



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

To,

Date: 05 September, 2026

Department of Corporate Services BSE Limited 25th Floor, P.J Towers, Dalal Street, Mumbai – 400 001 <u>Scrip Code: 544197</u>	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Bandra(E) Mumbai – 400 051 <u>Trading Symbol: RETAIL</u>
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Sub: Notice of 19th Annual General Meeting of the Company.

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of the 19th AGM scheduled to be held on Tuesday, September 29, 2026 at 01:00 P.M. (IST) through VC / OAVM.

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is being sent through electronic mode to all the members whose e-mail address is registered with the Company/Company's Registrar and Transfer Agent/Depository Participants.

The Notice of AGM is available on the Company's website i.e.

Brief details of AGM are as follows:

Date and Time of AGM	Tuesday, 29-09-2026, 01:00 P.M.
Cut-off date for e-Voting	22-09-2026
Remote e-voting start date and time	26-09-2026, 09:00 A.M.
Remote e-voting end date and time	28-09-2026, 05:00 P.M.

This is for your information and records.

Thanking You

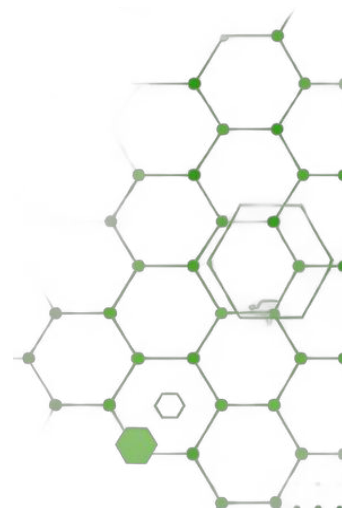
Yours Faithfully,

For **JHS Svendgaard Retail Ventures Limited**

Kuldeep Jangir

Company Secretary & Compliance Officer

Encl: A/a



NOTICE OF 19TH ANNUAL GENERAL MEETING



NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF JHS SVENDGAARD RETAIL VENTURES LIMITED (the Company) WILL BE HELD ON Tuesday, 29TH September, 2026 AT 1:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means (OAVM) facility, to transact the following business:

ORDINARY BUSINESSSES:

1. **To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Statutory Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby considered and adopted."

2. **To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2026 and the report of the Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the report of Statutory Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby considered and adopted."

3. **To appoint Mr. Nikhil Nanda (DIN: 00051501), as director, liable to retire by rotation.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the applicable provision(s) of the applicable law(s) (including any amendments thereto or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors, Mr. Nikhil Nanda (DIN: 00051501), Executive Director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSSES:

4. **To approve for waiver of interest receivable from Purple Rock Infra Private Limited.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and in accordance with the applicable provisions of the Articles of Association of the Company, and subject to such other approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Company for the complete waiver of the entire interest receivable by the Company from Purple Rock Infra Private Limited ("Issuer Company"), a related party of the Company, in respect of the outstanding Optionally Convertible Debenture (OCD) aggregating to ₹13.50 crore, comprising 85,00,000 OCDs aggregating to ₹8.50 crore subscribed on 1 September 2025 and 50,00,000 OCDs aggregating to ₹5.00 crore subscribed on 13 August 2026, carrying interest at the rate of 7% per annum. including all interest accrued, outstanding and/or payable as on the effective date of

such waiver and all interest that would otherwise accrue or become payable thereafter, on such terms and conditions as may be determined by the Board of Directors of the Company, including the Audit Committee thereof, in the best interests of the Company.

RESOLVED FURTHER THAT pursuant to the aforesaid waiver, no interest whatsoever shall accrue, become due, payable or recoverable from the Issuer Company in respect of the aforesaid outstanding financial arrangement for any period in future, and the Company shall not claim, demand or recover any such interest from the Issuer Company.

