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

August 01, 2026

To,
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.

<u>Scrip Code: 540615</u>

<u>Subject:</u> Corrigendum to the notice of 14th Annual General Meeting

Ref.: Notice of Annual General Meeting dated July 16, 2026

Dear Sir/Madam,

We refer to our earlier communication dated July 16, 2026, submitting the notice of the Annual General Meeting ('AGM") of 7NR Retail Limited ("the Company") scheduled to be held on Friday, August 07, 2026 at 4:00 P.M (IST), through Video Conferencing ("VC") /Other Audio-Visual Means ("the AGM Notice").

As mentioned in our aforesaid communication, the Company had sent the AGM Notice dated July 16, 2026, through email on the same date to its Shareholders in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In this connection, a Corrigendum dated August 01, 2026 to the AGM Notice ("the Corrigendum") is being issued to inform the Company's shareholders regarding certain amendments/changes/ clarifications in the AGM Notice.

In accordance with the applicable MCA and SEBI Circulars, the Corrigendum along with the Updated AGM Notice is being issued, only through e-mail, to the Company's Shareholders (as on Friday, July 07, 2026) whose e-mail addresses are registered with the Registrar and Transfer Agent ("RTA") / Depositories.

The Corrigendum to the notice of AGM Notice is enclosed and the same is also available on the Company's website at www.7nrretailltd.in and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com, being the agency appointed by the Company for the VC and e-voting facility for the Annual General Meeting.

Kindly take the same on record

Thanking you,

Yours faithfully,

For 7NR Retail Limited

HIT SHAH Digitally signed by HIT SHAH Date: 2026.08.01 17:11:35 +05'30'

Hit Shah
Managing Director
DIN: 11828132

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CORRIGENDUM TO THE NOTICE OF 14th ANNUAL GENERAL MEETING

CORRIGENDUM TO THE NOTICE OF 14th ANNUAL GENERAL MEETING OF 7NR RETAIL LIMITED ("COMPANY" OR "7NR") WILL BE HELD ON FRIDAY, 7TH AUGUST, 2026 AT 4:00 P.M (ISI) THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM), to transact the business matters stated in the Original Notice of Annual General Meeting dated July 16, 2026 and this corrigendum to the Notice of Annual General Meeting issued by the Company to the Shareholders.

The Company is issuing this corrigendum in respect of the following matters forming part of Resolution No. 6 and its Explanatory Statement annexed hence the Notice of AGM dated July 16, 2026, shall be read along with this to the notice of AGM.

The Company, through this corrigendum, aims to inform the Members of the Company regarding certain amendments, changes, clarifications (the Amendments) in the AGM Notice (the Corrigendum) The following are the brief details of the Amendments:

1. **Name and Address of Valuer:**
   The valuation was conducted by Navin Khandelwal, Chartered Accountant and Registered Valuer – SFA.
   Office Address: 206, Navneet Plaza, Old Palasia, Indore (M.P.)-452018
   Registration No. IBBI/RV/05/2019/10779
   Contact Details:
   Ph. 9893033618
   e-mail: navink25@yahoo.com

   The above information is also available on the Company's website at the following link: https://www.7nrretailltd.in/docs/Valuation%20Report.pdf

2. **Swap ratio, swap details:**

   As per the valuation report issued by the Registered Valuer, the total equity valuation of Cultureantique Jewellery Private Limited has been determined at Rs. 89,63,75,140 (Rupees Eighty-Nine Crore Sixty-Three Lakhs Seventy-Five Thousand One Hundred only).

   In consideration of the aforesaid valuation and pursuant to the Share Purchase Agreement proposed to be executed with the Proposed Allottees, the Company proposes to discharge the purchase consideration, inter alia, by way of issuance of equity shares on a preferential basis.

   Accordingly, the Company shall issue and allot 9,00,00,000 (Nine Crore only) Equity Shares of face value ₹10/- (Rupees Ten only) per equity share to the Proposed Allottees.

   The proposed allottees will receive 10 (Ten) equity share of Rs. 10 (Rupees Ten Only) of acquirer company in exchange of 1 (One) share of Rs. 100 (Rupees One Hundred Only) of target company.

3. **The company is frequently traded or infrequently traded.**
   The equity shares of the Company are frequently traded as per provisions of SEBI ICDR Regulations.

