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 2025-26) MEETING OF THE BOARD OF DIRECTORS OF SS RETAIL LIMITED (FORMERLY KNOWN AS SS RETAIL PRIVATE LIMITED & SS COMMUNICATION & SERVICES LIMITED) HELD ON SATURDAY, 27TH DECEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 399, E, BASANT BAHAR ROAD, RATIKMAL COMPLEX, SHOP 6-7, KOLHAPUR - 416003 AT 10.30 AM

TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS

The Chairman placed before the Board the draft red herring prospectus (**DRHP**), duly initialed by the Chairman for the purpose of identification, of the Company for approval. The Board approved the same and passed the following resolution:

"**RESOLVED THAT** further to the Board Resolution dated November 29, 2025 and Shareholders Resolution dated December 8, 2025 approving the proposed initial public offering (**Offer**) of equity shares of the Company of face value of ₹ 10 each (**Equity Shares**), the Draft Red Herring Prospectus for the Offer of the Equity Shares, comprising a fresh issue of Equity Shares aggregating up to ₹ 3,000.00 million (**Fresh Issue**) together with an offer for sale of Equity Shares aggregating up to ₹ 2,000.00 million, by certain existing shareholders of our Company (**Selling Shareholders**) (such offer for sale being referred as the 'Offer For Sale', and along with the Fresh Issue, collectively, the '**Offer**') containing as required under the notified provisions of the Companies Act, 2013 as amended and the rules and regulations framed there under) (**Companies Act**) and 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 Obligation and Disclosure Requirements) Regulations, 2015, as amended (**SEBI Listing Regulations**) and other applicable law, draft red herring prospectus, (containing the requisite information as prescribed by applicable laws and regulations) is placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted for filing with the Securities and Exchange Board of India (**SEBI**) and the relevant stock exchanges, as the case may be, and such other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, the SEBI ICDR Regulations and other applicable law.

RESOLVED FURTHER THAT Mr. Sidharth Gunvant Shah and Mr. Harshal Kishor Parekh the Directors of the Company and Mr. Rajneesh Gulati the Chief Financial Officer, be and are hereby authorized to sign the said DRHP on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions.

RESOLVED FURTHER THAT the IPO Committee, as constituted on November 29, 2025 be and is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI.

RESOLVED FURTHER THAT the IPO Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT Mr. Kishor Babaso Hupare, the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to take all steps for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution under the signature of any of the Directors be submitted with the concerned regulatory authorities."

CERTIFIED TRUE COPY
SS RETAIL LIMITED

Siddharth Gunvant Shah

Digitally signed by Siddharth Gunvant Shah
Date: 2025.12.27 19:34:27 +05'30'

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

PLACE: KOLHAPUR
DATE: 27-12-2025