



# JHS SVENDGAARD RETAIL VENTURES LIMITED

(Formerly Known as JHS Svendgaard Retail Ventures Private Limited)

CIN: L52100HR2007PLC093324

To,

Date: April 05, 2025

<b>The Listing Department Bombay Stock Exchange Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001</b>  <b><u>Scrip Code: 544197</u></b>	<b>The Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra Kurla Complex Mumbai – 400051</b>  <b><u>Trading Symbol: RETAIL</u></b>
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**Subject: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

Dear Sir/Madam,

We would like to inform you that the Extra-Ordinary General Meeting of the Company was held on Thursday, 03 April, 2025 at 12:00 Noon through Video Conferencing ("VC")/Other audio-visual Means ("OAVM") to transact the businesses as stated in the Notice dated 05<sup>th</sup> March, 2025.

In this regard, please find enclosed herewith:

1. Scrutinizer Report on E-Voting as per the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.
2. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;

Kindly take the same on your records.

**Thanking You,  
Yours Faithfully  
For JHS Svendgaard Retail Ventures Limited**

**Kuldeep Jangir  
Company Secretary and Compliance Officer**

**Encl: A/a**

# Dahiya & Associates

Add: Basement, 162 17, Dwarka New Delhi-110077  
Phone No. 011-41435797, Email Id : [Mohit@legallank.in](mailto: Mohit@legallank.in)  
Peer Reviewed No. 3054/2023

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## SCRUTINIZER'S REPORT

To,  
The Chairman,  
JHS Svendgaard Retail Ventures Limited,  
Fifth Floor, Plot No 107,  
Sector-44 Institutional Area,  
Gurugram, Haryana-122001

Dear Sir,

**Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and E-Voting at the Extra-Ordinary General Meeting of JHS Svendgaard Retail Ventures Limited, held on Thursday, April 03, 2025, at 12:00 Noon through video conferencing (WC') or Other Audio-Visual Means ('OAVM').**

I, Mohit Dahiya, Practicing Company Secretary has been appointed as the Scrutinizer by the Board of Directors at their meeting held on March 05, 2025 of **JHS Svendgaard Retail Ventures Limited** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as E-Voting at the Extra-Ordinary General Meeting(EGM) of **JHS Svendgaard Retail Ventures Limited**, held on Thursday, April 03, 2025, at 12:00 Noon through video conferencing (WC') or Other Audio-Visual Means ('OAVM').

Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, ('MCA Circulars') and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 being dated October 3, 2024 issued by SEBI have permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.



In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Extra-Ordinary General Meeting ("Meeting" or "EGM") of the Company was held through VC / OAVM on Thursday, April 03, 2025, at 12:00 Noon. The proceedings of EGM deemed to be conducted at the Registered Office of the Company situated at **Fifth Floor, Plot No 107, Sector-44 Institutional Area, Gurugram, Haryana-122001.**

Further, pursuant to the relevant circulars issued by the MCA and SEBI, the Notice of the EGM and Corrigendum to Notice was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice of EGM and Corrigendum to Notice was uploaded on the website of the Company at [www.jhsretail.com](http://www.jhsretail.com). This can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and the EGM Notice was also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote E-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Since this EGM was held pursuant to the MCA / SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting Remote E-voting and also E-voting at the date of EGM by the Shareholders of the Company. EVEN of the Company for this EGM is "133309".

Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date i.e. Wednesday, 26<sup>th</sup> March, 2025 (20534 Nos.) were allowed to cast their vote either by Remote E-Voting before the meeting or during the meeting. The Remote E-voting period commenced on Monday, March 31, 2025, at 9:00 a.m. (IST) and ended on Wednesday, April 02, 2025, at 5:00 p.m. (IST).** The Remote E-voting module was disabled by NSDL as authorized by me for not voting thereafter. Once the vote on a resolution was casted by the Member, the Member was not allowed to change it subsequently.

Members, who were entitled to vote but have not voted through Remote E-Voting, were provided with the facility to exercise their voting rights through E-Voting during the appointed time of the meeting. However, Members who had already casted their vote through Remote E-Voting were not permitted to vote again at the appointed time at the meeting, although they attended the meeting. The E-Voting during the appointed time at the meeting ended after 15 minutes from the conclusion of the meeting at 12:13 P.M.



On completion of the E-voting at the EGM, the NSDL E-Voting platform was un-blocked and the result was downloaded for scrutiny.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the Remote E-voting and the casting vote(s) through E-voting at the EGM on resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the Remote E-voting as well as in the E-voting conducted at the appointed time of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the results made available to me, 78 Members have casted their votes through Remote E-Voting platform and means of E-Voting at the EGM. The EGM concluded at 12:13 P.M. I submit herewith the Consolidated Report on the result of the Remote E-voting and E-voting conducted at the meeting as per Annexure-I (as Prescribed by SEBI) signed by me in presence of two witnesses, who are not in the employment of the Company and an Additional Summary Report.

