

Notice

NOTICE IS HEREBY GIVEN THAT THE 21ST (TWENTY FIRST) ANNUAL GENERAL MEETING OF THE MEMBERS OF S D RETAIL LIMITED (CIN: L52520GJ2004PLC056076) WILL BE HELD ON 25th SEPTEMBER 2025 AT 2:00 PM THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON

"RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Statement of Profit and Loss, Cash Flow Statement and Statement of Change in Equity for the year ended on that date along with schedules and notes thereon and the Boards' Report and Auditors' Report as at March 31, 2025, be and are hereby received, considered and adopted."

2. TO RE-APPOINT MR. HITESH PRAVINCHANDRA RUPARELIA (DIN: 00490790) AS CHAIRMAN AND MANAGING DIRECTOR LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, MR. HITESH PRAVINCHANDRA RUPARELIA (DIN: 00490790), CHAIRMAN AND MANAGING DIRECTOR of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as CHAIRMAN AND MANAGING DIRECTOR of the Company, liable to retire by rotation."

3. TO RE-APPOINT MS. SIMERAN BHASIN (DIN: 07482286) AS PROFESSIONAL NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, MS. SIMERAN BHASIN (DIN: 07482286), PROFESSIONAL NON-EXECUTIVE DIRECTOR of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as PROFESSIONAL NON-EXECUTIVE DIRECTOR of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) AS A NON EXECUTIVE & INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Pursuant to the provisions of Section 149, 150, 152 and 161(1) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) who was appointed as Additional Independent Director with effect from the date of the Board meeting, i.e. March 21, 2025 by the Board of Directors of the Company, and who in terms of Section 161 of the Companies Act, 2013 holds office till the conclusion of the Annual General Meeting, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director on the Board of Directors of the Company, and subject to approval of appropriate authority, the consent of the Members of the Company be and is hereby accorded to be appointed as an Independent Director of the Company for a period of five years up to March 20, 2030 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

5. APPOINTMENT OF SECRETARIAL AUDITOR

To consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'], as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the members be and is hereby accorded

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for appointment of M/s. Monika Chechani & Associates., Practicing Company Secretaries, Ahmedabad (Certificate of Practice No. 10883 and Peer Review Certificate No.: 1226/2021), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration, including applicable taxes and out of pocket expenses, as may be mutually agreed between Board of Directors or Audit Committee of the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and intimations to Stock Exchange(s)."

6. APPROVAL FOR CHANGE IN DESIGNATION OF MR. UTPALBHAI PRAVINCHANDRA RUPARELIA (DIN: 00300525) FROM WHOLE-TIME DIRECTOR TO MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or reenactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and of the Board, Consent of the Members of the Company be and is hereby accorded for change in Designation of Mr. UTPALBHAI PRAVINCHANDRA RUPARELIA (DIN: 00300525) from Whole Time Director to Managing Director of the Company, with effect from 25th September 2025 for the remaining tenure of his existing appointment, on the existing terms and conditions approved earlier by the Board and Member.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and intimations to Stock Exchange(s)."

7. APPROVAL FOR CHANGE IN DESIGNATION OF MR. VISHESH JAILESH DALAL (DIN: 03250002) FROM NOMINEE DIRECTOR TO DIRECTOR (PROFESSIONAL NON-EXECUTIVE, NON-INDEPENDENT)

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, if any, the consent of the members of the Company be and is hereby accorded for the change in designation of Mr. VISHESH JAILESH DALAL (DIN: 03250002) from Nominee Director to Director (Professional Non-Executive, Non-Independent) of the Company, with effect from 25th September 2025, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and intimations to Stock Exchange(s)."

