SS Retail Limited

Formerly known as: SS Retail Private Limited & SS Communication & Services Pvt. Ltd. CIN - U51599PN2016PLC164991

REGD Office : 399, 'E' Basant Bahar Road, Ratikamal Complex, Kolhapur, Maharashtra, India- 416003 Mob: +91 8600 666 111. Email - info@ssmobile.com

CERTIFIED TRUE COPY OF THE RESOUTION PASSED AT (FY 2026-27) MEETING OF THE BOARD OF DIRECTORS OF SS RETAIL PRIVATE LIMITED (FORMERLY KNOWN AS SS COMMUNICATION & SERVICES PRIVATE LIMITED) HELD ON FRIDAY, 24TH DAY OF JULY, 2026 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 399, E, BASANT BAHAR ROAD, RATIKMAL COMPLEX, SHOP 6-7, KOLHAPUR - 416003 AT 12.00 PM

<u>ADOPTION OF THE REVISED OFFER STRUCTURE FOR INITIAL PUBLIC OFFER</u>

The Chairman informed the Board that pursuant to the discussions with BRLMs and receipt of the revised consent letters from the Selling Shareholders, the Company has decided to revise the Offer structure which was approved by the board by its resolution dated November 29, 2025 and by the shareholders' by their resolution dated December 8, 2025. The revised Offer structure will be as follows:

	Existing Offer Structure (in Rs. Million)	**Revised Offer Structure (in Rs. Million)**
Fresh Issue	3000.00	3600.00
Offer for Sale	2000.00	1400.00

After brief discussions, the following resolution was passed by the Board:

"**RESOLVED THAT** subject to approval of the shareholders of the Company by means of a special resolution at the ensuing general meeting and pursuant to the provisions of Sections 23, 28, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended and any statutory modifications or re-enactment thereof, for the time being in force) (Companies Act), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (GoI), the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Department for Promotion of Industry and Internal Trade (DPIIT) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the Applicable Laws), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (Stock Exchanges), and subject to any approvals from the GoI, the Registrar of Companies, Maharashtra at Pune (RoC), SEBI, RBI, Stock Exchanges, the Department of Economic Affairs (DEA), DPIIT, and all other appropriate statutory authorities and departments (Regulatory Authorities), and any third parties including but not limited to lender(s) of the Company and such other approvals, consents, waivers, permissions and sanctions and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board of the Company be and is hereby accorded to revise the offer structure for the initial public offer of Equity Shares aggregating to ₹ 5,000 million comprising of a fresh issue aggregating upto INR 3,600.00 Million (‘**Fresh Issue**’) together with an offer for sale aggregating upto INR 1,400.00 Million, by certain existing shareholder(s) of our Company (collectively, the ‘Selling Shareholder(s)’ and such offer for sale, the Offer for Sale and together with the Fresh Issue, the ‘**Offer’**) at a price to be determined by the Company and its Selling Shareholder(s) in consultation with the book running lead managers appointed in respect of the Offer (BRLMs), through the book building process in terms of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and Company Secretary and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

CERTIFIED TRUE COPY
SS RETAIL LIMITED

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SIDDHARTH GUNVANT SHAH
DIRECTOR
DIN: 07530121
Address: 126 Pallavi, Near Tower Garden,
Ruikar Colony, Karvir,
Kolhapur 416005.

Date : 28/08/2026
Place: Kolhapur