



CIN : L74110HP2004PLC027558

May 23, 2025

To,

**The Listing Department
Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai – 400001**

Scrip Code: 532771

**The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex
Mumbai – 400051**

Trading Symbol: JHS

Subject- Notice of Postal Ballot

Dear Sir,

Pursuant to provision of Regulation 30 of SEBI (LODR) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice of JHS Svendgaard Laboratories 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 dated 17.05.2025.

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, May 16, 2025 (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 **Sunday, May 25, 2025 at 9:00 A.M. (IST)** and ends on **Monday, June 23, 2025 at 5:00 P.M. (IST)**.

The Notice is available on the website of the Company at <https://www.svendgaard.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 Laboratories Limited

**Komal Jha
Company Secretary & Compliance officer**



Registered Office : Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, Distt. Sirmour, Himachal Pradesh - 173030, INDIA
Tel. : +91-1702-302119/121/102 - Fax : +91-1702-302125

Corporate Office : B-1/E-23, Mohan Co-operative Industrial Area, Mathura Road, New Delhi - 110044, INDIA
Tel. : +91-11-26900411/412, Fax : +91-11-26900434, Email : enquiry@svendgaard.com



JHS SVENDGAARD LABORATORIES LIMITED

CIN: L74110HP2004PLC027558

Registered Office: Trilokpur Road, (Kala Amb), Tehsil – Nahan, Distt-Sirmaur, Himachal Pradesh-173030

Corporate Office: B-1/E-23, Mohan Co-Operative Industrial Area, Mathura Road, New Delhi-110 044

Tel: +011 29949675 Mail id: cs@svendgaard.com, Web: www.svendgaard.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]

E-VOTING STARTS ON	E-VOTING ENDS ON
Sunday, May 25, 2025, at 9:00 A.M. (IST)	Monday, June 23, 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 (“SS-2”), on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) 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, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and No. 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 by way of an Ordinary/Special Resolutions as proposed to be passed by the Members of JHS Svendgaard Laboratories Limited (the ‘Company’) through Postal Ballot by way of E-voting through electronic means (‘ e-voting’) only.

The MCA Circulars, allow the companies to take all decisions requiring Members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting that requires physical presence of members at a common venue.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the resolutions appended below. 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. The communication of assent/dissent of the members will only take place through the e-voting facility being offered by the Company instead of physical Postal Ballot forms. Therefore, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members. This Notice is accordingly being issued to the members in compliance with the MCA Circulars.



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 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.svendgaard.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 e-voting period commences from **Sunday, May 25, 2025, at 9:00 A.M. (IST)** and concludes on **Monday, June 23, 2025, at 5:00 P.M. (IST)**. The 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 Saturday, 17th May 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.svendgaard.com on the website of NSDL at www.evoting.nsdl.com .

The last date of voting, i.e., **Monday, 23rd June, 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 and Ordinary Resolutions, if any.



SPECIAL BUSINESS:

ITEM NO.1

Alteration in the object for utilization of funds raised through Preferential Issue of 72,07,204 Equity Shares and 36,03,602 Fully Convertible Warrants, of the Company, at Issue Price of Rs.27.75/- each, aggregating to an amount of Rs.29,99,99,866.50/-, by modifying the objects of issue as stated in the Notice of Extra-Ordinary General Meeting dated June 10, 2024, which was held on Thursday, July 04, 2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the uniform listing agreement entered into with the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Foreign Exchange Management Act, 1999, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to such approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, the Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies, and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board has constituted or may hereafter constitute to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to vary, alter, modify and/or revise the objects of utilization of the proceeds of the preferential issue of 72,07,204 Equity Shares and 36,03,602 Fully Convertible Warrants, aggregating to an amount of Rs.29,99,99,866.50/- (Rupees Twenty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Sixty Six and Fifty Paise Only), as stated in the Notice dated June 10, 2024, convening the Extra-Ordinary General Meeting (EGM) held on July 04, 2024, along with the explanatory statement annexed thereto and approved by the members, in the manner as follows:

