7NR RETAIL LIMITED

(CIN: L52320GJ2012PLC073076)
Reg.Off.: Godown No-1, 234/1+234/2, FP-69/3, Sadashiv Kanto, B/h Bajaj Process, Narol Chokdi, Narol Ahmedabad GJ 382405
Email Id.: info@7nrretailltd.in, Contact no.: +91 6357214201

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF BOARD OF DIRECTORS OF 7NR RETAIL LIMITED HELD ON WEDNESDAY, 08TH JULY, 2026 COMMENCED AT 4:00 P.M. AND CONCLUDED AT 7:30 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GODOWN NO-1, 234/1234/2, FP-69/3, SADASHIV KANTO, B/H BAJAJ PROCESS, NAROL CHOKDI, NAROL, AHMEDABAD, GUJARAT– 382 405

Approved the issue of equity shares of the company on preferential basis for consideration other than cash (share swap):

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015("SEBI LODR Regulations"), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and subject to the approval of shareholders in the ensuing Annual General Meeting which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of be and is hereby accorded to create, offer, issue and allot 9,00,00,000 (Nine Crore Only) equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 10/- as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of for the acquisition of 90,00,000 (Ninety Lakhs Only) equity shares ("Sale Shares") of M/s. Cultureantique Jewellery Private Limited ("CJPL") from the Proposed Allottees at a price of Rs. 100/- (Rupees One Hundred Only) per equity share of CJPL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	*Name of the proposed Allottees*	*Nature of persons who are the ultimate beneficial owner*	*Equity Shares proposed to be allotted*	*Category*	*Allottee is QIB/MF/FI/ Trust/Banks*
1	Maulik Patel	Not Applicable	45,00,000	Non - Promoter	Not applicable
2	Chandrikaben Kanubhai Patel	Not Applicable	45,00,000	Non - Promoter	Not applicable
3	Rakeshkumar Narayanbhai Patel	Not Applicable	45,00,000	Non - Promoter	Not applicable

4	Varcas Decor Private Limited	(i) HENIL RAMESHBHAI PATEL (ii) GANATRA HARSHADBHAI JETHALAL	1,62,00,000	Non - Promoter	Not applicable
5	Kailashben Chandrakant Patel	Not Applicable	45,00,000	Non - Promoter	Not applicable
6	Kinjalben Maulik Patel	Not Applicable	45,00,000	Non - Promoter	Not applicable
7	Arha Online Marketing Private Limited	(i) RAJ DHIRAJBHAI DESAI (ii) SUNIL G PATEL	1,62,00,000	Non - Promoter	Not applicable
8	Kokilaben Vinodchandra Patel	Not Applicable	5,49,000	Non - Promoter	Not applicable
9	Alpaben Raval	Not Applicable	5,49,000	Non - Promoter	Not applicable
10	Briny Digitalize Private Limited	(i) NISHANT PATEL (ii) SHREEPAD H PATEL	1,70,10,000	Non - Promoter	Not applicable
11	Shree Nathji Cold Storage Private Limited	(i) PATEL KOSHA (ii) HALVADIA SONAL HARDIKBHAI	1,69,92,000	Non - Promoter	Not applicable

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 08st July, 2026, being the working day immediately preceding the date 30 (thirty) days prior to the date of Annual General Meeting to approve this offer.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

(a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of:
   - (i) date of the approval of this special resolution passed; or
   - (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

(b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, CJPL and Proposed Allottees, subject to approval by the board of directors of the Company;

(c) No partly paid-up Equity Shares shall be issued and allotted;

(d) Allotment of the Equity Shares shall only be made in dematerialised form;

(e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

(f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and

(g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, the Managing Director and /or any Director, and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

For 7NR Retail Limited

HIT SHAH

Digitally signed by HIT SHAH
Date: 2026.08.02 15:56:01 +05'30'

Hit Shah
Managing Director
DIN: 11828132