SWEET DREAMS

Date: 25-09-2025

To,
The National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

NSE Symbol: SDREAMS

Subject: Proceedings of the 21st Annual General Meeting ('AGM') of the S D RETAIL LIMITED ('the Company') held on Thursday, September 25, 2025.

The 21st Annual General Meeting ("AGM") of the Company was held on Thursday, September 25, 2025, commencing at 2:00 P.M. (IST) and concluding at 2:31 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with applicable provisions.

The remote e-voting facility remained open until 2:46 P.M. (IST) to enable members to cast their votes on the resolutions as set out in the Notice dated August 28, 2025, convening the AGM.

As required under Regulation 30 Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of the 21st AGM, as Annexure A.

The voting results of the resolutions as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be disclosed to the stock exchanges separately.

This is for your information and record.

Thanking you,

Yours Faithfully,

For S D RETAIL LIMITED

SHAH POOJABEN
Digitally signed by SHAH POOJABEN
Date: 2025.09.25 16:44:18 +05'30'

POOJABEN SHAH
Company secretary & Compliance officer
Membership No. A73158
Encl.: As above

Annexure "A"

Summary of proceedings of the 21st Annual General Meeting ('AGM') of S D RETAIL LIMITED ('Company')

The 21st Annual General Meeting ("AGM") of the Members of S D Retail Limited was held on Thursday, September 25, 2025 at 02:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). As stated in the Notice, the AGM was deemed to be conducted at the Registered Office of the Company situated at C-929, Stratum at Venus Ground, Near Jhansi Ki Rani Statue, Nehru Nagar, Ahmedabad-380006. Gujarat, India.

Meeting conclude time – 02:31 PM

E-voting end time – 02:46 PM

Directors & Key Managerial Personnel Present in the meeting:

Mr. Hitesh Pravinchandra Ruparelia (Chairman and Managing Director)

Mr. Utpalbhai Pravinchandra Ruparelia (WholeTime Director)

Mr. Vishesh Jailesh Dalal (Nominee Director)

Mr. Harshil Rajendrabhai Patel (Independent Director)

Mr. Jaydeep Jagannath Shetty (Additional Independent Director)

Mr. Ritesh Surendra Saraogi (Chief Financial Officer)

Ms. Poojaben Shah (Company Secretary & Chief Compliance Officer)

Mr. Munjal Sheth, Chartered Accountant, representing KKC & ASSOCIATES LLP, Chartered Accountants, Statutory Auditor and Ms. Monika Gaurav Gupta, Company Secretary, representing M/s. Monika Chechani & Associates, Company Secretaries, Secretarial Auditor and Scrutinizer were also present in the Meeting through VC/OAVM.

Ms. Poojaben Shah, Company Secretary and Compliance officer, welcomed the Members and explained the general instructions for participation in the AGM through VC/OAVM. With the requisite quorum being present, the Meeting was called to order.

She further informed the Members that:

- Members who had not voted through remote e-voting could cast their votes during the AGM and up to 15 minutes after its conclusion. The facility was provided through the e-voting platform of National Securities Depository Limited (NSDL).

- The Board of Directors had appointed Ms. Monika Gaurav Gupta, Proprietor of M/s. Monika Chechani & Associates, Company Secretaries (M. No.: 9253, COP: 10883), as the Scrutinizer to scrutinize the votes cast during the AGM and through remote e-voting. The consolidated voting results will be declared within two working days of the conclusion of the Meeting and will be made available on the website of the Company.
- The statutory registers, contracts, and other relevant documents referred to in the Notice of the AGM were available electronically for inspection by the Members.

Thenafter, Company Secretary requested Mr. Hitesh Pravinchandra Ruparelia (Chairman & Managing Director) to address the shareholders.

Mr. Hitesh Pravinchandra Ruparelia, Chairman of the Company, chaired the Meeting and welcome the Members to the meeting. The requisite quorum being present, the Chairman called the Meeting to order.

Mr. Hitesh Pravinchandra Ruparelia addressed the shareholders.

