JHS SVENDGAARD RETAIL VENTURES LIMITED

CIN: L52100HR2007PLC093324

To, **Date:** 28 September 2026

The Listing Department **Bombay Stock Exchange Limited** Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001 **Scrip Code- 544197**	**The Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block-G Bandra Kurla Complex Mumbai – 400051 **Symbol- RETAIL**

Subject- Notice of Postal Ballot

Pursuant to provision of Regulation 30 of SEBI (LODR) Regulations, 2015, we enclose 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 Special Business, as set out on the Notice of Postal Ballot.

In compliance with the provisions of the General Circular 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, September 25, 2026 (cut-off date).**

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The e-voting period commences on **Tuesday, September 29, 2026 at 9:00 A.M. (IST)** and ends on **Wednesday, October 28, 2026 at 5:00 P.M. (IST).**

The Notice is available on the website of the Company at www.jhsretail.com/

This is for your information and records.

Thanking You,

For JHS Svendgaard Retail Ventures Limited

Kuldeep Jangir

Digitally signed by Kuldeep Jangir
Date: 2026.09.28 15:30:58 +05'30'

Kuldeep Jangir
Company Secretary & Compliance officer

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: +011-40539487 Mail id: cs@jhsretail.com,
Web: www.jhsretail.com

POSTAL BALLOT NOTICE

[Pursuant to Section 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
Tuesday, September 29, 2026, at 9:00 A.M. (IST)	**Wednesday, October 28, 2026, at 5:00 P.M. (IST)**

Dear Member(s),

NOTICE is hereby given pursuant to Sections 110 read with Section 108 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") vide General Circular No. 03/2025 dated September 22, 2025 and any other applicable laws and regulations, 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') by passing Special Resolutions 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.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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 and on the website of NSDL at 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 and www.nseindia.com respectively.

The remote e-voting period commences from **Tuesday, September 29, 2026, at 9:00 A.M. (IST)** and concludes on **Wednesday, October 28, 2026, at 5:00 P.M. (IST).** The remote e-voting will be disabled by NSDL thereafter.

Members holding Equity Shares of the Company on the Cut-off date mentioned in this Postal Ballot notice are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process on or before the date and time mentioned hereinabove.

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 **Thursday, 24th September 2026**, 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 on the website of NSDL at www.evoting.nsdl.com.

The last date of voting, i.e., **Wednesday, October 28, 2026, at 5:00 P.M. (IST)**, 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 CONSIDER AND APPROVE ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 4, 13, 15 of the Companies Act, 2013 ("the Act") and the other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to such other necessary approvals, if any, as may be required in this regard from appropriate authorities, the consent of the members of the Company be and is hereby accorded for alteration of the Object Clause contained in Clause III(A) of the Memorandum of Association of the Company by removing the existing Clause III(A)(iv) and inserting the new Clause III(A)(iv) in substitution thereof:

'(iv) To carry on, subject to applicable laws, licences and governmental approvals, the business of designing, developing, manufacturing, assembling, testing, importing, exporting, trading, distributing, maintaining and servicing defence, aerospace, homeland security and allied products, systems and technologies — including electronic, communication, surveillance, unmanned and robotic systems, information technology, artificial intelligence and cyber security solutions — for the Armed Forces, Government agencies, public sector undertakings and other authorised customers, together with the related research, development, engineering, system integration, consultancy and training activities, whether independently or through collaboration, joint venture, licence or technology transfer arrangements with Indian or foreign entities.'

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other regulatory or statutory authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

ITEM NO.2 TO CONSIDER AND APPROV ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 14 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 the rules and regulations made thereunder, and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company ("Articles") in the following manner:

i. Alteration in Clause 2 – Interpretation

(a) In Clause 2(1), a new definition of "Prospectus" be and is hereby inserted as sub-clause (q), as follows:

"Prospectus" means any document described or issued as a prospectus and includes a red herring prospectus referred to in Section 32 or shelf prospectus referred to in Section 31 or any notice, circular, advertisement or other document inviting offers from the public for the subscription or purchase of any securities of body corporate.

