



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

To,

Date: 28th March, 2025

The Listing Department Bombay Stock Exchange Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001 <u>Scrip Code: 544197</u>	The Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra Kurla Complex Mumbai – 400051 <u>Trading Symbol: RETAIL</u>
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Sub: Corrigendum in continuation to the Notice of Extra-Ordinary General Meeting to be held on Thursday, 03rd April, 2025.

Dear Sir,

This is with regard to our intimation dated 10th March 2025, wherein JHS Svendgaard Retail Ventures Limited ("the Company") has informed about the Extraordinary General Meeting ("EGM") of the shareholders to be held on Thursday 03rd April, 2025 at 12:00 Noon (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The EGM Notice was sent to the shareholders of the Company on 10th March, 2025 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

A copy of detailed corrigendum is enclosed herewith. This Corrigendum to the Notice of the EGM regarding changes in the Explanatory Statement shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum.

Except as detailed in the attached Corrigendum, all other items of the EGM Notice along with Explanatory Statement shall remain unchanged.

The aforesaid Corrigendum is made available on the Company's website at www.jhsretail.com.

You are requested to kindly take the same on record.

For JHS Svendgaard Retail Ventures Limited

Kuldeep Jangir
Company Secretary and Compliance Officer

Encl: A/a



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**CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF
JHS SVENDGAARD RETAIL VENTURES LIMITED TO BE HELD ON THURSDAY, 03RD APRIL, 2025**

Dear Members,

We draw attention of all the Members of **JHS Svendgaard Retail Ventures Limited** (the "Company") to the Notice dated 05th March, 2025 for convening the Extra Ordinary General Meeting of the Company ("EGM") on Thursday, April 03, 2025, at 12:00 Noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The EGM Notice was dispatched/ emailed to all the members of the Company on 10th March, 2025 in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

Accordingly, this corrigendum is being issued to the members of the Company to amend/ provide additional details in terms of applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

On and from the date hereof, the EGM Notice dated 05th March, 2025 shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company at www.jhsretail.com, on the website of National Securities Depository Services Limited at www.evoting.nsdl.com and on the website of the Stock Exchanges where the shares of the Company are listed (www.bseindia.com, www.nseindia.com).

In connection with the aforementioned notice, members are requested to take note of the following revisions in the Item No. 2 of the Explanatory Statement:

1. Point No. I "Objects of the Preferential Issue".

The second clause "Interim Use of Proceeds" has been removed.

2. Point No. V "The Shareholding Pattern of the issuer before and after the preferential issue" shall now be read as follows:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter & Promoter Group' and 'Non-Promoter' Category is likely to be as follows:

Category	Pre-issue Shareholding Structure (1)	Existing outstanding Fully Convertible Warrants (74,71,357)	Present Fully Convertible Warrants (34,40,000)	Post Preferential Issue (Assuming conversion of Existing Fully Convertible Warrants approved vide Special resolution dated 26 th October, 2024 and allotted on 3 rd December, 2024 + 34,40,000 Fully Convertible Warrants)

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					into Equity Shares under present Preferential Issue)	
	No. of Shares	%			No. of Shares	%
A) Indian						
(a) Individuals & HUF	30,52,798	44.86	9,71,357	14,00,000	54,24,155	30.62
(b) Bodies Corporate	-	-		10,00,000	10,00,000	5.64
Sub Total (A1)	30,52,798	44.86	9,71,357	24,00,000	64,24,155	36.26
A2) Foreign promoters	-	-		-	-	-
Total Promoter shareholding A=A1 +A2	30,52,798	44.86	9,71,357	24,00,000	64,24,155	36.26
B1) Institutional Investors	-	-	30,00,000	-	30,00,000	16.93
B2) Central Govt./Stat Govt./POI	-	-			-	-
B3) Non-Institutional Investors:	-	-			-	-
Investor Education and Protection Fund (IEPF)	4,280	0.06			4,280	0.02
Individuals	30,83,779	45.32		10,15,000	40,98,779	23.14
Non-Resident Indians (NRIs)	88,886	1.31			88,886	0.50
Body Corporate	2,84,807	4.19	25,00,000		27,84,807	15.72
Others (Including HUF, LLP & NRI)	2,90,050	4.26	10,00,000	25,000	13,15,050	7.42
Total Public Shareholding B=B1+B2+B3	37,51,802	55.14	65,00,000	10,40,000	1,12,91,802	63.74
C) Non-Promoter – Non-Public	-	-			-	-
Grand Total (A+B+C)	68,04,600	100	74,71,357	34,40,000	1,77,15,957	100