Sr No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	For setting up new project in Jammu and Kashmir, under the new Industrial Development Scheme - 2021-30, J&K, India	2,249.99	By January 15, 2026
2	For General Corporate Purpose*	750	By January 15, 2026
Total		2,999.99	

(*) 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 NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances

Objects after the proposed amendment:

Sr No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Fund the capital expenditure for acquiring equipment for manufacturing facility	599.99	By December, 2026
2	Infusion of funds in Group entity i.e. JHS Svendgaard Retail Ventures Ltd., for funding the expansion plan through strategic fund infusion.	1650	By December, 2026
2	For General Corporate Purpose*	750	By December, 2026
Total		2,999.99	

(*) 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 NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances

RESOLVED FURTHER THAT any actions previously taken by the officers or directors of the Company in furtherance of the original object of the preferential issue are hereby ratified and confirmed in all respects.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including but not limited to filing of requisite documents with the Stock Exchanges, Registrar of Companies, and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the change of object of issue and utilization of issue proceeds as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/ Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date.”

ITEM NO.2

Approval for Material Related Party Transaction(s) between JHS Svendgaard Retail Ventures Limited and JHS Svendgaard Laboratories Limited.

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent 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 be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or carry out new contract(s), arrangement(s), transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out between JHS Svendgaard Laboratories Limited (‘the Company’) and “JHS Svendgaard Retail Ventures Limited” (JHS Retail), related party of the Company, on such terms and conditions as may be agreed upon between the Company and JHS Retail for an aggregate value not exceeding ₹ 12 crore for FY 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question 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.



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3

RE-APPOINTMENT OF MR. RAJAGOPAL CHAKRAVARTHI VENKATEISH (DIN: 00259537) AS AN INDEPENDENT DIRECTOR 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 Sections 149, and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Rajagopal Chakravarthi Venkateish (DIN: 00259537), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company held on 08th August, 2020 and who holds office as an Independent Director up to June 22, 2025 and is eligible for re-appointment as an Independent Director, and meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years, commencing with effect from 23 June 2025 up to 22 June 2030 (both days inclusive).”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Rajagopal Chakravarthi Venkateish, be paid such fees and/or profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM NO. 4

RE-APPOINTMENT OF MR. KAPIL MINOCHA (DIN: 02817283) AS AN INDEPENDENT DIRECTOR 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 Sections 149, and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Kapil Minocha (DIN: 02817283), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company held



on 08th August, 2020 and who holds office as an Independent Director up to June 22, 2025 and is eligible for re-appointment as an Independent

Director, and meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years, commencing with effect from 23 June 2025 up to 22 June 2030 (both days inclusive).”.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Kapil Minocha, be paid such fees and/or profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM NO. 5

TO GIVE LOAN TO JHS SVENDGAARD RETAIL VENTURES LIMITED IN TERM OF 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, pursuant to the approval of Audit committee and Board of Directors, 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 to JHS Svendgaard Retail Ventures Limited (JHS Retail), 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. 12 crores (Rupees Twelve crores only) at any time, provided that such loan to be utilized by JHS Retail for their 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 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 Laboratories Limited

Date: 17.05.2025

Place: New Delhi

Sd/-
Komal Jha
Company Secretary & Compliance Officer



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, 16th May 2025 (cut-off date)**.
3. The e-voting period commences on **Sunday, May 25, 2025 at 9:00 A.M. (IST)** and concludes on **Monday, June 23, 2025 at 5:00 P.M. (IST)**. The 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 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 e-voting, **i.e. Monday, June 23, 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 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 (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://svendgaard.com/investor_query.html

- 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.
1. Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the **cut-off date i.e. Friday, 16th 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.
 2. 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.
 3. 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>.

