

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L52520GJ2004PLC056076

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	S D RETAIL LIMITED	S D RETAIL LIMITED
Registered office address	C-929, STRATUM AT VENUS GROUND,,NR. JHANSI KI RANI STATUE, NEHRUNAGAR,Ambawadi (Ahmedabad),Ahmadabad City,Ahmedabad,Gujarat,India,380006	C-929, STRATUM AT VENUS GROUND,,NR. JHANSI KI RANI STATUE, NEHRUNAGAR,Ambawadi (Ahmedabad),Ahmadabad City,Ahmedabad,Gujarat,India,380006
Latitude details	23.0223	23.0223
Longitude details	72.5376	72.5376

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

PHOTOS OF RO.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0M

(c) *e-mail ID of the company

*****@sweetdreamsindia.com

(d) *Telephone number with STD code

70*****87

(e) Website	www.sweetdreams.in										
iv *Date of Incorporation (DD/MM/YYYY)	14/05/2004										
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company										
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares										
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company										
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No										
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No										
(b) Details of stock exchanges where shares are listed											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">National Stock Exchange (NSE)</td> <td style="text-align: center;">A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)		
S. No.	Stock Exchange Name	Code									
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)									
viii Number of Registrar and Transfer Agent	1										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400MH2017PLC444072</td> <td style="text-align: center;">KFIN TECHNOLOGIES LIMITED</td> <td>301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070</td> <td style="text-align: center;">INR000000221</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent								
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221								
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No										
(b) If yes, date of AGM (DD/MM/YYYY)	25/09/2025										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2025										
(d) Whether any extension for AGM granted	☐ Yes ☒ No										
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension											

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	14	Manufacture of Wearing Apparel	59.05
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	40.95

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	20000000.00	18722386.00	18722386.00	18722386.00
Total amount of equity	200000000.00	187223860.00	187223860.00	187223860.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	20000000	18722386	18722386	18722386
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200000000.00	187223860.00	187223860	187223860

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1251126	0	1251126.00	12511260	12511260	
Increase during the year	12511260.00	18722386.00	31233646.00	312336460.00	312336460.00	600160000.00
i Public Issues	0	4960000	4960000.00	49600000	49600000	600160000
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	12511260	0	12511260.00	125112600	125112600	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Physical shares converted to demat	0	13762386	13762386.00	137623860	137623860	
Decrease during the year	13762386.00	0.00	13762386.00	137623860.00	137623860.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical shares converted to demat	13762386	0	13762386.00	137623860	137623860	
At the end of the year	0.00	18722386.00	18722386.00	187223860.00	187223860.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INEOX6F01017

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers

1

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

Total				
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(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

1730431793

ii * Net worth of the Company

1104326086

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7920000	42.30	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	4303386	22.99	0	0.00
10	Others 	0	0.00	0	0.00
	Total	12223386.00	65.29	0.00	0

Total number of shareholders (promoters)

12

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3136000	16.75	0	0.00
	(ii) Non-resident Indian (NRI)	31000	0.17	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	400000	2.14	0	0.00
6	Foreign institutional investors	849000	4.53	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	2083000	11.13	0	0.00
10	Others 	0	0.00	0	0.00
	Total	6499000.00	34.72	0.00	0

Total number of shareholders (other than promoters)

943

Total number of shareholders (Promoters + Public/Other than promoters)

955.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	203
2	Individual - Male	352
3	Individual - Transgender	0
4	Other than individuals	400
	Total	955.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
INDIA MAX INVESTMENT FUND LIMITED	C/O Tri-Pro Fund Administrators Ltd, Level 5 Maeva Tower, Bank Street Cybercity, Ebene, Mauritius	27/03/2006	Mauritius	241000	1.29
NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	8 Temasek Boulevard, #34-03 Suntec Tower 3 SINGAPORE, SINGAPORE	12/11/2021	Singapore	247000	1.32
BEACON STONE CAPITAL VCC - BEACON STONE I	#19-96, THE CENTRAL 8 EU TONG SEN STREET, SINGAPORE SINGAPORE, SINGAPORE	01/04/2024	Singapore	106000	0.57
ARISTON CAPITAL LIMITED	52, FELIX COURT, 11 CHARCOT RO,LONDON LONDON	01/04/2024	United Kingdom	71000	0.37