RESOLVED FURTHER THAT the aforesaid waiver shall be applicable to the entire interest obligation, whether accrued, unpaid, accrued but not due or otherwise payable as on the effective date, as well as any interest that may otherwise accrue in future, and shall remain effective for the period during which the relevant principal amount remains outstanding, unless otherwise approved by the Members in accordance with applicable law.

RESOLVED FURTHER THAT the aforesaid waiver shall be restricted to the interest component and shall not constitute a waiver of the principal amount of ₹ 13.5 Crore outstanding from the Issuer Company, and the Company's rights and entitlement in respect of such principal amount shall remain unaffected.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee thereof and/or any Committee or officer authorised by the Board, be and is hereby authorised to finalise the terms of such waiver, execute and deliver all necessary documents, deeds, letters, confirmations and other writings, make necessary accounting entries and disclosures, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make such modifications, amendments or variations to the terms of the waiver as may be necessary to comply with applicable laws,

regulations, directions or requirements of the Securities and Exchange Board of India, stock exchanges or any other statutory or regulatory authority."

5. To appoint Mrs. Richa Sood (DIN: 11816645), as an Independent Director.

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

"RESOLVED THAT Mrs. Richa Sood (DIN: 11816645), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from August 13, 2026 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Mrs. Richa Sood, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment, as an Independent Director of the

Company, not liable to retire by rotation, for a term of 5 years commencing with effect from August 13, 2026 upto August 12, 2031, before attaining 75 years of age, be and is hereby approved.”

6. To appoint Mr. Mukul Pathak (DIN: 00051534), as an Independent Director.

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

“RESOLVED THAT Mr. Mukul Pathak (DIN:00051534), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from August 13, 2026 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company 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 appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of

Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Mr. Mukul Pathak, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing with effect from August 13, 2026 upto August 12, 2031, before attaining 75 years of age, be and is hereby approved.”

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

Sd/-
Kuldeep Jangir
Company Secretary & Compliance Officer

Date: 29/08/2026
Place: New Delhi

Registered Office:
Fifth Floor, Plot No 107,
Sector-44 Institutional Area,
Gurugram, Haryana-122001 India
Email- cs@jhsretail.com
Website: www.jhsretail.com
CIN: L52100HR2007PLC093324

NOTES:-

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, (collectively referred to as MCA Circulars) and such other applicable circulars issued by MCA and Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening the 19th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and MCA Circulars, the 19th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2026 at 01:00 p.m. (IST). The proceedings of the AGM will be conducted at the Registered Office of the Company at Fifth Floor, Plot No 107, Sector-44 Institutional Area, Gurugram, Haryana-122001 India.
2. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4, 5 & 6 of the Notice, is annexed hereto. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated 5th May 2020, the matter of Special Business as appearing in the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to evoting@nsdl.com and cs@jhsretail.com. Corporate Members/Institutional Investors can also upload their Board Resolution/ Power of Attorney/ Authority Letter. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. Members whose shareholding is in demat mode are requested to notify any change in address to their respective depository participant(s) (DP).
8. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members

who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Dahiya & Associates, (Membership No. FCS 9540) (CP No. 23052) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

9. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. 22nd September, 2026, may cast their votes electronically. The e-voting period commences on Saturday, 26th September, 2026 (9:00 a.m. IST) and ends on Monday, 28th September, 2026 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 22nd September, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
11. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. 22nd September, 2026, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
12. In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY 26 in electronic form only to those Members whose email addresses are registered with the Company/ Alankit Assignments Limited, the Company's Registrar to an Issue and Share Transfer Agent (RTA) / NSDL and/ or

Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively referred to as Depositories)/ Depository Participants (DPs). A letter is also being sent to the shareholders whose email addresses are not registered, providing the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the 19th Annual Report for FY 26 only to those Members who specifically request for the same at cs@jhsretail.com mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for F.Y. 2026 have been uploaded on the website of the Company at <https://jhsretail.com/> the websites of BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.