4. Process to cast votes through 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p style="text-align: center;">NSDL Mobile App is available on</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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 use your existing my easi username & password.</p> <p>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.</p> <p>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.</p> <p>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.</p>
<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>



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?

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:
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*****.
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*****.
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'?

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**

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

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.

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.

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@svendgaard.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@svendgaard.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 to 5 of the accompanying Notice dated **17th May, 2025**.

ITEM NO. 1

Item No. 1:

The Special Resolution contained in Item No. 1 of the Notice has been proposed pursuant to the change of objects of the preferential issue of 72,07,204 Equity Shares and 36,03,602 Fully Convertible Warrants of face value of ₹10/- each at an issue price of ₹27.75/- each, aggregating to ₹29,99,99,866.50 (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred Sixty-Six and Fifty Paise Only) (“**Preferential Issue**”). Pursuant to the approval of the Board of Directors at its meeting held on June 10, 2024, and the subsequent approval of the shareholders obtained through the Extra-Ordinary General Meeting held on July 04, 2024, convened pursuant to the Notice dated June 10, 2024 (“**Notice of EGM**”), the Company allotted the aforesaid Equity Shares and Warrants on August 03, 2024, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

As per the approval granted by the members of the Company, the objects of the issue, i.e., utilization of the proceeds raised through the preferential issue, were the following:

Sr No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	For setting up new project in Jammu and Kashmir, under the new Industrial Development Scheme - 2021-30, J&K, India.	2,249.99	By January 15, 2026
2	For General Corporate Purpose*	750	By January 15, 2026
Total		2,999.99	

(*) 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 NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances

Upon a thorough review of the progress of the Industrial Development Scheme (2021–2030), particularly in relation to the clarity of policy guidelines and in absence of any clarity in writing from the Govt. with regard to the approval for the eligibility to avail fiscal benefits, which were offered under Industrial Development Scheme (2021–2030), the Board of Directors has reassessed the feasibility of pursuing the originally stated objectives. In light of this reassessment and solely due to prevailing administrative and procedural uncertainties, the Board is of the considered opinion that continuing with the initially proposed use of proceeds may not, at this stage, serve the best interests of the Company and its stakeholders.

Accordingly, the Board proposes to modify the objects of the Preferential Issue proceeds. This change aims to facilitate a more effective deployment of capital, enhance the Company’s financial flexibility, and ensure alignment with its evolving business priorities, while remaining fully compliant with applicable regulatory requirements.



Accordingly, the Board of Directors of the Company has on Saturday, May 17, 2025, approved the alteration in the objects for utilization of funds out of the net proceeds of the Preferential Issue and change in the Objects of Issue as stated in the Notice, subject to the approval of the members, as follows:

Sr No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Fund the capital expenditure for acquiring equipment for manufacturing facility	599.99	By December, 2026
2	Infusion of funds in Group entity i.e. JHS Svendgaard Retail Ventures Ltd for funding the expansion plan through strategic fund infusion.	1650	By December, 2026
2	For General Corporate Purpose*	750	By December, 2026
Total		2,999.99	

(*) 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 NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances

The main Object Clause of Memorandum of Association of our Company enables it to undertake the existing activities along with the proposed amended activities for which the funds are being raised. Further, it is confirmed that the activities being carried out till date are in accordance with the Object Clause of the Company's Memorandum of Association.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice.

Accordingly, The Board of Directors recommends the resolution as set out in Item No. 1 of this notice for the change of objects of preferential issue by way of Special Resolution.

ITEM NO 2:

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), all Related Party transactions, if material, require prior approval of shareholders, even if such transactions are in ordinary course of business and at arms' length.

Further, a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceed Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity, whichever is lower.



It is proposed by the Management of the Company to enter into transactions with JHS Svendgaard Retail Ventures Limited, an entity owned and controlled by the Promoter and Promoter Group of the Company, as per the terms of the SEBI Listing Regulations.