8. TO APPROVE S D RETAIL EMPLOYEE STOCK OPTION PLAN 2025' ("ESOP 2025"/ "PLAN")

To consider and if thought fit, pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) read with all other applicable provisions of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), as issued by Securities and Exchange Board of India ("SEBI") and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Company constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval and consent of the members be and are hereby accorded respectively to the S D Retail Employee Stock Option Plan 2025' ("**ESOP 2025'**" / "**Plan'**" / "**Scheme'**") and authorizing the Board/Committee, to exercise its powers, including the powers conferred by this resolution, to create, grant, issue,

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offer and allot at any time or from time to time to or for the benefit of present and / or future permanent employees of the Company including directors of the Company (other than Promoter(s) or belonging to the Promoter Group, Independent Directors of the Company, directors of the Company who either himself or through his relative or anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company), whether whole time director or otherwise, whether working in India or outside, as selected on the basis of criteria prescribed by the Board/committee in accordance with the Act and SBEB Regulations (hereinafter referred to as "Eligible Employee(s)"), options exercisable into not more than 9,35,000 (Nine Lakhs Thirty five thousand) fully paid up equity shares of the Company ("Equity Share(s)"), under one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/committee in accordance with the provisions of the law or guidelines issued by the relevant authority' each option would be exercisable for one Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT each option shall vest in the hands of the option holder after a minimum period of 1 (One) Year from the date of grant of the option or such longer period as may be determined by the Board/Nomination and Remuneration Committee from time to time subject to the conditions mentioned that the option grantee continues to be an employee of the Company and the performance or other conditions as may be determined by the Board/Committee from time to time.

RESOLVED FURTHER THAT vested option can be exercised in whole or in part after the vesting date and within the Exercise period only by the Eligible Employee to whom the option have vested by making an application to the Company for issue of shares against the option vested to him/her by paying requisite amount of money and the unexercised portion of the vested options, will continue to be available to the Eligible Employee or the nominee for exercise as provided for in the scheme and the options granted to an employee cannot be transferred to any other person.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee, the Board and any other committee authorized by the Board be and is hereby severally authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the Company, as the case

may be, the number of stock options and/or the shares to be allotted upon exercise of stock options shall be reasonably adjusted in accordance with the provisions of the ESOP -2025 scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOP -2025 scheme.

RESOLVED FURTHER THAT the shares may be allotted in accordance with ESOP Scheme 2025 directly by the Company in accordance with the Scheme and applicable laws and that the Scheme may also envisage for providing any financial assistance to the Eligible Employees, subject to applicable laws, to enable the Eligible Employees to acquire, purchase or subscribe to the Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time to the extent relevant and applicable to ESOP-2025 scheme.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2025 scheme on the Stock Exchange where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP-2025 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the shareholders of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to ESOP-2025 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of ESOP -2025 scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

RESOLVED FURTHER THAT the Committee of the Company be and is hereby authorized to advise to the Board to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit subject to Shareholder's approval, from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013,

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as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company and any other applicable laws and that the variation is not be prejudicial to the interest of the Employees.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and any other committee of the Company as constituted by the Board be and are hereby authorized to implement, administer/superintend the scheme including identifying the eligible employees and determining the number of options that may be offered to them pursuant to the Scheme.

RESOLVED FURTHER THAT the Board or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives/ officers of the Company to give effect to this resolution."

9. GRANT OF EMPLOYEE STOCK OPTIONS UNDER THE "S D RETAIL EMPLOYEE STOCK OPTION PLAN 2025" TO THE EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY COMPANY OR ITS ASSOCIATE COMPANY, (PRESENT AND/OR FUTURE) IN INDIA OR OUTSIDE INDIA, OR OF A FUTURE HOLDING COMPANY OF THE COMPANY AS APPLICABLE

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("the Act"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") read with such rules, guidelines and regulations issued by the Stock Exchanges or any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum

and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such consents, approvals, permissions and sanctions and in line with recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the members of the Company be and hereby accorded to extend the benefits and coverage of the "S D Retail Employee Stock Option Plan 2025" ("**ESOP 2025**" / "**Plan**" / "**Scheme**") referred to in Resolution No. 8, and within the ceiling as enumerated therein to the eligible employees of Group Company including subsidiary Company or its Associate Company, (present and/or future) In India or Outside India, or of a Future Holding Company of the Company as Applicable, on such terms and in such manner as may be fixed or determined in this behalf by the Board or the Nomination and Remuneration Committee as per the provisions of the ESOP Scheme.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP 2025, as it may deem fit and necessary, from time to time or to suspend, withdraw or revive the ESOP 2025, from time to time, in conformity with the provisions of the Act, the SEBI SBEB Regulations and other applicable laws unless such modification, change, variation, alteration or revision is detrimental to the interest of the Employees who have been granted Stock Options under the ESOP 2025 and effective implementation of ESOP 2025 subject to Shareholder's approval and that the variation is not be prejudicial to the interest of the Employees."