4. **Current and proposed status of allotees.**
   The current and proposed status updated in this Corrigendum to the Notice

5. **Notice as per Regulation 163 of SEBI (ICDR), 2018.**
   Notice and its explanatory statement prepared as per regulation 163 of SEBI (ICDR), 2018 this corrigendum

6. **Change the Name of Proposed Allottee**
   Under Item No. 6 the name of the proposed allottee appearing at Sr. No. 8 shall be read as Kokilaben Vinodchandra Patel (Category – Individual) in place of Umesh Mukundbhai Patel (Category – Individual). The corresponding disclosure in the Explanatory Statement shall also stand modified to reflect the name of the proposed allottee as Kokilaben Vinodchandra Patel (Category – Individual).

   Due to the aforesaid changes, the corresponding amendments have been made in the Notice of AGM wherever applicable. It has been identified that one of the proposed allottee mentioned in the AGM Notice.

   For the sake of utmost clarity and better understanding, the Amendments as mentioned in this Corrigendum are updated / incorporated in the AGM Notice and the same is annexed to this Corrigendum for reference. Accordingly, this Corrigendum dated August 01, 2026 to the AGM Notice is being issued. This Corrigendum is being sent only through e-mail to those Members whose e-mail addresses are registered with the Registrar and Transfer Agent ("RTA") / Depositories as on Friday, July 07, 2026 in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

   This Corrigendum to AGM Notice are available on the Company's website at www.7nrretailltd.in, on the websites of Stock Exchange, i.e. BSE Limited at www.bseindia.com, respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com, being the agency appointed by the Company for the VC and e-voting facility for the Annual General Meeting. All other particulars and details as mentioned in the AGM Notice dated July 16, 2026, save and except as modified or amended by this Corrigendum, shall remain unchanged. This Corrigendum shall form an integral part of the AGM Notice.

SPECIAL BUSINESS:

6. **To approve issue of equity shares of the company on preferential basis for consideration other than cash (share swap):**

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:

"**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 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 the members of the Company 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/-each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to the shareholders 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 Rs. 90,00,00,000/- (Rupees Ninety Crore Only) ("Purchase Consideration") for the acquisition of 90,00,000 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	Shares held in share holding of Target Company (Rs. 100/- per share)	Equity Shares proposed to be allotted (Rs. 10/- Per share)	Current Status / Category	Proposed Status / Category	Allottees QIB/MF/FI /Trust/
1	Maulik Patel	Not applicable	4,50,000	45,00,000	Non-Promoter	Non-Promoter	Not Applicable
2	Chandrikaben Kanubhai Patel	Not applicable	4,50,000	45,00,000	Non-Promoter	Non-Promoter	Not Applicable
3	Rakeshkumar Narayanbhai Patel	Not applicable	4,50,000	45,00,000	Non-Promoter	Non-Promoter	Not Applicable
4	Varcas Decor Private Limited	(i) Henil Rameshbhai Patel (ii) Ganatra Harshadbhai Jethalal	16,20,000	1,62,00,000	Non-Promoter	Non-Promoter	Not Applicable
5	Kailashben Chandrakant Patel	Not applicable	4,50,000	45,00,000	Non-Promoter	Non-Promoter	Not Applicable
6	Kinjalben Maulik Patel	Not applicable	4,50,000	45,00,000	Non-Promoter	Non-Promoter	Not Applicable
7	Arha Online	(i) Raj	16,20,000	1,62,00,000	Non-	Non-	Not

	Marketing Private Limited	Dhirajbhai Desai (ii) Sunil G Patel			Promoter	Promoter	Applicable
8	Kokilaben Vinodchandra Patel	Not applicable	54,900	5,49,000	Non-Promoter	Non-Promoter	Not Applicable
9	Alpaben Raval	Not applicable	54,900	5,49,000	Non-Promoter	Non-Promoter	Not Applicable
10	Briny Digitalize Private Limited	(i) Nishant Patel (ii) Shreepad H Patel	17,01,000	1,70,10,000	Non-Promoter	Non-Promoter	Not Applicable
11	Shree Nathji Cold Storage Private Limited	(i) Patel Kosha (ii) Halvadia Sonal Hardikbhai	16,99,200	1,69,92,000	Non-Promoter	Non-Promoter	Not Applicable

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.

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 July 08, 2026, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer."

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

i) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.

RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary/ Practising Chartered Accountant certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.