Accordingly, we require shareholder approval for the aforesaid material related party transactions to reflect the updated projections and ensure compliance with the SEBI LODR Regulations.

Further, the Audit Committee and the Board of Directors of the Company have also approved the proposed material related party transactions on May 17th, 2025 and noted that although these transactions are in the ordinary course of business and are at arm's length price, they qualify as material related party transactions under the Listing Regulations. Accordingly, the approval of the members is sought for the same for which requisite details are furnished hereunder as per the extant regulations for the perusal of the members.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed related party transaction. The Audit Committee after reviewing all necessary information, has granted approval for entering into Related Party Transactions with JHS Retail. The Audit Committee has also noted that the said transactions will be on an arms' length basis. The Company has a well-defined governance process for the related party transactions undertaken by it and the same is reviewed on a regular basis. Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee.

The relevant details for proposed Material Related Party Transactions and other particulars thereof as provided under Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, for which Members' approval is sought are outlined below:

Sl. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	The material related party transaction is between JHS Svendgaard Retail Ventures Limited (JHS Retail) and JHS Svendgaard Laboratories Limited(Lab), an entity is Promoter Group of the Company.
b	Type/Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of interest: Financial
c	Tenure of the transaction	Financial year ending 31 st March,2026
d	Value of Transaction	Upto Rs. 12 Cr.
e	Percentage of annual consolidated turnover of the Company considering FY24 as the immediately preceding financial year	17.14%
	Tenure of the proposed transaction	The tenure of the proposed transaction shall be until March 31, 2026.
2	Justification for the transaction	Please refer to the explanatory statement
	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i	details of the source of funds in connection with the proposed transaction	Not applicable, none of the aforementioned
ii	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether	

	secured or unsecured; if secured, the nature of security	transactions involve the Company giving or receiving any loans, inter-corporate deposits, advances, or investments made.
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Nil
6	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Nikhil Nanda, Managing Director of the Company is also Managing Director of JHS Retail.
7	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

Accordingly, the Board of Directors of your Company, based on the recommendations of the Audit Committee, recommends the resolution as set out in item No. 2 of the Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Nikhil Nanda and Mrs. Sushma Nanda, None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 3

The members at their Annual General Meeting held on 08th August 2020 had appointed Mr. Rajagopal Chakravarthi Venkateish as an Independent Director of the Company for first term of five years from 23th June 2020 up to 22th June, 2025, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. His first term will be coming to an end on 22th June 2025.

The NRC, after taking into account the performance evaluation report of Mr. Rajagopal Chakravarthi Venkateish during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 29th April 2025, has recommended to the Board his reappointment for a second term of 5 (Five) years w.e.f 23th June 2025. The NRC has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Board, considers that, given Mr. Rajagopal Chakravarthi Venkateish's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Rajagopal Chakravarthi Venkateish would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rajagopal Chakravarthi Venkateish as an Independent Director of the



Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

Mr. Rajagopal Chakravarthi Venkateish is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Rajagopal Chakravarthi Venkateish that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Rajagopal Chakravarthi Venkateish fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Rajagopal Chakravarthi Venkateish is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in Item No. 3 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Mr. Rajagopal Chakravarthi Venkateish as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 3 of the Notice for approval by members.

Additional Information of Directors being appointed/ re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Details
Name of the Director	Mr. Rajagopal Chakravarthi Venkateish
D.I.N.	00259537
Date of Birth and Age	21st July, 1959 , 65 year
Date of first appointment on the Board	22 nd June, 2020
Qualifications	IIT madras & IIM Calcutta
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice
Experience/Expertise and Brief Resume	Mr. R. C. Venkateish, pass out from IIT-Madras & IIM-Calcutta, has over of 35+ years of experience working across varied sectors and the Founder of the sports Channel, lex sportel Vision having office at Gurgaon, Haryana. Mr. Venkateish has been the Country Head of Oral-B, India from 1996-2001. He has also worked as the managing director of Kellogg India from 2000-2003. After working in the FMCG space for over 2 decades, Mr. Venkateish ventured into sports media and worked as the managing director of ESPN star sports India for over 7 years from 2003- 2010. during this tenure he was also on the Board of directors of the Indian Broadcasting Foundation (IBF).
Number of Meetings of the Board attended during the year (FY 2024-2025)	9
List of Directorship held in all the Companies	1. JHS Svendgaard Laboratories Limited 2. Lex Sportel Vision Private Limited 3. Lex Entertainment And Media Private Limited