(b) The existing sub-clause 2(1)(s) defining "Seal" as "the Common Seal of the Company" be and is hereby deleted.

(c) The existing definition of "Secretary" in Clause 2(1) be and is hereby substituted with the following:

"Secretary" or "Company Secretary" means a company secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of a company secretary under this Act.

(d) Consequent upon the aforesaid alteration, the subsequent sub-clauses of Clause 2(1) shall be renumbered accordingly.

ii. Alteration in Clause 6 – Certificate of Shares

The existing sub-clause 6(ii) providing that every certificate shall be "under the seal" be and is hereby substituted by deleting the words "under the seal and", so that the provision shall read:

"Every certificate shall specify the shares to which it relates and the amount paid-up thereon."

(b) A new sub-clause 6(iv) relating to issuance of share certificates in accordance with Section 46 of the Act and the Companies (Share Capital and Debentures) Rules, 2014 and holding and transfer of securities in dematerialised form, as contained in the revised Articles, be and is hereby inserted.

iii. Deletion of provisions relating to Share Warrants

The existing Clauses 27, 28, 29 and 30 relating to Share Warrants be and are hereby deleted in their entirety.

iv. Deletion of Clause relating to Power to Borrow

The existing Clause 31 relating to "Power to Borrow" be and is hereby deleted in its entirety.

v. Alteration in Clause 40 – Transfer of Shares

The existing sub-clause 40(c) providing that "The Company shall use a common form of transfer" be and is hereby deleted. Consequently, the existing sub-clauses 40(d), 40(e), 40(f) and 40(g) shall be renumbered as sub-clauses 40(c), 40(d), 40(e) and 40(f), respectively, in the revised Articles.

vi. Deletion of Clauses 41, 42 and 43

The existing Clauses 41, 42 and 43, relating respectively to:

(a) power of the Board to decline registration of certain transfers;

(b) power of the Board to decline to recognise certain instruments of transfer; and

(c) suspension of registration of transfers,

be and are hereby deleted in their entirety.

vii. Insertion of voting rights in case of transmission of shares;

A new provision corresponding to Clause 80 under the heading "Voting Rights" be and is hereby inserted, providing that a person entitled to shares under the Transmission Clause may vote at a general meeting in respect of such shares as if he were the registered holder, subject to the conditions specified therein and the provisions of the Act and the Articles.

viii. Alteration relating to Directors and retirement by rotation;

The existing Clauses 94, 95 and 96 relating to appointment of Directors and retirement by rotation be and are hereby substituted by a consolidated provision providing that:

"Not less than two-thirds of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation, and at every annual general meeting one-third of such Directors (or the number nearest to one-third) shall retire and may offer themselves for re-election, in accordance with Sections 152 and 152(6) of the Companies Act, 2013."

The Explanation relating to exclusion of Independent Directors from the expression "total number of Directors" shall also form part of the substituted provision.

Consequent upon the aforesaid alteration, the subsequent provisions relating to retirement and re-appointment of Directors shall be renumbered accordingly.

ix. Alteration in provision relating to remuneration of Directors

The existing provision corresponding to Clause 101(i) relating to remuneration of Directors be and is hereby substituted to additionally provide that the Directors may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of the Company or in connection with the business of the Company.

x. Alteration in Proceedings of the Board:

The existing Clause 110(2) relating to notice and convening of meetings of the Board be and is hereby substituted with the revised provision corresponding to Clause 101(2), providing, inter alia, that the notice of every meeting of the Board shall be given in writing to every Director at his/her registered address by hand delivery, post, courier or electronic means, not less than seven days before the date of the meeting; and providing for meetings at shorter notice in accordance with Section 173(3) of the Act and applicable rules, including the applicable requirements relating to Independent Directors and other regulatory requirements applicable to listed companies.

xi. Alteration under "Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer"

Under the heading "CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER", the following new sub-clauses 107(iii) and 107(iv) be and are hereby inserted:

"(iii) Same Individual can be Chairperson and Managing Director and/or Chief Executive Officer of the Company.

