

SWEET DREAMS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE SHAREHOLDERS OF S D RETAIL LIMITED DULY CONVENED AND HELD ON THURSDAY, 20th JUNE, 2024 AT 5:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-929, STRATUM AT VENUS GROUND, NR. JHANSI KI RANI STATUE, NEHRUNAGAR, AHMEDABAD- 380006, GUJARAT, INDIA

10. INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES:

"RESOLVED THAT pursuant to the provisions of Section 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India ("GOI"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company, Consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot equity shares of the face value of Rs. 10/- each of the Company (the "Equity Shares") from time to time, through public issue of amount not exceed Rs. 100 crore at a price as may be decided by the Board of Directors in consultation with Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI through the Book Building, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at

S D RETAIL LIMITED

(Formerly known as S D Retail Private Limited)

C-929, Stratum at Venus Ground, Near Jhansi Ki Rani Statue, Nehru Nagar, Ahmedabad-380006. Gujarat, India. Contact : 7043106787 Email: care@sweetdreamsindia.com Website: www.sweetdreams.in

CIN NO : U52520GJ2004PLC056076

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premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment / transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to make addition or vary any of the above said clauses, in consultation with the Book Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
3. Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.
4. Object of the issue is
 - A. Capital expenditure to be incurred by our Company for setting up new exclusive brand outlets ("EBOs")
 - B. Funding Working Capital Requirement
 - C. General Corporate Expenses

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter(s) to the issue;

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorized to appoint the Book Running Lead Manager to the above Issue;

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorized to appoint the Registrar to the Issue;

RESOLVED FURTHER THAT

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- a) The Company will furnish to the stock exchange on a quarterly / half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), 2015) and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, any of the Director and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company be and are hereby severally authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

//CERTIFIED TO BE TRUE//

For S D RETAIL LIMITED

(Formerly known as S D Retail Private Limited)



UTPALBHAI PRAVINCHANDRA RUPARELIA

WHOLE TIME DIRECTOR

DIN: 00300525

Date: 20-06-2024

Place: AHMEDABAD

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2
Secretarial Standard on General)

INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES: SPECIAL RESOLUTION

The Company needs to raise funds for expansion of the business of the Company which will be utilized inter alia:-

- a) Capital expenditure to be incurred by our Company for setting up new exclusive brand outlets ("EBOs")
- b) Funding Working Capital Requirement
- c) General Corporate Expenses

Therefore to meet such requirement, it is proposed to offer, issue and allot equity shares to the public.

The Detailed Terms and Conditions will be determined in consultation with Book Running Lead Manager, Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the Issue. The Pricing of the Issue will be finalized in accordance with the applicable guidelines in force, of Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other relevant authorities.

Your Company seeks consent by a special resolution pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 for further Issue of equity shares to any persons other than Promoter and Promoters Group (Categorized as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, pursuant to the Initial Public Offer (IPO). Consent of the Members is therefore sought to authorize the Board to offer, issue and allot equity shares.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend passing the resolution as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

//CERTIFIED TO BE TRUE//

For S D RETAIL LIMITED

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UTPALBHAI PRAVINCHANDRA RUPARELIA

WHOLE TIME DIRECTOR

DIN: 00300525

Date: 20-06-2024

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Date : 20-06-2024
Place : Ahmedabad

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