Based on the aforesaid results, I report that the Ordinary & Special Resolution as set out in Item No. 1 to 4, in the Notice of the EGM of the Company held on April 03, 2025, have been passed with the requisite majority.

**Thanking You**  
**Yours Faithfully**

**For and on Behalf of**  
**Dahiya & Associates**



**CS Mohit Dahiya**  
**Practicing company Secretary**

**M.No. F9540**

**C.P No. 23052**

**Date : 05/04/2025**

**UDIN: F009540G000035104**

**Witness:**

1. Om Prakash

2. Nidhi Tiwari

**Resolution No. 1 (ORDINARY RESOLUTION)** Increase in Authorised Share Capital of the Company.

Particular	Number of Voter	Number of Votes	Percentage
Assent	75	394974	99.96
Dissent	3	136	0.03
Invalid Vote	0	0	0
Total	78	395110	100

Therefore, Resolution No. 1 has been passed with requisite majority.

**Resolution No. 2 (SPECIAL RESOLUTION)** Issuance of fully convertible warrants to the persons belonging to 'Promoter and Promoter Group' and 'Non-Promoter' category on Preferential Basis.

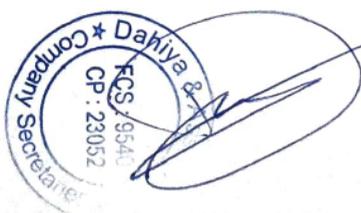
Particular	Number of Voter	Number of Votes	Percentage
Assent	73	68876	99.80
Dissent	3	136	0.19
Invalid Vote*	0	0	0
Total	76	69012	100

Therefore, Resolution No. 2 has been passed with requisite majority.

**Resolution No. 3 (SPECIAL RESOLUTION)** To advance any Loan/Give Guarantee/ Provide security to Woop Amusement Private Limited under section 185 of the companies act, 2013.

Particular	Number of Voter	Number of Votes	Percentage
Assent	72	81225	99.64
Dissent	4	137	0.16
Invalid Vote*	1	150	0.20
Total	77	81512	100

Therefore, Resolution No. 3 has been passed with requisite majority.



**Resolution No. 4 (SPECIAL RESOLUTION)** To Advance Any Loan/Give Guarantee/ Provide Security to Woop Arenas Private Limited under Section 185 of the Companies Act, 2013.

Particular	Number of Voter	Number of Votes	Percentage
Assent	72	81225	99.64
Dissent	4	137	0.16
Invalid Vote*	1	150	0.20
Total	77	81512	100

Therefore, Resolution No. 4 has been passed with requisite majority.

Thanking You  
Yours Faithfully

For and on Behalf of  
Dahiya & Associates



CS Mohit Dahiya  
Practicing company Secretary  
M.No. F9540  
C.P No. 23052

UDIN: F009540G000035104

Place: New Delhi  
Date: 05/04/2025

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2752798	313748	11.3974	313748	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2752798	313748	11.3974	313748	0	100
Public- Institutions	E-Voting	4280	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4280	0	0	0	0	0
Public- Non Institutions	E-Voting	3747522	81362	2.1711	81226	136	99.8328	0.1672
	Poll							
	Postal Ballot (if applicable)							
	Total		3747522	81362	2.1711	81226	136	99.8328
Total		6504600	395110	6.0743	394974	136	99.9656	0.0344
Whether resolution is Pass or Not.							Yes	

	Disclosure of notes on resolution
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<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				ISSUANCE OF FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO 'PROMOTER AND PROMOTER GROUP' AND 'NON-PROMOTER' CATEGORY ON PREFERENTIAL BASIS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2752798	150	0.0054	150	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2752798	150	0.0054	150	0	100
Public-Institutions	E-Voting	4280	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4280	0	0	0	0	0
Public- Non Institutions	E-Voting	3747522	68862	1.8375	68726	136	99.8025	0.1975
	Poll							
	Postal Ballot (if applicable)							

	Total	3747522	68862	1.8375	68726	136	99.8025	0.1975
	Total	6504600	69012	1.061	68876	136	99.8029	0.1971
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(3)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY TO WOOP AMUSEMENT PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2752798	150	0.0054	150	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2752798	150	0.0054	150	0	100	0
Public- Institutions	E-Voting	4280	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4280	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3747522	81362	2.1711	81225	137	99.8316	0.1684
	Poll							
	Postal Ballot (if applicable)							
	Total	3747522	81362	2.1711	81225	137	99.8316	0.1684
Total		6504600	81512	1.2531	81375	137	99.8319	0.1681

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	150
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(4)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY TO WOOP ARENAS PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2752798	150	0.0054	150	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2752798	150	0.0054	150	0	100	0
Public- Institutions	E-Voting	4280	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4280	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3747522	81362	2.1711	81225	137	99.8316	0.1684
	Poll							
	Postal Ballot (if applicable)							
	Total	3747522	81362	2.1711	81225	137	99.8316	0.1684
Total		6504600	81512	1.2531	81375	137	99.8319	0.1681

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	150
Public Insitutions	
Public - Non Insitutions	