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SWEET DREAMS

S D RETAIL LIMITED

(Formerly knowns as S D Retail Private Limited)
CIN: U52520GJ2004PLC056076

Our Company was originally incorporated as "S D Retail Private Limited" vide registration no. 146313 under the provisions of the Companies Act 1956 pursuant to Certificate of Incorporation dated May 14, 2004 issued by Registrar of Companies, Mumbai, Maharashtra. Further, the registered office of our Company was shifted from Mumbai, Maharashtra to Ahmedabad, Gujarat w.e.f. February 09, 2009. Subsequently our Company was converted into Public Limited Company and name of company was changed from "S D Retail Private Limited" to "S D Retail Limited" vide fresh certificate of incorporation dated June 19, 2024 issued by the Registrar of Companies, Central Processing Centre. For further details, please refer to chapter titled "History and Corporate Structure" beginning on page 171 of the Red Herring Prospectus.

Registered Office: C-929, Stratum at Venus ground, Nr. Jhansi Ki Rani Statue, Nehrunagar, Ambawadi, Ahmedabad, Gujarat -380006, India;
Tel No.: +91 7043106787; Email: info@sweetdreamsindia.com, Website: www.sweetdreams.in; Contact Person: Ms. Sakshi Singh Chauhan, Company Secretary and Compliance Officer.

OUR PROMOTERS: INDIVIDUAL PROMOTER: MR. HITESH PRAVINCHANDRA RUPARELIA AND MR. UTPALBHAI PRAVINCHANDRA RUPARELIA
CORPORATE PROMOTER: M/S. SWEET DREAMS LOUNGEWEAR (INDIA) LLP (FORMERLY KNOWN AS SWEET DREAMS LOUNGEWEAR (INDIA) PRIVATE LIMITED) AND M/S. GRACE GARMENTS LLP (FORMERLY KNOWN AS GRACE GARMENTS LIMITED)

The company is in the business of designing, manufacturing, outsourcing, marketing, and retailing sleepwear under the brand name "SWEET DREAMS". SWEET DREAMS is a sleepwear-focused company offering a wide portfolio of stylish and comfortable sleepwear for the entire family, celebrating the transition from work to home life and catering to every aspect of downtime.

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 49,60,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF S D RETAIL LIMITED ("SDRL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. [●] LAKHS ("THE ISSUE"), OF WHICH UPTO 2,50,000 EQUITY SHARES OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 47,10,000 EQUITY SHARES OF RS. 10/- EACH INCLUDING A SHARE PREMIUM OF RS [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.49% AND 25.16%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the equity shares are proposed to be listed on SME Platform of National Stock Exchange of India Limited (NSE EMERGE)
For further details, please refer chapter titled "Terms of The Issue" beginning on Page No. 244 of the Red Herring Prospectus.

- QIB Portion: Not More than 50% of the Net Issue
- Retail Individual Bidders Portion: Not Less than 35% of the Net Issue
- Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue

Price Band: ₹ 124/- to ₹ 131/- per Equity Share of Face Value ₹ 10/- each.
The Floor Price is 12.40 times of the Face Value and the Cap Price is 13.10 times of the Face Value.
Bids can be made for a minimum of 1000 Equity Shares and in multiples of 1000 Equity Shares thereafter

In making an investment decision, potential investors must rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

RISKS TO INVESTORS:

- (i) The application has been filed to NCLT under section 9 of Insolvency and Bankruptcy Code, 2016 against our Company and the same is pending with NCLT, Ahmedabad. Any adverse outcome of the pending proceeding will impact the operations of our Company.

(ii) Our products are sold under a single brand, 'SWEET DREAMS'. Any inability to effectively market our products, or any deterioration in public perception of our brand, could affect consumer footfall and consequently adversely impact our business, financial condition, cash flows and results of operations.

(iii) Our business is primarily concentrated on the sale of women's sleepwear's and is vulnerable to variations in demand and changes in consumer preferences which could have an adverse effect on our business, results of operations and financial condition.

(iv) We operate in highly competitive markets in each of our product segments in both offline and online channels and an inability to compete effectively may adversely affect our business, results of operations and financial condition. Further, pricing pressure from our competitors may affect our ability to maintain or increase our product prices and, in turn, our revenue from product sale, gross margin and profitability, which may materially and adversely affect our business, cash flows, results of operations and financial condition.