By Order of the Board of Directors,
For S D RETAIL LIMITED

Date: 28th August 2025
Place: Ahmedabad

POOJABEN SHAH
Company Secretary & Compliance officer
Membership No. A73158

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- Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sweetdreams.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
- Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Monika Gaurav Gupta, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner
- The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- The notice of AGM along with the Annual Report will be sent to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, the 29th August 2025.
- In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 21st AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may also note that the Notice of the 21st AGM and the Annual Report 2024-25 will also be available on the Company's website, <https://www.sweetdreams.in/>, websites of the stock exchanges, i.e. NSE, at www.nseindia.com, and on the website of NSDL, <https://www.evotingindia.com>.
- The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of

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the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, <https://www.sweetdreams.in/>

14. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
15. The Deemed Venue for the 21st AGM shall be the registered office of the Company.
16. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at C-929, STRATUM AT VENUS GROUND, NR. JHANSI KI RANI STATUE, NEHRUNAGAR, Ambawadi (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380006 which shall be the deemed venue of the AGM.
17. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
19. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors change in designation / seeking appointment at this Meeting are provided in the "Annexure" to the Notice.
20. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and stakeholders' Relationship Committee, Auditors, etc.
21. Members may join the 21st AGM through VC/OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for 30 minutes before the time scheduled to start the 21st AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.
22. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
23. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. SEBI has also mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
24. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
25. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting.
26. A person whose name is recorded in the register of members or in the register of beneficial owners maintained

Commencement of E-Voting	22nd September 2025 From 09:00 A.M
End of E-Voting	24th September 2025 Till 05:00 P.M.

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by the depositories as on Thursday, September 18, 2025 ("cut-off date") only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cutoff date should treat this Notice for information purpose only. The voting rights of members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on cut-off date

27. The Company had appointed Ms. Monika Gaurav Gupta (COP No. 10883), Proprietor, of M/s. Monika Chechani & Associates, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.
28. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing who shall counter sign the same.
29. The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company i.e. <https://www.sweetdreams.in/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing in that behalf. The result shall also be immediately forwarded to National Stock Exchange of India Limited.
30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents

referred to in the Notice will be available electronically for inspection by the members during the AGM.

31. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to sdrpl@sweetdreamsindia.com

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on 22nd September, 2025 at 09:00 A.M. and ends on 24th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	2 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	4 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5 Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

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9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmonika2012@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

32. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sdrpl@sweetdreamsindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sdrpl@sweetdreamsindia.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Members who would like to speak or ask questions during the AGM with regard to the financial statements or any other matter as mentioned in the Notice of the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio number, PAN, telephone/ mobile number to reach the Company's e-mail address at sdrpl@sweetdreamsindia.com. on or before Thursday, 18th September, 2025. Only those Members who have registered themselves as a speaker will be allowed to speak/ ask questions during the AGM depending on the availability of time.
31. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Assistant Manager, NSDL at evoting@nsdl.co.in. Members may also

write to the Company Secretary at the Company's e-mail address cs@sweetdreamsindia.com

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS:

ITEM NO. 4:

The Board of Directors appointed Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) as an Additional Independent Director of the Company in their meeting held on 21st March 2025. The Board of Directors of the Company has recommended his appointment as an Independent Director of the Company for a term of five year till 20th March 2030 on the terms and conditions including payment of Sitting Fees as may be decided by the Board.

As per Section 161 of the act, Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) holds office up to the date of the ensuing Annual General Meeting. The company has received the requisite notice in writing under Section 160 of the act from a member proposing her candidature as an Independent Director not liable to retire by rotation. Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) has consented to the proposed appointment and declared qualified.

Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) possesses the requisite knowledge, experience and skill for the position of the Independent director. Further, Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) is not related to any of the Directors of the Company.

Except Mr. JAYDEEP JAGANNATH SHETTY and his relatives, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends passing of this Resolution as a Special Resolution.

ITEM NO. 5:

The Board of Directors at its meeting held on 28th August 2025, on the recommendation of Audit Committee has approved the appointment of M/s. Monika Chechani & Associates, Company Secretaries (Certificate of Practice No. 10883, Peer Review Certificate No: 1226/2021) as the Secretarial Auditor of the Company for five (5) years commencing from Financial Year 2025-26 (i.e. starting from 1st April, 2025) till FY 2029-30 (i.e. till 31st March, 2030). SEBI had amended SEBI LODR Regulations, 2015 effective from December 12, 2024. Amended Regulation 24A of SEBI LODR Regulations, 2015 states that w.e.f. April 01, 2025 on the basis of recommendation of the Audit Committee and approval of Board of Directors, a listed entity shall

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appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five (5) consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five (5) consecutive years, with the approval of its shareholders in its Annual General Meeting. Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. Monika Chechani & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a period of five (5) consecutive years from financial year 2025-26 to financial year 2029-30 pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24A of the SEBI LODR Regulations, 2015. M/s. Monika Chechani & Associates, a Proprietorship firm of Company Secretaries was established in May 2013 and is Peer reviewed.

PROFILE

MONIKA CHECHANI & ASSOCIATES is a Peer Reviewed Company Secretaries firm registered with Institute of Company Secretaries of India (since 2012) having Membership No. F9253 and Certificate of Practice No. 10883 and rendering services in the area of Company Law, SEBI Laws, RBI Laws, FEMA Laws, IPR Laws and RD/ROC related matters. MONIKA CHECHANI & ASSOCIATES has a team of qualified Company Secretaries and apprentice trainees and are associated to different professionals to cater clients with all the types of services. They work closely with their clients to understand their business and goals.

The Board of Directors has approved a remuneration of 127500/- (Rupees only) for the FY 2025-26. Any additional fees for certifications or professional services will be determined separately in consultation with the firm and subject to requisite approvals.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor for his remaining tenure.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends passing of this Resolution as a Special Resolution.

ITEM NO.6

Mr. Utpalbhai Pravinchandra Ruparelia (DIN: 00300525) is acting as director of the Company since inception i.e May 14, 2004. Further His designation was changed to Whole time

Director w.e.f 20th June 2024 for a period of Five years, as approved by the Board and shareholders.

In recognition of his contribution towards the strategic growth and operational leadership of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28th August 2025, approved the change in designation of Mr. Utpalbhai Pravinchandra Ruparelia from Whole-Time Director to Managing Director with effect from 25th September 2025, for the remaining tenure of his current appointment. There is no change in the terms and conditions of his remuneration.

As required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, brief details of Mr. Utpalbhai Pravinchandra Ruparelia are provided in the annexure to this Notice.

Except Mr. Utpalbhai Pravinchandra Ruparelia and his relatives, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the resolution for your approval as a Special Resolution.

ITEM NO. 7:

Mr. VISHESH JAILESH DALAL was appointed as a Nominee Director on the Board of the Company pursuant to the nomination by [Chanakya Corporate Services Private Limited and Chanakya Value Creation LLP]. Subsequently, the said nomination has been ceased to be effective, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28th August 2025 has approved the change in designation of Mr. VISHESH JAILESH DALAL from Nominee Director to Director (Non-Executive, Non-Independent), with effect from 25th September 2025.

The change in designation does not involve any change in remuneration.

Mr. VISHESH JAILESH DALAL is not disqualified from being appointed as a Director under the Companies Act, 2013.

As required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2, brief details of Mr. VISHESH JAILESH DALAL] are provided in the annexure to this Notice.

Except Mr. VISHESH JAILESH DALAL and his relatives, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends passing the resolution as an Ordinary Resolution.

