



August 22, 2026

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

Symbol: SDREAMS

Sub: Outcome of the Board Meeting held on Saturday, August 22, 2026

Ref: Compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the provisions of Regulation 30 of SEBI ("Listing Obligations & Disclosure Requirements") Regulations, 2015, as amended we hereby inform you that the Board of Directors ("the Board") of S D Retail Limited ("the Company") at its meeting held today, i.e. Saturday, August 22, 2026, has inter-alia approved the following:

1. Appointment of Additional Non-Executive, Woman Director

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Ms. Lekhinee Mandeep Desai (DIN: 11904544) as an Additional Non-Executive, Woman Director of the Company with effect from August 22, 2026, until the conclusion of the ensuing Annual General Meeting.

We are enclosing herewith the brief details of the aforesaid changes as prescribed under SEBI Listing Regulations read with SEBI Circular No. HO/49/14/ 14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, as 'Annexure – A'

2. Reconstitution of Nomination & Remuneration Committee with effect from 22nd August 2026 as follows:

Consequent to the resignation of Ms. Simeran Bhasin (DIN: 07482286) from the Directorship of the Company as on July 18, 2026 (noted in the previous Board meeting), and taking into account the appointment of Ms. Lekhinee Mandeep Desai (DIN: 11904544) in today's Board meeting, the Board has approved the committee reconstitution as follows:

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

S D RETAIL LIMITED

(Formerly known as S D Retail Private Limited)

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CIN NO: L52520GJ2004PLC056076



3. Re-appointment of Internal Auditor

The Board of Directors, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. TALATI & TALATI LLP, Chartered Accountants (FRN: 110758W/W100377), Ahmedabad, as the Internal Auditor of the Company for the financial year 2026-27.

We are enclosing herewith the brief details of the aforesaid changes as prescribed under SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, as 'Annexure – B'.

4. Revision of remuneration of Mr. Parth Ruparelia, a Related Party, holding an office or place of profit in the Company

Based on the recommendation of the Audit Committee & the Board of Directors has approved the revision of remuneration payable to Mr. Parth Ruparelia, a Related Party holding an office or place of profit in the Company, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.

Brief details/disclosures with respect to the above related party transactions, as prescribed under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as 'Annexure – C'.

5. Revision in Remuneration of Mr. Gaurang Ruparelia, a Related Party, holding an office or place of profit in the Company

Based on the recommendation of the Audit Committee & the Board of Directors has approved the revision of remuneration payable to Mr. Gaurang Ruparelia, a Related Party holding an office or place of profit in the Company, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.

Brief details/disclosures with respect to the above related party transactions, as prescribed under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as 'Annexure – C'.

6. Approval of Board's Report

The Board considered and approved the Board's Report along with its Annexures for the financial year ended March 31, 2026.

7. Approval of Annual Report and Convening of 22nd Annual General Meeting (AGM)

The Board approved the Annual Report and the Notice of the 22nd AGM of the Company to be held on Tuesday, September 22, 2026, at 02:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder, and the SEBI Listing Regulations, without the physical presence of the Members at a common venue.

* The Cut-off Date for determining the entitlement of Members to receive the Notice of the AGM and Annual Report is Friday, August 21, 2026

* The Cut-off Date for determining eligibility to vote through e-Voting during the AGM is Tuesday, September 15, 2026. Those Members holding shares, as on the close of business hours on September 15, 2026 will be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.

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*The remote e-voting period begins on 19th September 2026 at 09:00 A.M. and ends on 21st September 2026 at 05:00 P.M.

*The Notice of AGM and Annual Report for FY 2025-26 will be submitted to the Stock Exchange(s) and made available on the Company's website at www.sweetdreams.in and on the website of the stock exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, in due course.

8. E-Voting Platform & VC Facility Services

The Board approved availing the electronic voting platform and Video Conferencing facility provided by National Securities Depository Limited (NSDL) for conducting the 22nd AGM.

9. Appointment of Scrutinizer

The Board approved the appointment of Mrs Monika Gaurav Gupta, Practicing Company Secretaries (COP No. 10883), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting process for the 22nd AGM in a fair and transparent manner.

10. E-Voting Period

The remote e-Voting period will commence on Saturday, September 19, 2026, at 09:00 A.M. and end on Monday, September 21, 2026, at 05:00 P.M.

