JHS SVENDGAARD RETAIL VENTURES LIMITED
CIN: L52100HR2007PLC093324

To, **Date:** 24th September, 2026

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

Subject: Outcome of the Board Meeting held on Thursday, September 24th, 2026 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company at their meeting held on Thursday, September 24th, 2026, has inter alia, considered and unanimously approved the followings items of business:

1. **Alteration in the Articles of Association ("AoA")**

   Alteration of the Articles of Association of the Company by insertion, deletion and substitution of certain clauses therein in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder , subject to the approval of the members of the Company

2. **Alteration in Object Clause of Memorandum of Association ("MoA"):**

   Alteration in the Object Clause of the MOA of the Company to align with the proposed business diversification, subject to the approval of the members of the Company.

Brief details of alterations approved by Board in the existing MOA and AOA, as required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is given as ***Annexure A and B.***

This copy of draft MOA and AOA are also being uploaded on Company's website and can be accessed at https://jhsretail.com/#charter-documents.

The meeting of the Board of Directors of the Company commenced at 03:30 p.m. (IST) and concluded at 03:44 p.m. (IST).

Kindly take the same on your records

Thanking You,
For JHS Svendgaard Retail Ventures Limited

KULDEEP JANGIR
Digitally signed by KULDEEP JANGIR
Date: 2026.09.24 17:05:41 +05'30'

Kuldeep Jangir
Company Secretary & Compliance Officer

ANNEXURE – A
DETAILS OF PROPOSED ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

The proposed alterations in the AOA are summarised below:

A. **Provisions to be Deleted**

S. No.	Existing Provision / Clause
1	Clause 2(1)(s) – Definition/provision relating to "Seal"
2	Clause 6(ii) – Words "shall be under the seal and"
3	Clause 31 – Power to Borrow
4	Clauses 27, 28, 29 and 30 – Share Warrants
5	Clause 40(c) – "The Company shall use a common form of transfer"
6	Clauses 41, 42 and 43 – Provisions relating to Transfer of Shares
7	Clause 73(ii) – Provision relating to calling of Extra-Ordinary General Meeting
8	Clause 96 – Existing provision relating to Directors
9	Clauses 126(ii) and 127-Dividend and Reserves
10	Other minor, consequential and basic changes, wherever applicable, have also been incorporated in the revised/final draft Articles of Association as part of the overall revision and alignment of the Articles. Accordingly, the revised/final draft Articles of Association may also contain such consequential and minor changes arising from the aforesaid alterations.

B. **Provisions to be Inserted/Substituted**

S. No.	Particulars of Alteration
1	Definition of "Prospectus" to be inserted in the Articles.
2	Definition of "Secretary/Company Secretary" to be inserted in the Articles.
3	A new Clause (iv) under "Certificate of Shares" to be inserted.
4	A provision relating to Transfer of Shares to be inserted.
5	The heading/wording "ISSUE OF SHARES in Kind" to be replaced with "ISSUE OF SHARES in consideration other than cash".
6	A provision relating to voting rights of a person entitled to shares by transmission to be inserted, subject to the provisions of the Act and the Articles.
7	Clauses 95 and 96 relating to retirement of Directors by rotation are proposed to be substituted with provisions providing that not less than two-thirds of the total number of Directors, excluding Independent Directors, shall be liable to retire by rotation, with one-third of such Directors retiring at every Annual General Meeting, in accordance with Sections 152 and 152(6) of the Companies Act, 2013.

8	A provision relating to payment of travelling, hotel and other expenses incurred by Directors in connection with Board/Committee/General Meetings or the business of the Company to be inserted.
9	Clause 100(ii) relating to Board Proceedings and notice of Board Meetings to be substituted to align the Articles with Section 173(3) of the Companies Act, 2013 and applicable rules and regulations, including provisions relating to shorter notice meetings and Independent Directors, wherever applicable.
10	Under "CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER", the following provisions to be inserted: (iii) the same individual may be Chairperson and Managing Director and/or Chief Executive Officer of the Company; and (iv) where the Company is engaged in multiple businesses or business segments and is permitted or required under applicable law to appoint one or more Chief Executive Officers for such businesses or business segments, the Board may appoint such Chief Executive Officer(s) on such terms and conditions and with such powers, duties and responsibilities as may be determined by the Board.
11	A provision relating to unpaid/unclaimed dividend and transfer to the Unpaid Dividend Account and thereafter to the Investor Education and Protection Fund (IEPF) in accordance with Sections 124 and 125 of the Companies Act, 2013 and applicable IEPF Rules to be inserted.
12	A general provision relating to preparation and maintenance of minutes of General Meetings, Board Meetings and Committee Meetings in accordance with Section 118 of the Companies Act, 2013 and Secretarial Standards SS-1 and SS-2 to be inserted.
13	Other minor and consequential changes of a basic/nature are to be made in the Articles of Association. Such changes have been appropriately highlighted in the draft Articles of Association in bold and italic letters for ease of identification and reference.

Further, consequent to the aforesaid deletions, insertions and substitutions, the serial numbering of the Articles/Clauses in the revised/final draft Articles of Association has been correspondingly rearranged/shuffled.

C. **Rationale for the Proposed Alteration**

The proposed amendments to the Articles of Association are intended to:

1. align the Articles of Association with the provisions of the Companies Act, 2013, rules made thereunder and applicable regulatory requirements;
2. remove provisions which are no longer relevant or required and
3. update the Articles to reflect applicable Secretarial Standards and other regulatory requirements.

The proposed alteration of the Articles of Association shall be subject to the approval of the Members of the Company by way of Special Resolution.

ANNEXURE – B

DETAILS OF PROPOSED ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

Sr. No.	Particulars
1.	**Key changes in the Objects Clause of the MOA are as under:** **III (A) – THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:** The existing Clause III(A)(iv)of the MoA of the Company be and is hereby deleted and substituted with the following new clause(s): iv) *To carry on, subject to applicable laws, licences and governmental approvals, the business of designing, developing, manufacturing, assembling, testing, importing, exporting, trading, distributing, maintaining and servicing defence, aerospace, homeland security and allied products, systems and technologies — including electronic, communication, surveillance, unmanned and robotic systems, information technology, artificial intelligence and cyber security solutions — for the Armed Forces, Government agencies, public sector undertakings and other authorised customers, together with the related research, development, engineering, system integration, consultancy and training activities, whether independently or through collaboration, joint venture, licence or technology transfer arrangements with Indian or foreign entities.'*