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ITEM NO. 8 & 9:

The purpose of the 'S D Retail Employee Stock Option Plan 2025' is to reward, attract, motivate and retain eligible employees and Directors of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders' value by aligning the interests of the eligible employees with the long-term interests of the Company.

Given the objective, the Company proposes to implement an employee stock option plan, namely the 'S D Retail Employee Stock Option Plan 2025' (hereinafter referred to as "ESOP 2025" or "Scheme" or "Plan"). The Nomination and Remuneration Committee (also referred to as "Committee") formulated the detailed terms and conditions of the Plan, which were duly approved by the Board of Directors at its meeting held on 28th August 2025, subject to approval of the Members by way of passing a special resolution.

Under the Plan, the Company shall grant upto 9,35,000 (Nine Lakhs Thirty-five thousand) Employee Stock Options ('Options'), in one or more tranches, to such eligible employees as may be determined by the Committee in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe upto 9,35,000 (Nine Lakhs Thirty-five thousand) fully paid-up equity shares of Rs. 10 (Rupees Ten only). The salient features and other details of the Plan are given as under:

1. Brief description of the ESOP-2025:

With a view to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth the Board of Directors of the Company approved introduction and implementation of 'S D Retail Employee Stock Option Plan 2025', subject to the approval of the shareholders. The Plan shall be operated and administered by the Nomination and Remuneration Committee ('Committee'). The Plan contemplates grant of Options to the eligible employees as defined in the Plan, subject to fulfilment of certain condition(s) as defined in the Plan. The vesting of the options shall be in accordance with conditions as determined by the Committee. There shall be a minimum period of One Year between Grant of Options and Vesting of Options. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Committee of the Company shall supervise and administer the ESOP-2025. All questions of interpretation of the ESOP-2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP-2025.

2. The total number of options, shares or benefits, as the case may be, to be offered and granted:

The maximum number of Shares that may be issued under this Plan being granted to eligible employees of the Company and its group companies ("group companies" means as defined under SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021), Including subsidiary, holding, Associate Company both present and/or future as the case may be, under Scheme, shall not exceed 9,35,000 (Nine Lakhs Thirty-five thousand) stock options exercisable into equity shares not exceeding 9,35,000 (Nine Lakhs Thirty-five thousand) (or such adjusted numbers for corporate action of the Company as prescribed in the Plan), having face value of Rs. 10/- (Rupees Ten only) per equity share.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

As per the scheme, an 'Employee' means:

- i. An employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether whole time or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director and nominee director; or;
- iii. an employee as defined in sub clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India; or of a holding company (Present and/or Future) if any of the company but excludes: -
 - a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
 - b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company.

4. Requirements of Vesting, period of Vesting & Maximum period within which options shall be vested:

The options would vest not earlier than 1 (One) year from the date of grant of such Options. The Nomination and Remuneration Committee has power to determine the vesting period which may vary for the eligible employees which will be specified in their Grant Letter, based on the criteria that will be specifically determined by the Committee. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based

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vesting and the proportion in which options granted would vest. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time.

5. Exercise price, purchase price or pricing formula:

Exercise Price is the price, payable by the employee for exercising the option. Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company granting options to its employees pursuant to Employee Stock Option plan will have the freedom to determine the exercise price, which shall in no case be lesser than the face value of the equity shares and not higher than the prevailing Market Price of the Shares of the Company as on the Grant Date and subject to conforming to the accounting policies specified in Regulation 15.

Regulation 15 provides as below:

Any company implementing any of the share based schemes shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share based Payments' issued in that regard from time to time. Hence, the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee in accordance with the Regulations and disclosed appropriately.

6. Exercise period/offer period and process of exercise/acceptance of offer:

The Exercise period shall commence from the date of vesting and shall not be more than 5 year from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/her desire to exercise such options. The Options shall be deemed to have been exercised when an Employee makes an application in writing and payment of exercise price to the Company or by any other means as decided by the Nomination and Remuneration Committee, for the issuance of the Equity Shares against the Options vested in him/her. Subject to the approval of the Nomination and Remuneration Committee, upon receipt of completed and valid exercise applications the company may from time to time allot equity shares in a dematerialised mode. The Options not exercised within the Exercise Period shall

lapse and the Employee shall have no right over such lapsed or cancelled Options.