13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, alankit assignments limited at rtale@alankit.com, to receive copies of the Integrated Annual Report 2025-26 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report:
 - Shareholders holding shares in physical form can register their e-mail id with the RTA by sending an e-mail to RTA at rtale@alankit.com.
 - Shareholders holding shares in demat mode may update the e-mail address through their respective Depository Participant(s).

Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned

copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Intergrated Annual Report 2025-26 along with AGM Notice by email to cs@jhsretail.com Members holding shares in demat form can update their email address with their Depository Participants.

14. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of 19th AGM and Annual Report for 2025-26 and thereafter shall be disabled from the records of the RTA immediately after the 19th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

15. Members who have questions or are seeking clarifications on the Annual Report or on the proposals as contained in this Notice, are requested to send email to the Company on cs@jhsretail.com on or before 5:00 p.m. on September, 22nd 2026. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for members to express their views or give comments during the meeting. The Members who wish to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, cs@jhsretail.com on or before 5:00 p.m. on Tuesday, 22nd September, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

16. As per the provisions of Section 72 of the Act and

relevant SEBI Circulars, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Further, all new Members are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://jhsretail.com/index.html#investor-query>.

- Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
- Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
- Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. In accordance with Regulation 40 of the Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Letter of Confirmation will not be issued with effect from April 2, 2026 and the RTA will directly credit the shares to the Member's demat account. Members must provide a Client Master List, not older than 2 months, attested by their DP.

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 (duplicate of share certificate)/ISR-5 (transmission), the format of which is available on Company's website at <https://jhsretail.com/index.html#investor-query> and RTA at www.alankit.com/registrar-and-share-transfer-agent. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request to the Company/RTA for any assistance

relating to the shares of the Company.

18. Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved, if all the requisite documents are in place. The transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company/RTA, for assistance in this regard.
19. SEBI has simplified the process for issuance of duplicate share certificates. The value threshold for documentation has been increased from 5 lakh to 10 lakh and the documentation requirements have been standardized as under:

Value	Particulars
Up to 10,000	Undertaking on plain paper (no notarisation required)
Above 10,000 and up to 10,00,000	Single Affidavit-cum-Indemnity Bond
Above 10,00,000	Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

20. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (www.smartodr.in/login) and the same can also be accessed through the Company's website at www.jhsretail.com/index.html#investor-query. Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.
21. Pursuant to the relevant SEBI Circulars, dividends to security holders holding shares in physical mode shall be paid only in electronic mode, provided the folio is KYC-compliant, as payment through dividend warrants or cheques has been discontinued. A folio will be

considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on www.jhsretail.com/. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the Company/RTA. In this regard, the Company has sent communication to shareholders holding shares in physical form. Further, Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to

contact their respective DPs.

22. The Members can join the AGM in the VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company at rtale@alankit.com.

23. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the

IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on www.iepf.gov.in.

Further, pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the requisite details of unpaid and unclaimed amounts lying with the Company has been uploaded on Company's website www.jhsretail.com.

24. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
25. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding (as per Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (as per Section 189 of the Act), and other relevant documents referred to in the Notice or Explanatory Statement, may do so electronically during the AGM. Members may send their requests to cs@jhsretail.com from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.
26. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website www.jhsretail.com.

28. E-VOTING FACILITY:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

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

The remote e-voting period begins on Saturday, 26th September, 2026 at 09:00 A.M. and ends on Monday, 28th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2026 may cast their vote electronically. The voting right of

shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. 22nd September, 2026.