Registered Office:
Godown No-1, 234/1+234/2, FP-69/3, Sadashiv Kanto, B/h Bajaj Process, Narol Chokdi, Narol, Ahmedabad, Gujarat – 382 405.

By the Order of the Board of
7NR Retail Limited

Sd/-
Dilipbhai Vitthaldas Patel
Director
DIN: 11661239

Sd/-
Hit Shah
Managing Director
DIN: 11828132

Place: Ahmedabad
Date: August 01, 2026

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM No. 06

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. **Objects of this issue:**
   To acquire 90,00,000 (Ninety Lakhs Only) equity shares of M/s. Cultureantique Jewellery Private Limited ("CJPL") equivalent to 100% of paid- up share capital of CJPL. The Company has agreed to discharge Purchase Consideration payable for the acquisition of the CJPL by acquiring 90,00,000 (Ninety Lakhs Only) Equity Shares constituting 100.00% stake of the CJPL from the Proposed Allottees for consideration other than cash - settled by allotment of Equity Shares of the Company (Share swap) as mentioned in resolution in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange and any other regulatory approvals, as may be applicable.

   Brief background of M/s. Cultureantique Jewellery Private Limited ("CJPL") (target company)
   The M/s. Cultureantique Jewellery Private Limited ("CJPL") is incorporated under the Companies Act, 2013, having the registered office at 4th. F. 413, Ten-11, Nr. Union Bank, C.G. Road, Navrangpura, Ahmedabad - 380009, the CJPL is engaged in the business of manufacturing and trading of gold and silver Jewellery.

   Rationale for acquisition of the target company:
   The proposed acquisitions are strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. These acquisitions will facilitate to diversify the existing business without impacting on the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders. Considering the business expansion strategies and with a view to explore emerging business opportunities, unearthing new synergies of growth and value creation for our diverse stakeholders, the Company proposes to acquire the CJPL. The proposed acquisition has good potential and bright prospects for the Company. The new opportunities would allow the company to diversify its operation thereby, scaling up its growth, contributing immensely to the bottom line of the Company, and unlocking shareholder wealth.

   Swap ratio, swap details

   As per the valuation report issued by the Registered Valuer, the total equity valuation of Cultureantique Jewellery Private Limited has been determined at Rs. 89,63,75,140 (Rupees Eighty-Nine Crore Sixty-Three Lakhs Seventy-Five Thousand One Hundred only).

   In consideration of the aforesaid valuation and pursuant to the Share Purchase Agreement proposed to be executed with the Proposed Allottees, the Company proposes to discharge the purchase consideration, inter alia, by way of issuance of equity shares on a preferential basis.

Accordingly, the Company shall issue and allot 9,00,00,000 (Nine Crore only) Equity Shares of face value ₹10/- (Rupees Ten only) per equity share to the Proposed Allottees.

The proposed allottees will receive 10 (Ten) equity share of Rs. 10 (Rupees Ten Only) of acquirer company in exchange of 1 (One) share of Rs. 100 (Rupees One Hundred Only) of target company.

The above allotment is being made pursuant to a share swap arrangement for acquisition of 90,00,000 (Ninety Lakhs Only) equity shares representing 100% of the issued and paid-up share capital of CJPL.

The equity shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects

2. **The total/maximum number of securities to be issued / particulars of the offer/ Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**
The Company intends to issue a maximum 9,00,00,000 (Nine Crore Only) equity shares of face value Rs. 10/- per share as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

The issue of equity share shall be subject to the following terms and conditions:
a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
f) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
g) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock - in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at offer/invitation is being made:**

The Equity Shares of the Company are frequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is July 08, 2026, 30 days prior to the date of Passing of the Special Resolution in the AGM.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.
The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link: https://www.7nrretailltd.in/docs/Valuation%20Report.pdf.

4. **Name and Address of Valuer who performed Valuation:**
   The valuation was conducted by Navin Khandelwal, Chartered Accountant and Registered Valuer – SFA.
   Office Address: 206, Navneet Plaza, Old Palasia,
   Indore (M.P.)-452018
   Registration No. IBBI/RV/05/2019/10779
   Contact Details:
   Ph. 9893033618
   e-mail: navink25@yahoo.com

   The above information is also available on the Company's website at the following link: https://www.7nrretailltd.in/docs/Valuation%20Report.pdf.