7. The appraisal process for determining the eligibility of employees for the scheme:

The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee, and may be based on various criteria including role/designation of the employee, length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

8. Maximum number of options or shares, as case may be, to be offered and issued per employee and in aggregate, if any:

The maximum number of Stock Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of the Stock Options or such limit as prescribed under regulation 6(3)(d) of the SEBI (SBEB) Regulations applicable for the in being in force. The Committee may decide to grant Stock Options exceeding the above limits, subject to the separate approval of the shareholders in a general meeting. The Committee shall determine the quantum of stock options to be granted under the plan per option holder and in aggregate subject to the ceiling under the plan. The total number of Stock Options to be granted shall not exceed 9,35,000 (Nine Lakhs Thirty-five thousand) Stock Options convertible into 9,35,000 (Nine Lakhs Thirty-five thousand) Equity Shares.

9. Maximum quantum of benefits to be provided per employee under a Scheme:

No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.

10. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Company shall directly implement and administer the scheme through the Board/the Nomination & Remuneration Committee.

11. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

Company shall issue new shares on exercise of stock options under the scheme.

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12. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

13. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

Not Applicable

14. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

Members are requested to note that the Company shall conform to the applicable Accounting Standards and Policies as applicable to the Company and specified in Regulation 15 of the Regulations, from time to time.

15. The method which the Company shall use to value its options:

The Company shall use Fair Value method to value the Options.

16. Applicability of following statement: "In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee Nomination and Remuneration cost so computed and the employee Nomination and Remuneration cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.":

Not Applicable

17. Period of lock-in:

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise.

Provided that the transferability of the equity shares allotted on such Exercise shall be subject to the restriction for such period in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

18. Listing of shares:

Subject to the approval of the stock exchanges the relevant equity shares on exercise of the options shall be

listed on the stock exchange(s) on which the securities of the Company are listed.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable

The consent of the shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations for implementation of ESOP Scheme 2025.

The Board of Directors recommend implementation of ESOP 2025 for the employees of the Company and its group companies (including subsidiary, holding, Associate Company both present and/or future as the case may be). Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1) (b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Plan and issue of shares to the eligible employees of the Company under the said Plan as detailed in Resolution No.8 of this Notice. Further, pursuant to Regulation 6(3) (c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending and granting the Options under the Plan to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) or of a Holding Company of the Company (Present and/or future) as detailed in Resolution No. 9 of this Notice.

A draft copy of ESOP 2025 is available for inspection at the Registered office and corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). The same is also available on the website of the Company, to facilitate online inspection till the conclusion of the general meeting.

Accordingly, the resolutions at Item No. 8 and 9 of this Notice is recommended by the Board of Directors of the Company for the approval of the members as Special resolutions respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their entitlements determined lawfully, if any, under Plan.

Notice

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 issued by ICSI.