NORTH STAR OPPORTUNITIES FUND VCC-BULL VALUE INCORPORATED VCC SUB-FUND	ONS FINSERV LTD, HOTEL , AVENUE, 11TH FLOOR, BRAMER HOUSE, EBENE	01/04/2024	Mauritius	153000	0.81
KIFTAR IN LLC	1925 LOVERING AVENUE, COUNTY OF NEW CASTLE,CITY OF WILMINGTON, DELAWARE	01/04/2024	United States	30000	0.16
M7 GLOBAL FUND PCC - NOLANA	C/O Tri-Pro , Fund Administrators Ltd Level 5, Maeva Tower, Bank Street, Cybercity Ebene	27/03/2020	Mauritius	1000	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	2	943
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	42.3	0
B Non-Promoter	0	1	0	3	0.00	0.00
i Non-Independent	0	0	0	1	0	0
ii Independent	0	1	0	2	0	0
C Nominee Directors representing	0	1	0	1	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0

ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	1	0	1	0	0
Total	2	2	2	4	42.30	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
HITESH PRAVINCHANDRA RUPARELIA	00490790	Managing Director	4751120	
UTPALBHAI PRAVINCHANDRA RUPARELIA	00300525	Whole-time director	3167560	
VISHESH JAILESH DALAL	03250002	Nominee Director	0	
SIMERAN BHASIN	07482286	Director	0	
HARSHIL RAJENDRABHAI PATEL	09606743	Director	4000	
JAYDEEP JAGANNATH SHETTY	01567863	Additional Director	0	
POOJABEN SHAH	NZWPS5190D	Company Secretary	0	
RITESH SURENDRA SARAOGI	AZBPS5119G	CFO	10000	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
UTPALBHAI PRAVINCHANDRA RUPARELIA	00300525	Whole-time director	20/06/2024	Change in designation
SIMERAN BHASIN	07482286	Director	20/06/2024	Change in designation

HARSHIL RAJENDRABHAI PATEL	09606743	Director	20/06/2024	Change in designation
MANISH KAPOOR	08415273	Director	20/06/2024	Change in designation
RITESH SURENDRA SARAOGI	AZBPS5119G	CFO	11/05/2024	Appointment
HARSHIL RAJENDRABHAI PATEL	09606743	Additional Director	11/05/2024	Appointment
POOJABEN SHAH	NZWPS5190D	Company Secretary	11/05/2024	Appointment
POOJABEN SHAH	NZWPS5190D	Company Secretary	20/06/2024	Cessation
SAKSHI SINGH CHAUHAN	BUXPC3943A	Company Secretary	20/06/2024	Appointment
MANISH KAPOOR	08415273	Additional Director	11/05/2024	Appointment
POOJABEN SHAH	NZWPS5190D	Company Secretary	30/12/2024	Appointment
SAKSHI SINGH CHAUHAN	BUXPC3943A	Company Secretary	30/12/2024	Cessation
MANISH KAPOOR	08415273	Director	21/03/2025	Cessation
JAYDEEP JAGANNATH SHETTY	01567863	Additional Director	21/03/2025	Appointment
HITESH PRAVINCHANDRA RUPARELIA	00490790	Managing Director	20/06/2024	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	03/09/2024	15	13	88.87
EXTRA ORDINARY GENERAL MEETING	27/04/2024	14	12	88.87
EXTRA ORDINARY GENERAL MEETING	13/05/2024	15	10	54.35

EXTRA ORDINARY GENERAL MEETING	20/06/2024	15	13	88.87
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B BOARD MEETINGS