List of Membership / Chairmanship of Committees of Board held in all the Companies		
Name of the Company	Chairmanship	Membership
JHS Svendgaard Laboratories Limited	Stakeholder Relationship Committee	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Corporate Social Responsibility Committee
Listed entities from which the person has resigned in the past 3 years	N.A.	
Shareholding in the Company	NIL	
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	
Terms and Conditions of appointment/reappointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company	
Details of remuneration last drawn.	NIL	

ITEM NO. 4

The members at their Annual General Meeting held on August 08, 2020 had appointed Mr. Kapil Minocha as an Independent Director of the Company for first term of five years from June 23, 2020 up to June 22, 2025, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. His first term will be coming to an end on 22 June 2025.

The NRC, after taking into account the performance evaluation report of Mr. Kapil Minocha during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 29 April 2025, has recommended to the Board his reappointment for a second term of 5 (Five) years w.e.f June 23 2025. The NRC has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Board, considers that, given Mr. Kapil Minocha professional background, experience and contributions made by him during his tenure, the continued association of Mr. Kapil Minocha would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Kapil Minocha as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

Mr. Kapil Minocha is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Kapil Minocha that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Kapil Minocha fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.



None of the Directors or Key Managerial Personnel or their relatives, except Mr. Kapil Minocha is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in Item No. 4 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Mr. Kapil Minocha as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 4 of the Notice for approval by members.

Additional Information of Directors being appointed/ re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars		Details
Name of the Director		Mr. Kapil Minocha
D.I.N.		02817283
Date of Birth and Age		10th June, 1972, 52 years
Date of first appointment on the Board		22 nd June, 2020
Qualifications		LLB
Skills and capabilities required for the role and the manner in which the Directors meet the requirements		As mentioned in the statement annexed to the Notice
Experience/Expertise and Brief Resume		Mr. Kapil Minocha has over 2 decades of experience and has been closely associated with the complete cycle of investments and repatriation of funds. Mr. Minocha has worked as senior Consultant in Holtec Consulting Private limited from 1997-2003 and as senior manager in DLF limited from 2003-2005. He then moved on to MCube Capital Private limited and worked as CEO from 2006- 2019. He is currently associated as an Advisor to the Revival Companies monitored by High Court. He is also an established Consultant in the Real estate Group in NCR and also supporting as mentor to the start-up Companies and facilitators.
Number of Meetings of the Board attended during the year (FY 2024-2025)		9
List of Directorship held in all the Companies		1. JHS Svendgaard Laboratories Limited
List of Membership / Chairmanship of Committees of Board held in all the Companies		
Name of the Company	Chairmanship	Membership
JHS Svendgaard Laboratories Limited		1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee
Listed entities from which the person has resigned in the past 3 years		N.A.
Shareholding in the Company		NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company		Not related to any Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment/reappointment		As per the Nomination, Remuneration & Board Diversity Policy of the Company
Details of remuneration last drawn.		Rs. NIL



ITEM NO. 5

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 the 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 JHS Svendgaard Retail Ventures 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. 5 of this Notice to meet the business requirements.

The Board of Directors recommend the resolution set forth in Item No. 5 of the notice for your approval as a Special Resolution.

Except for 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 Laboratories Limited**

**Date: 17.05.2025
Place: New Delhi**

**Sd/-
Komal Jha
Company Secretary & Compliance Officer**