Name of Director	Mr. HITESH PRAVINCHADRA RUPARELIA	MR. UTPALBHAI PRAVINCHANDRA RUPARELIA
Date of Birth	25-05-1966	13-08-1971
Age	59	54
DIN	00490790	00300525
Date of first Appointment on the Board	14-05-2004	14-05-2004
Qualification	Degree of Higher Secondary and Diploma in Computer Technology	Bachelor of Science (2nd Year)
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He is co-founder of S D Retail Ltd, a company that has been at the forefront of the retail industry since its inception in 1989. He has been instrumental in taking major policy decision of the Company. His contributions to S D Retail Limited go beyond day-to-day management. His foresight in recognizing the potential of the apparel sector and his ability to adapt to market changes has been key to the brand's success. His leadership style, characterized by a blend of traditional business wisdom and a keen sense of emerging market trends, has fostered a culture of Innovation and resilience within the company.	He stands as a co-founder of S D Retail Ltd, a distinguished entity in the retail sector since its establishment in 1989. He has been instrumental in offering a vast array of products that emphasize relaxation, comfort, and innovation, meeting the dynamic needs of consumers. His ability to handle a diverse product portfolio has significantly contributed to the company's reputation for quality and excellence. Under his guidance, the company has introduced a vast range of products that cater to the evolving demands of the modern consumer, ensuring that comfort and style go hand in hand.
No. of shares held in the Company	4751120	3167560
Terms and conditions of appointment or reappointment / revision in remuneration	The terms of appointment will be same as decided by the Board at time of appointment.	The terms of appointment will be same as decided by the Board at time of appointment.
Chairmanships/Memberships of the Committees of other listed Companies	Nil	Nil
Chairmanships/Memberships of the Committees - S D RETAIL LIMITED	1) Member of Audit Committee	1) Member of Stakeholders Relationship Committee
List of Directorship in other Companies as on 31 March, 2025	1. SHALIGRAM APPARELS LLP (PREVIOUSLY KNOWN AS SHALIGRAM APPARELS PVT. LTD.) 2. SWEET DREAMS LOUNGEWEAR (INDIA) LLP (PREVIOUSLY KNOWN AS SWEET DREAMS LOUNGEWEAR (INDIA) PRIVATE LIMITED) 3. GRACE GARMENTS LLP (PREVIOUSLY KNOWN AS GRACE GARMENTS LIMITED) 4. SD FASHIONS LLP (PREVIOUSLY KNOWN AS SD FASHIONS PRIVATE LIMITED) 5. INTIMATE APPAREL ASSOCIATION OF INDIA	1. SHALIGRAM APPARELS LLP (PREVIOUSLY KNOWN AS SHALIGRAM APPARELS PVT. LTD.) 2. SWEET DREAMS LOUNGEWEAR (INDIA) LLP (PREVIOUSLY KNOWN AS SWEET DREAMS LOUNGEWEAR (INDIA) PRIVATE LIMITED) 3. GRACE GARMENTS LLP (PREVIOUSLY KNOWN AS GRACE GARMENTS LIMITED) 4. SD FASHIONS LLP (PREVIOUSLY KNOWN AS SD FASHIONS PRIVATE LIMITED)

S D Retail Limited

CIN NO: L52520GJ2004PLC056076

Registered office: C-929, Stratum at Venus Ground, Near Jhansi Ki Rani Statue, Nehru Nagar, Ahmedabad-380006. Gujarat, India

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Proposed remuneration	Rs. 17000000 Per Annum	Rs. 13000000 Per Annum
Last drawn remuneration from the Company (up to 31 March, 2025)	Rs. 14000000 Per Annum	Rs. 10500000 Per Annum
Number of Board Meetings attended by the Director during the FY 31 March, 2025	During the financial year 2024-2025, Mr. HITESH PRAVINCHADRA RUPARELIA attended 20 (Twenty) Board meetings of the Company.	During the financial year 2024-2025, Mr. UTPALBHAI PRAVINCHADRA RUPARELIA attended 21 (Twenty One) Board meetings of the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. HITESH PRAVINCHADRA RUPARELIA is related to the following managerial personnel's of the Company: Mr. UTPALBHAI PRAVINCHADRA RUPARELIA- WHOLE TIME DIRECTOR	Mr. UTPALBHAI PRAVINCHADRA RUPARELIA is related to the following managerial personnel's of the Company: Mr. HITESH PRAVINCHADRA RUPARELIA- CHAIRMAN AND MANAGING DIRECTOR
List of Companies from which resigned in the past three years	Nil	Nil

Name of Director	Mr. VISHESH JAILESH DALAL	MR. JAYDEEP JAGANNATH SHETTY
Date of Birth	12-12-1989	12-06-1968
Age	36	57
DIN	03250002	01567863
Date of first Appointment on the Board	01-10-2022	21-03-2025
Qualification	He is qualified Chartered Accountant and holds degree of Master of Business Administration from Esade Business School.	He Holds Degree of BSC From St. Xavier's College and Master of Business Administration from Jamnalal Bajaj Institute of management Studies.