(v) If we are unable to predict customer demands and maintain optimum inventory level there may be an adverse effect on our results of operations, financial condition, and cash flows.

(vi) Current locations of our exclusive brand outlets may become unattractive, and suitable new locations may not be available for a reasonable price, if at all. In addition, we are exposed to all of the risks associated with leasing real estate and any adverse developments could materially affect our business, results of operations and financial condition.
- (vii) There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such past or future non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.

(viii) Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditors of our Company as required under the provisions of ICDR.

(ix) Our inability to effectively manage or expand our retail network may have an adverse effect on our business, results of operations and financial condition.

(x) While we design our products in-house, we rely on outsourcing the manufacturing of finished products to third-party manufacturing partners, without exclusivity arrangements and are dependent on them for our finished goods. Any inability to obtain sufficient quantities of apparel of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third-party manufacturing partners' operations and performance, could adversely affect our business, cash flows, results of operations and financial condition.

(xi) The Merchant Banker associated with the Issue has handled 48 public Issue out of which 2 Issue closed below Issue price on listing date. below are the details;
- | Particulars | Number of Issues/
Issue Handled | Issues closed below
Issue price on listing date |
|-------------|------------------------------------|--|
| Main Board | Nil | Nil |
| SME | 48 | 2 |

ASBA*

Simple, Safe, Smart way of Application- Make use of it!!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to Issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below. Mandatory in Public Issues from January 01, 2016. No cheque will be accepted



UPI-Now available in ASBA for Retail Individual Investors (RII)**

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBS) or to use the facility of linked online trading, demat and bank account. Investors have to apply through the ASBA process. *ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 255 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document.

*ASBA forms can be downloaded from the website National Stock Exchange of India Limited ("NSE") and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.

**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Axis Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number- 18001201740 and Mail Id- ipo.upi@npci.org.in. * For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For Issue related grievance investors may contact: Beeline Capital Advisors Private Limited - Mr. Nikhil Shah (079 – 49185784/ +91 99988 81702) (mb@beelinemb.com).

IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015, DATED NOVEMBER 10, 2015 AND ALL THE POTENTIAL INVESTORS SHALL PARTICIPATE IN THE ISSUE ONLY THROUGH AN APPLICATION SUPPORTED BY BLOCKED ACCOUNT ("ASBA") PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF CERTIFIED SYNDICATE BANKS ("SCSBS") FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/TPD1/CIR/P/2023/140, FOR IMPLEMENTATION OF PHASED III FOR UPI FACILITY, WHICH IS EFFECTIVE FROM DECEMBER 01, 2023 ON MANDATORY BASIS, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILISE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT ("ASBA") PROCESS PROVING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNTS OR UPI ID (IN CASE OF RIIS), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBS OR UNDER THE UPI MECHANISM, AS APPLICABLE. FOR DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE CHAPTER TITLED "ISSUE PROCEDURE" ON PAGE 255 OF THE RED HERRING PROSPECTUS. IN CASE OF DELAY, IF ANY IN UNBLOCKING/ REFUND THE FUND, OUR COMPANY SHALL PAY INTEREST ON THE APPLICATION MONEY AT THE RATE OF 15%PER ANNUM FOR THE PERIOD OF DELAY. THE ISSUE IS BEING MADE UNDER PHASE III OF THE UPI (ON MANDATORY BASIS).

BID/ ISSUE PROGRAMME

ANCHOR INVESTORS	Thursday, September 19, 2024
Bid Opening Date	Friday, September 20, 2024
Bid Closing Date (T day)	Tuesday, September 24, 2024
Finalization of basis of allotment with the Designated Stock Exchange/ Allotment of Securities (T +1 Day)	On or Before Wednesday, September 25, 2024
Initiation of Unblocking of Funds/refunds (T +2 Days)	On or Before Thursday, September 26, 2024
Credit of Equity Shares to demat accounts of Allotees (T +2 Days)	On or Before Thursday, September 26, 2024
Commencement of Trading of Equity Shares on the Stock Exchanges/Listing Date (T + 3 Days)	On or Before Friday, September 27, 2024

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