicable laws and regulations, the Resolutions as set out in this Notice to transact the special business are proposed to be passed by the Members of JHS Svendgaard Retail Ventures Limited (the ‘Company’) through Postal Ballot by way of voting through electronic means (‘remote e-voting’) only.

The draft of the resolutions to be passed together with the Explanatory Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered email IDs and annexed to the Notice for your consideration.

In compliance with the MCA Circulars, this Postal Ballot Notice (‘Notice’) is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agents to enable them to cast their votes electronically. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members.

The Company, for this purpose, has engaged National Securities Depository Limited (“NSDL”), for facilitating the members to communicate their assent or dissent through “**electronic means**” in respect of the resolutions

through the remote e-Voting system. The detailed procedures for voting through “electronic means” are given in the Notes attached herewith.

The Notice will also be placed on the website of the Company at [www.jhsretail.com](http://www.jhsretail.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The remote e-voting period commences from **Friday, January 31, 2025 at 9:00 A.M. (IST)** and concludes on **Sunday, March 02, 2025 at 5:00 P.M. (IST)**. The remote e-voting will be disabled by NSDL thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (“**the Board**”) has appointed Mr. Mohit Dahiya (Membership No. F9540, COP No.:23052), Company Secretaries in Practice and Proprietor at M/s. Dahiya & Associates, as the Scrutinizer, at its meeting held on Friday, 24<sup>th</sup> January 2025, for conducting the Postal Ballot Process through “electronic means” in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.jhsretail.com](http://www.jhsretail.com) on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of voting, i.e., **Sunday, 02<sup>nd</sup> March, 2025**, will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the special resolutions, if any.

#### **SPECIAL BUSINESS:**

##### **ITEM NO.1**

#### **TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES’ ACT, 2013.**

To consider and if thought fit, to give assent or dissent to the following resolution, as a *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities

premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 40 Crores (Rupees Forty Crores Only).

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their 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: 24.01.2025  
Place: New Delhi**

**NOTES:**

1. A statement of material facts pursuant to the provisions of Section 102 of the Act 2013 setting out the material facts relating to the business to be transacted is annexed hereto.
2. The Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 24<sup>th</sup> January 2025 (cut-off date)**.
3. The remote e-voting period commences on **Friday, January 31, 2025 at 9:00 A.M. (IST) and concludes on Sunday, March 02, 2025 at 5:00 P.M. (IST)**. The remote e-voting module shall thereafter be disabled by NSDL. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, **i.e. Sunday, March 02, 2025**.
4. The Notice is being sent to the members to the e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Pursuant to the MCA circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. For members whose e-mail addresses are not registered, the following procedure may be followed for registration of their e-mail addresses:

**Registration of e-mail ID:**

Members who have not yet registered their e-mail ID may register the same as under:

- a) Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at [rta@alankit.com](mailto:rta@alankit.com) (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar copy, Form ISR-1 and other relevant forms and documents at below address at **4E/2, Jhandewalan Extension New Delhi -110 055**.
- The format of Form ISR-1 is available on the website of the Company at <https://jhsretail.com/investor-query/>
- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
5. Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the **cut-off date i.e. Friday, 24<sup>th</sup> January 2025** will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

6. Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
8. **Process to cast votes through remote e-voting:**  
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 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>1. Existing IDeAS 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. 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 "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
	<ol style="list-style-type: none"> <li>3. 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 "Login" 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</li> </ol>

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. 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 Providers.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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
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 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*
4. 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  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  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  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - i. 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'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your Password:
  - a) 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).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-voting system?**

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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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 PCS Mohit Dahiya <[csmdahiya@gmail.com](mailto:csmdahiya@gmail.com)> with a copy marked to [evoting@nsdl.com](http://evoting@nsdl.com). 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.

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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 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.

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

Pursuant to Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 1 of the accompanying Notice dated **24<sup>th</sup> January, 2025**.

**ITEM NO. 1**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (hereinafter referred to as “the Act”) every company need to obtain prior approval of its Members’ through special resolution if it is proposing to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In light of the Company’s expanding business activities, its future plans, and to support its long-term strategic and operational objectives, there is a need to enhance financial flexibility and optimize the financing structure. To achieve this, the Company may pursue investments in other corporate entities, grant loans, provide guarantees, or offer security to other persons or bodies corporate(s), (collectively referred to as the “Entities”). This support will address the short-term funding requirements of these Entities, including episodic needs that may arise over time. Such measures are essential for fostering growth and ensuring the financial stability of the Company and its affiliates.

Accordingly, the Board of Directors of the Company at their meeting held on 24th January, 2025 recommended for approval of the Members of the Company for revision in limits under Section 186 upto Rs. 40 Crore (Rupees Forty Crore only).

The Board, recommends passing of this Special Resolution as set out at Item No. 1 of this postal ballot Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the postal ballot Notice.

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

**Date: 24.01.2025  
Place: New Delhi**

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