*Number of meetings held

21

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2024	4	2	50
2	26/04/2024	4	2	50
3	01/05/2024	4	2	50
4	08/05/2024	4	2	50
5	09/05/2024	4	2	50
6	11/05/2024	6	2	33.33
7	17/06/2024	6	2	33.33
8	20/06/2024	6	6	100
9	27/06/2024	6	6	100
10	27/07/2024	6	6	100
11	30/08/2024	6	2	33.33
12	06/09/2024	6	2	33.33
13	10/09/2024	6	6	100
14	12/09/2024	6	6	100
15	19/09/2024	6	6	100
16	20/09/2024	6	2	33.33
17	25/09/2024	6	6	100
18	25/09/2024	6	6	100

19	12/11/2024	6	5	83.33
20	30/12/2024	6	5	83.33
21	21/03/2025	6	5	83.33

C COMMITTEE MEETINGS

Number of meetings held

7

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	27/07/2024	3	3	100
2	AUDIT COMMITTEE MEETING	12/11/2024	3	2	66.67
3	AUDIT COMMITTEE MEETING	30/12/2024	3	2	66.67
4	AUDIT COMMITTEE MEETING	21/03/2025	3	3	100
5	Nomination and Remuneration Committee	30/12/2024	3	2	66.67
6	Nomination and Remuneration Committee	21/03/2025	3	2	66.67
7	STAKEHOLDER RELATIONSHIP COMMITTEE	21/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								25/09/2025 (Y/N/NA)
1	JAYDEEP JAGANNATH SHETTY	0	0	0	0	0	0	Yes
2	HARSHIL RAJENDRABHAI	15	10	66	7	7	100	Yes

	PATEL							
3	UTPALBHAI PRAVINCHANDRA RUPARELIA	21	21	100	1	1	100	Yes
4	HITESH PRAVINCHANDRA RUPARELIA	21	20	95	4	4	100	Yes
5	SIMERAN BHASIN	21	10	47	2	1	50	Yes
6	VISHESH JAILESH DALAL	21	10	47	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	HITESH PRAVINCHANDRA RUPARELIA	Managing Director	14000000	0	0	0	14000000.00
2	UTPALBHAI PRAVINCHANDRA RUPARELIA	Whole-time director	10500000	0	0	0	10500000.00
	Total		24500000.00	0.00	0.00	0.00	24500000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sakshi Singh Chauhan	Company Secretary	210426	0	0	0	210426.00
2	POOJABEN SHAH	Company Secretary	280451	0	0	0	280451.00
3	RITESH SURENDRA SARAOGI	CFO	3472044	0	0	0	3472044.00
	Total		3962921.00	0.00	0.00	0.00	3962921.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
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1	HARSHIL RAJENDRABHAIPAT EL	Director	0	0	0	105000	105000.00
2	MANISH KAPOOR	Director	0	0	0	100000	100000.00
3	SIMERAN BHASIN	Director	0	0	0	100000	100000.00
	Total		0.00	0.00	0.00	305000.00	305000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

955

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder m.xlsm

(b) Optional Attachment(s), if any

Board meeting Dates.pdf
MGT-8.pdf
List of shareholders.pdf
Explanation letter.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of S D RETAIL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

MONIKA
GAURAV
GUPTA

Digitally signed by
MONIKA
GAURAV GUPTA
Date: 2025.11.29
17:10:55 +05'30'

Name

MONIKA GAURAV GUPTA

Date (DD/MM/YYYY)

15/11/2025

Place

AHMEDABAD

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

1*8*3

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

00490790

*(b) Name of the Designated Person

HITESH PRAVINCHANDRA
RUPARELIA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

4

dated*

(DD/MM/YYYY)

28/08/2025

to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*0*9*

***To be digitally signed by**

SHAH
POOJABEN
N
Digitally signed by
SHAH
POOJABEN
Date: 2025.11.28
17:11:42 +05'30'

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

7*1*8

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9117042

eForm filing date (DD/MM/YYYY)

28/11/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company