Then after, Ms. Poojaben Shah, continued with the further proceeding of the Meeting and with the consent of the Members, the Notice convening the AGM, the Report of the Board of Directors, and the Financial Statements for the year ended March 31, 2025, were taken as read.

The Secretarial Audit Report & Statutory Auditor's Report for financial year 2024–25 contained no qualifications or observations and was taken as read.

Thereafter, the following items of business, as set out in the Notice of the AGM, were taken up for consideration:

Sr No.	Agenda	Type of Business	Type of Resolution
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	Ordinary Business	Ordinary Resolution
2	TO RE-APPOINT MR. HITESH PRAVINCHANDRA RUPARELIA (DIN: 00490790) AS CHAIRMAN AND MANAGING DIRECTOR LIABLE TO RETIRE BY ROTATION	Ordinary Business	Ordinary Resolution
3	TO RE-APPOINT MS. SIMERAN BHASIN (DIN: 07482286) AS PROFESSIONAL NON-EXECUTIVE	Ordinary Business	Ordinary Resolution

	DIRECTOR LIABLE TO RETIRE BY ROTATION		
4	TO CONSIDER AND APPROVE THE APPOINTMENT OF Mr. JAYDEEP JAGANNATH SHETTY (DIN: 01567863) AS A NON EXECUTIVE AND INDEPENDENT DIRECTOR	Special Business	Special Resolution
5	APPOINTMENT OF SECRETARIAL AUDITOR		Ordinary Resolution
6	APPROVAL FOR CHANGE IN DESIGNATION OF MR. UTPALBHAI PRAVINCHANDRA RUPARELIA (DIN: 00300525) FROM WHOLE-TIME DIRECTOR TO MANAGING DIRECTOR	Special Business	Special Resolution
7	APPROVAL FOR CHANGE IN DESIGNATION OF MR. VISHESH JAILESH DALAL (DIN: 03250002) FROM NOMINEE DIRECTOR TO DIRECTOR (PROFESSIONAL NON-EXECUTIVE, NON INDEPENDENT)	Special Business	Ordinary Resolution
8	TO APPROVE S D RETAIL EMPLOYEE STOCK OPTION PLAN 2025 (ESOP 2025 PLAN)	Special Business	Special 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	Special Business	Special Resolution

Mr. Hitesh Pravinchandra Ruparelia, being interested in the Agenda item Nos. 2 & 6 vacated the seat of Chairperson, for which Mr. Harshil Rajendrabhai Patel, presided as Chairperson of the meeting.

Thereafter, the members who have registered themselves as speakers upon having sent their request as such in advance as per the procedure prescribed in the Notice of the Meeting were invited to ask questions, seek clarification and/or otherwise offer their view/comments related to any item of business of the Meeting and Company. The queries raised by the speaker members were replied.

Further there were no queries asked by the shareholders present in the meeting via Chat-Board facility.

The Company Secretary informed the members that the results of the e-voting and remote e-voting will be announced on receipt of Scrutinizer's Report and the same will be placed on the company's website viz. https://www.sweetdreams.in/ and on the website of NSDL viz. www.evoting.nsdl.com

Further the same will also be disseminated to the National Stock Exchange of India Limited where the equity shares of the Company are listed at i.e. www.nseindia.com

Thereafter, Mr. Utpalbhai Pravinchandra Ruparelia offered vote of thanks to all the Members, Directors, Key Managerial Personnel, Statutory Auditor, Secretarial Auditor, Scrutinizer and NSDL for their assistance and participation in the meeting.

Further, Ms. Poojaben Shah declared that the AGM concluded at 02:31 PM (IST) with the permission of the Chairperson of the Meeting. The electronic voting facility was kept open for 15 minutes post conclusion of the meeting to enable the members to cast their votes. Accordingly, the e-voting ended at 02:46 PM (IST).

For S D RETAIL LIMITED

SHAH POOJABEN
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Date: 2025.09.25 16:45:33 +05'30'

POOJABEN SHAH
Company secretary & Compliance officer
Membership No. A73158