The details of the process and manner for Remote e Voting are explained herein below: Process to vote electronically using NSDL e-Voting system:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. - 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 or joining virtual meeting & voting during the meeting. - 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 - 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 or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- 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. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - 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. - 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and 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 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
- 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:

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

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 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 and 022 - 2499 7000 or send a request 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

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

ANNEXURE TO THE NOTICE

Explanatory Statement-Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following Explanatory Statement sets out material facts relating to item no. 3, 4, 5 and 6 of the accompanying Notice:

Details of Director retiring by rotation on and seeking Re-appointment at the 19TH Annual General Meeting

Annexure To Item No. 3

Particulars	Nikhil Nanda
Director Identification Number	00051501
Designation/category of the Director	Executive Director
Age	53 Years
Date of the first appointment on the Board	15.02.2007
Qualification	Degree in Business Management with double majors in Finance and Marketing from FORE School of Management
Profile, Experience and Expertise in specific functional areas	Nikhil Nanda is a first-generation entrepreneur having more than 30 years of experience in the FMCG industry. He holds a degree in Business Management with double majors in Finance and Marketing from FORE School of Management, New Delhi. He started JHS in 1997 and took it public with an IPO of US \$10 Million within 9 years of startup in 2006. He is a Fitness Enthusiast and Philanthropist.
Shareholding in the Company including shareholding as a beneficial owner	33,37,077
Relationship with the other Directors	NIL
Terms & conditions of the reappointment	As per the NRC policy
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	3
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	3
Number of meetings of the Board attended during the financial year	7
Details of remuneration paid in FY 25-26	12,00,000
Resignation from Listed Entities in past three years	Nil

ITEM NO. 4 To approve for waiver of interest receivable from Purple Rock Infra Private Limited.

The Company had extended financial assistance/investment in Purple Rock Infra Private Limited ("Issuer Company") by way of unsecured debentures aggregating to ₹13.50 crore. The said financial arrangement carries interest at the rate of 7% per annum.

The Issuer Company is a related party of the Company within the meaning of the applicable provisions of the

Companies Act, 2013 and the SEBI LODR Regulations.

The Issuer Company has requested the Company to waive the interest payable in respect of the aforesaid financial arrangement. After considering the financial position and circumstances of the Issuer Company, the nature of the underlying financial arrangement, the overall relationship between the parties and the long-term interests of the Company, the Board of Directors, subject to the requisite approvals, considers the proposed waiver to be commercially and strategically appropriate and in the interest of the Company.

Nature and extent of the proposed waiver

The proposed waiver is intended to be a complete and final waiver of the entire interest obligation arising in respect of the aforesaid financial arrangement.

Accordingly, the proposed waiver will cover:

- interest accrued and remaining unpaid up to the effective date of the waiver;
- interest accrued but not due as on the effective date;
- interest otherwise becoming payable in respect of any period up to the effective date; and
- all interest that would otherwise accrue or become payable in the future on the outstanding principal amount.

Upon the waiver becoming effective, no further interest shall accrue or become payable by the Issuer Company, and the Company shall not claim, demand or recover any interest in respect of the said financial arrangement for any future period.

The proposed waiver is limited to the interest component and does not involve any waiver of the principal amount outstanding from the Issuer Company.

Rationale of the proposed transaction

The proposed waiver is being considered after taking into account the circumstances of the Issuer Company, the outstanding financial arrangement and the Company's overall commercial and strategic interests.

The waiver is intended to facilitate an appropriate resolution and regularisation of the outstanding financial arrangement, avoid further accumulation of interest and enable the Company to protect its long-term economic and strategic interests.

The Board is of the view that the proposed complete waiver of interest, while preserving the Company's rights in respect of the principal amount, is in the overall interest of the Company.

The Audit Committee of the Company has considered/recommended the proposed transaction and the Board of Directors, after taking into account the recommendation of the Audit Committee, has approved the proposal, subject to the approval of the Members.