Notes:

1. The pre-issue shareholding pattern is as on March 05, 2025.
2. The pre-shareholding structure includes 3,00,000 equity shares allotted to Mr. Nikhil Nanda, Promoter and Managing Director of the company by way of preferential issue on 21st February, 2025.
3. Post Preferential Issue- Assuming conversion of 34,40,000 fully Convertible Warrants into equivalent number of Equity Shares under present Preferential Issue as well as assuming conversion of Existing outstanding 74,71,357 fully Convertible Warrants approved vide Special resolution dated 26th October, 2024 and allotted on 3rd December, 2024 into equivalent number of Equity Shares.
4. Post-shareholding structure may change depending upon any other corporate action in between.

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3. Point No. IX "The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue" shall now be read as follows:

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Warrants to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
1.	Sushma Nanda	3,13,598	4.61	14,00,000	17,13,598	9.67
2.	JHS Svendgaard Laboratories Limited	-	-	10,00,000	10,00,000	5.64
3.	Upendra Rai	-	-	500,000	500,000	2.82
4.	Khyati	-	-	100,000	100,000	0.56
5.	Vishal Arya	-	-	100,000	100,000	0.56
6.	Anamika Gautam	-	-	100,000	100,000	0.56
7.	Purnima Sharma	-	-	50,000	50,000	0.28
8.	Ashish Goel	12,500	0.18	50,000	62,500	0.35
9.	Rohina Sanjay Sangtani	-	-	50,000	50,000	0.28
10.	Sudhir Sud	-	-	25,000	25,000	0.14
11.	KSS Growth LLP	-	-	25,000	25,000	0.14
12.	Raunak Sethi	-	-	20,000	20,000	0.11
13.	Divyansh Sawhney	-	-	20,000	20,000	0.11

(#) The post-preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

4. Point No. XI "Lock-in Period" shall now be read as follows:

- a) The Warrants and Equity Shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential shareholding of Mrs. Sushma Nanda and Mr. Ashish Goel shall be locked in from March 7, 2025, to September 30, 2025 and March 27, 2025 to September 30, 2025 respectively.

5. Point No. XII "Issue price and Relevant Date" shall now be read as follows:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as March 04, 2025.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.



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In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to the allottees is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Warrant shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, 2018 the price at which each Warrants shall be allotted, shall not be less than higher of the following:
- I. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 40.39/-.
 - II. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs. 34.72/-.
- b) The price determined through Valuation report of M/s. Jhamb & Associates, (Registration No.: IBBI/RV/11/2019/12355). i.e., Rs. 40.39/- per Equity Share. The said report is available on the website of the Company at <https://jhsretail.com/announcements/>.
- c) Method of determination of price as per the Articles of Association of the Company - **Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.**

Accordingly, the minimum issue price of warrants to be allotted on Preferential basis shall be higher of the above computed price i.e. Rs. 40.39/- each.

The price of the Warrants to be allotted on preferential basis is Rs. 45/- each (Rupees Forty Five Only) each to the proposed allottee, which is higher than the above-mentioned prices.

The price of the equity shares to be allotted at the time of conversion of Warrants shall be same as the price determined as on the relevant date i.e. Rs. 45 (Rupees Forty Five Only).

All other contents of the EGM Notice, save and except as amended / clarified by this Corrigendum, shall remain unchanged.

By order of the Board of Directors
JHS Svendgaard Retail Ventures Limited

Sd/-
Kuldeep Jangir
Company Secretary & Compliance Officer

Date: 28 March, 2025

Place: New Delhi