(iv) Provided that, where the Company is engaged in multiple businesses or business segments and is permitted or required under the Companies Act, 2013 and the rules made thereunder to appoint one or more Chief Executive Officers for each such business or business segment, the Board of Directors may appoint one or more Chief Executive Officers for such respective businesses or business segments, on such terms and conditions and with such powers, duties and responsibilities as may be determined by the Board from time to time."

xii. Insertion of provision relating to unpaid and unclaimed dividend:

A new Clause 114 under the heading "DIVIDENDS AND RESERVE" be and is hereby inserted, as follows:

"114. Any dividend that remains unpaid or unclaimed for thirty days from declaration shall be dealt with under Section 124, transferred to the Unpaid Dividend Account, and, if unclaimed for seven years, transferred, together with corresponding shares (where applicable under Section 124(6)), to the Investor Education and Protection Fund in accordance with Section 125 and the IEPF Rules."

xiii. Alteration relating to payment of dividend

The existing Clause 126(i) relating to payment of dividend be and is hereby substituted with the revised provision corresponding to Clause 118(i), providing for payment of dividend, interest or other monies by electronic mode, including in the case of joint holders.

The existing Clause 126(ii) relating to making the cheque or warrant payable to the order of the person to whom it is sent be and is hereby deleted.

The existing Clause 127 relating to effective receipts by any one of two or more joint holders be and is hereby deleted.

xiv. Alteration in Notice and Services of Documents

The existing provision corresponding to Clause 136 relating to service of documents be and is hereby substituted by the revised provision corresponding to Clause 126, to expressly provide that documents may also be served by electronic means, including e-mail, in addition to the other permissible modes of service.

xv. Insertion of provision relating to maintenance of Minutes

A new Clause 129 under the revised Articles be and is hereby inserted, as follows:

"129. Minutes of every general meeting, board meeting and committee meeting shall be prepared and maintained in accordance with Section 118 and Secretarial Standards SS-1 and SS-2, and shall be evidence of the proceedings recorded."

xvi. Consequential renumbering

RESOLVED FURTHER THAT consequent upon the aforesaid deletions, insertions and substitutions, the subsequent clauses/articles of the Articles of Association shall be renumbered and rearranged accordingly, without affecting the substantive meaning of the remaining provisions thereof.

RESOLVED FURTHER THAT the revised Articles of Association of the Company, incorporating all the aforesaid alterations, as placed before the Members and initialled by the Chairman/authorised person for the purpose of identification, be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make such modifications, amendments, additions, deletions or alterations to the Articles as may be required by the Registrar of Companies, Ministry of Corporate Affairs, Securities and Exchange Board of India, stock exchange(s) or any other statutory, regulatory or governmental authority, to the extent permissible under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute and file all such forms, documents and writings as may be necessary, proper or expedient for giving effect to this resolution."

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

Sd/-
Kuldeep Jangir
Company Secretary & Compliance Officer

Date: 24.09.2026
Place: New Delhi

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), setting out all material facts relating to the Resolutions contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. The Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 25th September 2026 ('Cut-Off Date') and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company's website: www.jhsretail.com and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at https://www.evoting.nsdl.com.

3. The remote e-voting period commences on **Tuesday, September 29, 2026, at 9:00 A.M. (IST) and concludes on Wednesday, October 28, 2026, 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. Wednesday, October 28, 2026**.

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:

5. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English Newspaper and one Hindi Newspaper (vernacular language) having circulation in Haryana. To support the "Green Initiative" Members who have not registered their e-mail

addresses so far are requested to register their e-mail address with the Bank's RTA or the Depository Participants, in respect of shares held in physical/electronic mode respectively

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 (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.

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. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. **Wednesday, 28th October 2026.** Members who wish to inspect the documents are requested to send an e-mail from their registered e-mail address to cs@jhsretail.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect.

8. Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI etc.), are requested to send a certified 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 on their behalf, to the Scrutinizer by sending an e-mail to csmdahiya@gmail.com with a copy marked to evoting@nsdl.com by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

9. 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.

10. **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:

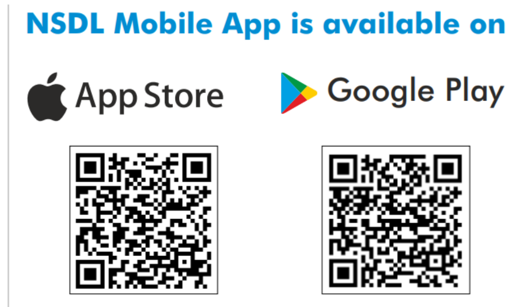
Step 1: Access to NSDL e-Voting system

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.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. 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 (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 **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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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 user 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.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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> with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at 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).

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). 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 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 & 2 of the accompanying Notice dated **24th September, 2026**.

ITEM NO. 1

The existing Object Clause III(A)(iv) of the Memorandum of Association ("MOA") of the Company sets out the objects presently permitted to be undertaken by the Company.

With a view to enabling the Company to expand and diversify its business activities into the defence, aerospace, homeland security and allied sectors and to undertake activities relating to electronic, communication, surveillance, unmanned and robotic systems, information technology, artificial intelligence and cyber security solutions, the Board of Directors of the Company, at its meeting held on 24th September 2026, considered and approved, subject to the approval of the Members and such other approvals as may be required, the alteration of the Object Clause contained in Clause III(A) of the MOA.

Accordingly, it is proposed to delete the existing Clause III(A)(iv) of the MOA and substitute the same with a new Clause III(A)(iv), as set out in the resolution forming part of this Notice.

The proposed alteration is intended to enable the Company to undertake, subject to applicable laws, licences and governmental approvals, activities relating to designing, developing, manufacturing, assembling, testing, importing, exporting, trading, distributing, maintaining and servicing defence, aerospace, homeland security and allied products, systems and technologies, together with related research, development, engineering, system integration, consultancy and training activities.

The proposed alteration would also enable the Company to undertake such activities independently or through collaboration, joint venture, licence or technology transfer arrangements with Indian or foreign entities, subject always to applicable laws and regulatory requirements.

The proposed alteration of the Object Clause of the MOA requires the approval of the Members by way of a Special Resolution pursuant to Sections 4 and 13 of the Companies Act, 2013, read with the applicable rules made thereunder.

The Board of Directors, at its meeting held on **24th September 2026**, approved the proposed alteration of the Object Clause and recommended the same for approval of the Members by way of Special Resolution through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 1 for approval by the Members.

ITEM NO. 2

The Members are informed that the existing Articles of Association ("Articles") of the Company were adopted in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. In view of the subsequent amendments in the applicable legal and regulatory framework, certain provisions of the existing Articles are proposed to be altered, amended, modified and/or updated to ensure that the Articles remain aligned with the provisions of the Companies Act, 2013, the rules made thereunder, applicable Secretarial Standards and other applicable laws and regulations governing the Company.

Accordingly, with a view to align the Articles with the applicable provisions of the Act and to update, simplify and modernise the governance provisions contained therein, the Board of Directors of the Company, at its meeting held on **24 September, 2026**, approved the proposed alterations to the Articles, subject to the approval of the Members by way of a Special Resolution.

The proposed amendments, inter alia, comprise the following:

1. **Definitions and Interpretation:**

   Insertion of the definition of "Prospectus" in line with the Act, deletion of the definition relating to the Common Seal and substitution of the definition of "Secretary"/"Company Secretary" in accordance with the Companies Act, 2013, together with consequential renumbering of the definitions.

2. **Share Certificates:**

   Amendment of the provisions relating to share certificates by deleting the requirement of execution "under the seal" and aligning the provisions relating to issue, holding and transfer of securities in physical and dematerialised form with Section 46 of the Act and the Companies (Share Capital and Debentures) Rules, 2014.

