

SWEET DREAMS

DATE: 21-03-2025

**To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051**

Symbol: SDREAMS

Dear Sir/ Madam,

Subject: Outcome of Board meeting held on Friday, 21st March 2025 as per Regulations 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III of said Regulations, this is to inform you that the Board of Directors in its meeting held today i.e., Friday, 21st March 2025, have inter-alia approved the following:

1) Mr. Manish Kapoor (DIN: 08415273) vide letter dated March 21, 2025, has tendered his resignation as a Non-Executive - Independent Director of the Company, effective from closure of business hours on March 21, 2025.

Further, the Company has received confirmation from Mr. Manish Kapoor that there are no material reasons for his resignation other than those mentioned in his resignation letter dated March 21, 2025.

The letter of resignation received from Mr. Manish Kapoor is enclosed herewith.

The information required in terms of Regulation 30 read with Schedule III - Para A (7 & 7B) of Part A of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith Annexure-A

2) Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) as an Additional Directors (Non- Executive, Independent) of the Company with effect from March 21, 2025.

The required details pursuant to Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed herewith with respect to aforesaid appointments are annexed herewith as Annexure- B.

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: sdrlpl@sweetdreamsindia.com Website: www.sweetdreams.in

CIN NO: L52520GJ2004PLC056076

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We hereby confirm that Mr JAYDEEP JAGANNATH SHETTY satisfies the criteria of independence prescribed under the Companies Act, 2013 and Listing Regulations and that they are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

3) Approved the reconstitution of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee with effect from 21st March 2025 as follows:

Consequent to resignation of Mr. Manish Kapoor from the directorship of the Company, the Board of Directors has approved the reconstitution of certain committees of the Board of Directors as under:

(i) Audit Committee

Post reconstitution, the composition of Audit Committee is as under:

Sr. No.	Name	Designation in the Committee
1.	HITESH PRAVINCHANDRA RUPARELIA (Managing Director)	Member
2.	JAYDEEP JAGANNATH SHETTY (Additional Non-Executive Independent Director)	Member
3.	HARSHIL RAJENDRABHAI PATEL (Non-Executive Independent Director)	Chairman

(ii) Nomination and Remuneration Committee

Post reconstitution, the composition of Nomination and Remuneration Committee is as under:

Sr. No.	Name	Designation in the Committee
1.	SIMERAN BHASIN (Non Executive Director)	Member
2.	JAYDEEP JAGANNATH SHETTY (Additional Non-Executive Independent Director)	Member
3.	HARSHIL RAJENDRABHAI PATEL (Non-Executive Independent Director)	Chairman

(iii) Stakeholders' Relationship Committee

Post reconstitution, the composition of Stakeholders' Relationship Committee is as under:

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Sr. No.	Name	Designation in the Committee
1.	UTPALBHAI PRAVINCHANDRA RUPARELIA (Wholetime Director)	Member
2.	JAYDEEP JAGANNATH SHETTY (Additional Non-Executive Independent Director)	Chairman
3.	HARSHIL RAJENDRABHAI PATEL (Non-Executive Independent Director)	Member

4) Based on the recommendation of Audit Committee, the Board of Directors has approved the appointment of M/s Monika Chechani & Associates, Practising Company Secretaries, (COP No. 10883) as the secretarial auditor of the company for F.Y. 2024-25.

Details with respect to the above changes as required under Regulation 30 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are provided in Annexure-C.

5) Approved the declaration of registered owner and beneficial owner as per section 89(1), (2) and (3) of Companies Act 2013 and rule made there under and enter the aforesaid name on the register of significant beneficial owner.

6) Based on the recommendation of Audit Committee, the Board of Directors has approved the Employer Employee Scheme Opted from Bajaj Allianz Life Insurance Co. Ltd.

The meeting commenced at 04:30 P.M and concluded at 04:50 P.M.

You are requested to take the above information on records.