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A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He has over 13 years of rich industrial experience in private equity, consulting, and entrepreneurship. His experience spans the full spectrum of the investment lifecycle, with a focus on shareholder value creation. His prior experience includes private equity investing in South East Asia and US with the Clermont Group, consulting and investment banking at Ernst & Young (EY) and operating an e-commerce start-up in India.	He is a seasoned executive with a rich history of founding and leading successful startups, establishing them as nationally recognized brands. With over 27 years of experience, he excels in setting up and hyper-scaling businesses. His expertise spans brand building, talent development, capital-raises, ERP implementation, procurement, and national retail operations. He is widely respected in the Indian retail industry and a sought-after speaker at retail and business conferences. Highly accomplished and visionary executive with extensive experience in founding and leading successful start-ups, building strong business foundations for scalability, and achieving outstanding results in the retail industry. Consulting experience covers new start ups in fashion, brand strategy consulting and EdTech. Also regularly consults private equity and venture capital firms on project basis
No. of shares held in the Company	Nil	Nil
Terms and conditions of appointment or reappointment / revision in remuneration	The terms of appointment will be same as decided by the Board at time of appointment.	The terms of appointment will be same as decided by the Board at time of appointment.
Chairmanships/Memberships of the Committees of other listed Companies	Nil	Nil
Chairmanships/Memberships of the Committees – S D RETAIL LIMITED	Nil	1) Member Of Audit Committee 2) Member of Nomination and Remuneration Committee 3) Chairman of Stakeholders Relationship Committee
List of Directorship in other Companies as on 31 March, 2025	1) OCEAN DRINKS PRIVATE LIMITED 2) GOLDENPI TECHNOLOGIES PRIVATE LIMITED 3) RELATIVITY INVESTMENT ADVISORS LLP 4) ASPENTREE ADVISORS LLP	Nil
Proposed remuneration	Sitting Fee	Sitting Fee
Last drawn remuneration from the Company (up to 31 March, 2025)	Nil	Nil
Number of Board Meetings attended by the Director during the FY 31 March, 2025	During the financial year 2024-2025, Mr. VISHESH JAILESH DALAL attended 10 (Ten) Board meetings of the Company.	During the financial year 2024-2025, Mr. JAYDEEP JAGANNATH SHETTY was not entitled to attend any meeting.

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any managerial personnel's of the Company	Not related to any managerial personnel's of the Company
List of Companies from which resigned in the past three years	Nil	1) MINERAL FASHIONS LIMITED

Name of Director	Ms. Simeran Bhasin	
Date of Birth	08-02-1976	
Age	49	
DIN	07482286	
Date of first Appointment on the Board	01-12-2023	
Qualification	She holds degree in Bachelor of Commerce, Post Graduate Diploma in Management.	
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	She is having experience in marketing and brand management, spanning across several industries with significant contributions to each. She has worked with various MNCs like manipal Hotels Ltd, Titan Industries, Britannia Industries, Fastrack, Wildcraft etc. She is responsible for all the marketing related activities of the company.	
No. of shares held in the Company	Nil	
Terms and conditions of appointment or reappointment / revision in remuneration	The terms of appointment will be same as decided by the Board at time of appointment.	
Chairmanships/Memberships of the Committees of other listed Companies	Nil	
Chairmanships/Memberships of the Committees - S D RETAIL LIMITED	1) Member Of Audit Committee 2) Member of Nomination and Remuneration Committee 3) Member of Stakeholders Relationship Committee	
List of Directorship in other Companies as on 31 March, 2025	1) RAGTAGGER LIFESTYLE PRIVATE LIMITED	
Proposed remuneration	Sitting Fee	
Last drawn remuneration from the Company (up to 31 March, 2025)	Rs. 100000 Per annum	
Number of Board Meetings attended by the Director during the FY 31 March, 2025	During the financial year 2024-2025, Ms. Simeran Bhasin attended 10 (Ten) Board meetings of the Company.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any managerial personnel's of the Company	
List of Companies from which resigned in the past three years	Nil	