3. **Deletion of Share Warrant Provisions:**

   Deletion of the existing provisions relating to Share Warrants, being Clauses 27 to 30, as such provisions are no longer considered necessary in the present regulatory framework.

4. **Deletion of Power to Borrow Provision:**

   Deletion of the existing Clause 31 relating to "Power to Borrow" and consequential rearrangement of the Articles.

5. **Transfer of Shares**:

   Deletion of the provision prescribing a common form of transfer and consequential renumbering of the remaining sub-clauses.

6. **Deletion of Certain Transfer Restrictions:**

   Deletion of the provisions relating to the power of the Board to decline registration of certain transfers, decline to recognise certain instruments of transfer and suspension of registration of transfers, being Clauses 41, 42 and 43.

7. **Voting Rights on Transmission of Shares:**

   Insertion of a provision clarifying the voting rights of a person entitled to shares under the transmission provisions, subject to the applicable provisions of the Act and the Articles.

8. **Directors and Retirement by Rotation**:

   Substitution of the existing provisions relating to appointment of Directors and retirement by rotation with a consolidated provision aligned with Sections 152 and 152(6) of the Act, including clarification regarding the exclusion of Independent Directors for the purpose of determining the Directors liable to retire by rotation.

9. **Remuneration and Expenses of Directors:**

   Amendment of the provisions relating to remuneration of Directors to expressly provide for reimbursement/payment of travelling, hotel and other expenses properly incurred in connection with attending meetings of the Board, its Committees, General Meetings and other business of the Company.

10. **Proceedings of the Board:**

    Substitution of the existing provision relating to notice and convening of Board Meetings to align the same with Section 173 of the Act and applicable rules, including provisions relating to meetings convened at shorter notice and applicable requirements concerning Independent Directors and listed companies.

11. **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer:**

    Insertion of provisions clarifying that the same individual may be Chairperson and Managing Director and/or Chief Executive Officer of the Company and enabling the Board, where permissible under applicable law, to appoint one or more Chief Executive Officers for different businesses or business segments of the Company.

12. Unpaid and Unclaimed Dividend:

Insertion of a provision dealing with unpaid or unclaimed dividend, including transfer to the Unpaid Dividend Account and subsequent transfer to the Investor Education and Protection Fund, together with corresponding shares wherever applicable, in accordance with the Act and applicable rules.

13. **Payment of Dividend**:

Amendment of the provisions relating to payment of dividend, including provision for payment through electronic modes, and deletion of certain provisions relating to payment by cheque/warrant and receipts by joint holders.

14. Service of Documents:

Amendment of the provisions relating to service of documents to expressly recognise electronic modes of service, including e-mail, in addition to other permissible modes.

15. Maintenance of Minutes:

Insertion of a specific provision requiring the preparation and maintenance of minutes of General Meetings, Board Meetings and Committee Meetings in accordance with Section 118 of the Act and Secretarial Standards SS-1 and SS-2.

16. Consequential Renumbering and Rearrangement:

Consequent upon the proposed insertions, deletions and substitutions, the Articles shall be appropriately renumbered and rearranged without affecting the substantive meaning of the remaining provisions.

The proposed alterations are intended to bring the Articles of Association in line with the applicable provisions of the Companies Act, 2013, the rules made thereunder, applicable Secretarial Standards and the regulatory requirements applicable to the Company, and to remove provisions which are redundant, outdated or no longer considered necessary.

A copy of the existing Articles of Association and the proposed revised Articles of Association of the Company, incorporating the aforesaid alterations, shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays, up the last date of remote e-voting of this Postal Ballot i.e. **Wednesday, 28th October 2026.** . The same shall also be available for inspection electronically during the period specified in the Notice.

The proposed alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

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

Date: 24.09.2026 **Sd/-**
Place: New Delhi **Kuldeep Jangir**
Company Secretary & Compliance Officer