11. Other Business agendas

The meeting commenced at 03:30 P.M and concluded at 04:00 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	Ms. Lekhinee Mandeep Desai (DIN: 11904544)
2	Reason for change viz. appointment, Resignation, removal, death or otherwise;	Appointment as Additional Non-Executive, Woman Director
3	Date of Appointment/Cessation (as applicable) & terms of appointment	* Appointed as an Additional Non-Executive, Woman Director w.e.f. August 22, 2026, pursuant to Section 161 of the Companies Act, 2013, to hold office up to the date of the ensuing AGM. * Recommended for further/regular appointment as Non-Executive, Woman Director for approval of the shareholders at the ensuing AGM.
4	Brief Profile (In case of Appointment)	Lekhinee Desai is the Co-Founder and Chief of Marketing at The Indian Ethnic Co., where she has spearheaded brand strategy, digital marketing, and social media outreach since 2016. Based in Mumbai, she holds an educational background from the Narsee Monjee Institute of Management Studies and brings corporate brand management experience from her prior marketing roles at ITC Limited. In her role, she combines expertise in handcrafted apparel branding with data-driven performance marketing to scale the organization's commercial footprint.
5	Disclosure of relationships between directors (in case of appointment of a director)	Ms. Lekhinee Mandeep Desai is not related to any Director on the Board of the Company.
6	Shareholding in Company	Nil
7	Whether Director is debarred from holding the office by virtue of any SEBI order or any other authority	She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
8	Whether Director is Disqualified from holding the office of Directors Pursuant to the provisions of section 164 of Companies Act 2013.	She is not disqualified from being appointed as a Director pursuant to the provisions of Section 164 of the Companies Act, 2013.

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Annexure-B

Sr no.	Particulars	Details
1	Name of Firm	TALATI & TALATI LLP
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment as an Internal Auditor of the Company for FY 2026-2027.
3	Date of appointment/ reappointment/ cessation (as applicable) & term of appointment/ re-appointment	Re-Appointment in the Board Meeting held on 22nd August 2026, for FY 2026-27.
4	Brief profile (in case of appointment)	Talati & Talati LLP, Chartered Accountants was conceptualized by CA. Sunil Talati (Past President, ICAI) at Ahmedabad in 1976. With a constant vigor to grow and provide quality services to clients across India, the Firm established its branches at Vadodara, Mumbai, Anand, Surat, Delhi, Noida, Kochi and Dubai (UAE). Their area of Practise Includes Auditing & Assurance, Due Diligence, Outsourcing, Transaction Advisory, Direct & Indirect Taxes, Management Advisory Services, banking, Merger, Acquisition, Restructuring and Fund Raising Support. • Firm is qualified for Central Statutory Audits of Banks as per RBI • Firm is qualified for Major C&AG Audits • Firm is MEF Category 1 as per ICAI • Empanelled at Serious Fraud Investigation Office • Firm is QRB and Peer Reviewed
5	Disclosure of Relationship between Directors (in case of appointment as a Director)	Not applicable

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ANNEXURE-C

Sr. No.	Particulars	Details	Details
1	Name of Related Party & Relationship	Mr. Parth Ruparelia Son of Mr. Utpalbhai Pravinchandra Ruparelia (Managing Director & Promoter). Related Party under Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR.	Mr. Gaurang Ruparelia Son of Mr. Hitesh Pravinchandra Ruparelia (Chairman, Managing Director & Promoter). Related Party under Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR.
2	Nature of Approval / Transaction	Revision in remuneration of a Related Party holding an office or place of profit under Section 188 of the Companies Act, 2013 and SEBI Listing Regulations.	Revision in remuneration of a Related Party holding an office or place of profit under Section 188 of the Companies Act, 2013 and SEBI Listing Regulations.
3	Effective Date / Tenure	There is no change in their respective tenure of appointment. However, the revised remuneration payable to them shall be effective from the date and on such terms and conditions as may be approved by the Members at the ensuing Annual General Meeting ("AGM").	There is no change in their respective tenure of appointment. However, the revised remuneration payable to them shall be effective from the date and on such terms and conditions as may be approved by the Members at the ensuing Annual General Meeting ("AGM").
4	Brief Details of Revision	As per the recommendation of the Committees of the Board/the Board of Directors, to be revised from existing remuneration of Rs. 30,00,000/- per annum to Rs.60,00,000/- per annum for FY 2026-27 onwards (inclusive of basic salary, performance-linked incentives, perquisites, and statutory allowances)	As per the recommendation of the Committees of the Board/the Board of Directors, to be revised from existing remuneration of Rs.18,00,000/- per annum to Rs.40,00,000/- per annum for FY 2026-27 onwards (inclusive of basic salary, performance-linked incentives, perquisites, and statutory allowances)
5	Approval Status	Recommended by the Audit Committee, approved by the Board and recommended to the shareholders at the ensuing AGM.	Recommended by the Audit Committee, approved by the Board and recommended to the shareholders at the ensuing AGM.
6	Whether transaction is at Arm's Length & Ordinary Course of Business	Yes, the revised remuneration is determined on an arm's length basis, consistent with market standards, and in the ordinary course of business.	Yes, the revised remuneration is determined on an arm's length basis, consistent with market standards, and in the ordinary course of business.

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