Thanking You,

Yours Faithfully,

For S D RETAIL LIMITED

POOJABEN SHAH

Company secretary & Compliance officer

Membership No. A73158

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“Annexure-A”

Sr no.	Particulars	Details
1	Name	MANISH KAPOOR
2	Reason for change viz. appointment, Resignation, removal, death or otherwise;	Resignation from the position of Non-Executive - Independent Director of the company w.e.f 21 st March 2025 Due to Other Commitments.
3	Date of Cessation	21 st March 2025 The Resignation will be effective from the conclusion of this Board meeting.
4	Brief Profile (In case of Appointment)	Not applicable
5	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable
6	Shareholding in Company	Nil

Further, Mr. Manish Kapoor has also confirmed that there is no other material reason for his resignation as an independent director of the Company other than as mentioned in the resignation letter enclosed herewith.

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21st March 2025

From:

MANISH KAPOOR
B3701 OBEROI EXQUISITE
OBEROI GARDEN CITY
GOREGAON EAST MUMBAI,
SUBURBAN, MAHARASHTRA, INDIA, 400063

To,
S D RETAIL LIMITED
C-929, STRATUM AT VENUS GROUND,
NR. JHANSI KI RANI STATUE,
NEHRUNAGAR, AHMEDABAD- 380006,
GUJARAT, INDIA

Dear Sir,

Subject: Resignation from the post of Independent director of S D RETAIL LIMITED

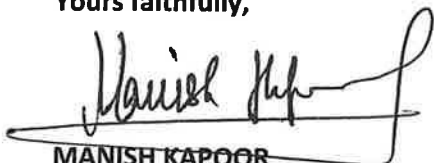
I, Manish Kapoor, hereby tender my resignation from the post of independent director and all committees of S D Retail limited with effect from 21st March 2025 due to other commitments. I hereby confirm that there is no other material reason for my resignation other than the reason mentioned in this letter.

Kindly acknowledge the receipt of this resignation letter and relieve me from the aforesaid post. Further, I request you to complete all the formalities with regards to my resignation including filing of required forms with the Ministry of Corporate Affair and intimating the other relevant authorities as may be required.

I thank the Board of Director for giving me the opportunity and assistance to discharge my duties during my tenure as an Independent Director of the Company. I request you to please provide me an acknowledgement of the receipt of the letter and a copy of the e-Form DIR- 12 filed with the Ministry of Corporate Affair to that effect, for my reference and record.

Thanks & Regards

Yours faithfully,



MANISH KAPOOR
INDEPENDENT DIRECTOR
DIN No.: 08415273

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“Annexure-B”

Sr no.	Particulars	Details
1	Name	JAYDEEP JAGANNATH SHETTY
2	Reason for change viz. appointment, Resignation, removal, death or otherwise;	Appointment for the position of Additional Non-Executive - Independent Director of the company with effect from 21 st March 2025.
3	Date of Appointment/Cessation (as applicable) & terms of appointment	21 st March 2025 On the terms and conditions as may be decided by the Board from time to time.
4	Brief Profile (In case of Appointment)	Mr. Jaydeep Shetty 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.
5	Disclosure of relationships between directors (in case of appointment of a director)	There is no pecuniary relationship between Company and Director.
6	Shareholding in Company	Nil

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7	Whether Director is debarred from holding the office by virtue of any SEBI order or any other authority	No
8	Whether Director is Disqualified from holding the office of Directors Pursuant to the provisions of section 164 of Companies Act 2013.	No

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Annexure-C

Sr no.	Particulars	Details
1	Name of Firm	MONIKA CHECHANI & ASSOCIATES
2	Reason for change viz. appointment, Resignation, removal, death or otherwise;	Appointment of M/s. MONIKA CHECHANI & ASSOCIATES as the Secretarial Auditors.
3	Date of Appointment	Appointment of M/s MONIKA CHECHANI & ASSOCIATES as the Secretarial Auditors of the Company for the Financial Year 2024 – 2025 on 21st March 2025
4	Brief 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.
5	Disclosure of relationships between directors	Not applicable

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