Details of the proposed Related Party Transaction

Particulars	Details
Name of the related party	Purple Rock Infra Private Limited
Relationship with the Company	Related Party
Nature of transaction	Complete waiver of interest receivable
Nature of underlying transaction	7% Optionally Convertible Debentures
Principal amount outstanding	₹ 13.5 crore
Rate of interest	7% p.a.
Interest proposed to be waived	Entire interest obligation including earlier outstanding
Future interest	Nil – no further interest shall accrue or become payable
Tenure / period	Permanent waiver for the period during which principal remains outstanding

Basis of determining the amount	Interest payable under the existing financial arrangement
Whether transaction is in ordinary course of business	No
Whether transaction is at arm's length	Yes
Purpose / rationale	To facilitate resolution and regularisation of the financial arrangement and protect the Company's long-term commercial and strategic interests
Name of Director/KMP and nature of concern or interest	Promoter Mrs. Sushma Nanda holds 75% shareholding in Purple Rock Infra Private Limited.
Principal amount waived	NIL
Any other relevant information	The proposed waiver covers the entire interest obligation, including future interest, while the principal amount remains unaffected

ITEM NO. 5 & 6

To Appoint Mrs. Richa Sood (DIN: 11816645) and Mr. Mukul Pathak (DIN: 00051534), as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on 13 August, 2026, appointed Mrs. Richa Sood (DIN: 11816645) Mr. Mukul pathak (DIN: 00051534) as an Additional Director - Non-Executive Independent Director, not liable to retire by the rotation, for a term of five years commencing from 13 August, 2026, subject to approval of the Members by Special Resolution. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The Company has received a notice from a Member under Section 160(1) of the Act proposing their candidature for the office of Director of the Company. The Company has received from Mrs. Richa Sood and Mr. Mukul Pathak (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that they are not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that they meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact they ability to discharge her duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that they have not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mrs. Richa Sood and Mr. Mukul Pathak have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Mukul Pathak and Mrs. Richa Sood fulfills the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for their appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that their association would be of immense benefit to the Company and hence, it is desirable to appoint them as an Independent Director. The terms and conditions of appointment of Mr. Mukul Pathak and Mrs. Richa Sood as an Independent Director are uploaded on the website of the Company at www.jhsretail.com and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution at Item No.5 & 6 of the accompanying Notice for approval by the Members of the Company. Other than Mrs. Richa Sood and Mr. Mukul pathak and/or their relatives, none of the

Directors, Key Managerial Personnel ('KMP') of the Company or the irrespective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 5 & 6 of the accompanying Notice. Mr. Mukul Pathak and Mrs. Richa Sood is not related to any Director or KMP of the Company.

PURSUANT TO REGULATION 30 & 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015, SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND SEBI CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 DATED JANUARY 30, 2026.

Annexure to the Notice Item No. 5 & 6

Particulars	Mrs. Richa Sood	Mr. Mukul Pathak
Director Identification Number	11816645	00051534
Designation/category of the Director	Independent Director (Women)	Independent Director
Age	49 Years	59 Years
Date of the first appointment on the Board	13.08.2026	13.08.2026
Qualification	B.Sc	M.A in economics
Profile, Experience and Expertise in specific functional areas	Mrs. Richa Sood is a seasoned Commercial Pilot with 25 years of experience in the aviation industry. She holds a Bachelor's degree in Science from St. Bede's College, Shimla and brings strong leadership, decision-making, communication and interpersonal skills, along with a disciplined and composed approach.	Mr. Mukul Pathak has a rich experience of approximately 28 years in teaching. Mr. Pathak possesses a wide-ranging experience and knowledge of Finance having been associated with the reputed institutions over the years.
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL
Relationship with the other Directors	NO	NO
Terms & conditions of the reappointment	As per the Policy for Independent Directors.	As per the Policy for Independent Directors.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	NIL	1
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NIL	NIL
Number of meetings of the Board attended during the financial year	NA	NA
Details of remuneration paid in FY 25-26	NA	NA
Resignation from Listed Entities in past three years	Nil	1 JHS Svendgaard Laboratories Limited

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

Sd/-

Date: 29/08/2026

Place: New Delhi

**Kuldeep Jangir
Company Secretary & Compliance Officer**