5. **Amount which the Company intends to raise by way of issue of Equity Shares**
   The proposed preferential issue is other than cash (Share swap).

6. **Principal terms of Assets charged as securities:**
   Not Applicable

7. **Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**
   None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S. No.	Category	Pre-issue		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	**Promoter's Holding**				
	Individual	-	-	-	-
	Body-Corporate	-	-	-	-
	Sub-total (A)	-	-	-	-
B	**Non-Promoters' holding:**				
	Individual	2,63,43,708	94.06%	4,99,41,708	42.32%
	Body-Corporate	4,90,511	1.75%	6,68,92,511	56.69%
	Others (including HUF, NRI)	11,72,581	4.19%	11,72,581	0.99%
	Sub-total (B)	**2,80,06,800**	**100.00%**	**11,80,06,800**	100.00%

	Grand Total (A+B)	**2,80,06,800**	**100.00%**	**11,80,06,800**	**100.00%**

9. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**
   The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**
    There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
    During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

12. **Valuation for consideration other than cash:**
    The valuation of the same is based on the independent valuation report received from CA Navin Khandelwal, Chartered Accountants, Registered Valuer- Securities and Financial Assets (Reg No: IBBI/RV/05/2019/10779) having office at 206, Navneet Plaza, Old Palasia, Indore (M.P.)-452018, in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link: https://www.7nrretailltd.in/docs/Valuation%20Report.pdf.

13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

    The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 90,00,000 (Ninety Lakhs Only) Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 06 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

14. **Lock-in:**
    The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations.

15. **Listing**:
    The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. **Certificate**:
    As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the

SEBI ((ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.7nrretailltd.in/pages/preferential-issue2026.php.

17. **Undertakings**:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees; and
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. **Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower**:
It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter**:

S. No.	**Name of the proposed allottee**	**Pre-issue Category**	**The name of natural persons who are ultimate beneficial owner**	**Pre-Issue**		**Shares held in share holding of Target Company (Rs. 100/- per share)**	**No. of Equity shares proposed to be allotted (Rs. 10/ per share)**	**Post-Issue (Refer Note 1below)**		
				No. of Shares	**Percentage holding (%)**			**Post-issue Category**	**No. of Shares**	**Percentage holding (%)**
1	Maulik Patel	Non-Promoter	Not Applicable	-	-	4,50,000	45,00,000	Non-Promoter	45,00,000	3.81%
2	Chandrikaben Kanubhai Patel	Non-Promoter	Not Applicable	-	-	4,50,000	45,00,000	Non-Promoter	45,00,000	3.81%
3	Rakeshkumar Narayanbhai Patel	Non-Promoter	Not Applicable	-	-	4,50,000	45,00,000	Non-Promoter	45,00,000	3.81%
4	Varcas Decor Private Limited	Non-Promoter	(i) Henil Rameshbhai Patel (ii) Ganatra Harshadbhai Jethalal	-	-	16,20,000	1,62,00,000	Non-Promoter	1,62,00,000	13.73 %
5	Kailashben Chandrakant Patel	Non-Promoter	Not Applicable	-	-	4,50,000	45,00,000	Non-Promoter	45,00,000	3.81%

6	Kinjalben Maulik Patel	Non-Promoter	Not Applicable	-	-	4,50,000	45,00,000	Non-Promoter	45,00,000	3.81%
7	Arha Online Marketing Private Limited	Non-Promoter	(i) Raj Dhirajbhai Desai (ii) Sunil G Patel	-	-	16,20,000	1,62,00,000	Non-Promoter	1,62,00,000	13.73 %
8	Kokilaben Vinodchandra Patel	Non-Promoter	Not Applicable	-	-	54,900	5,49,000	Non-Promoter	5,49,000	0.47%
9	Alpaben Raval	Non-Promoter	Not Applicable	-	-	54,900	5,49,000	Non-Promoter	5,49,000	0.47%
10	Briny Digitalize Private Limited	Non-Promoter	(i) Nishant Patel (ii) Shreepad H Patel	-	-	17,01,000	1,70,10,000	Non-Promoter	1,70,10,000	14.41 %
11	Shree Nathji Cold Storage Private Limited	Non-Promoter	(i) Patel Kosha (ii) Halvadia Sonal Hardikbhai	-	-	16,99,200	1,69,92,000	Non-Promoter	1,69,92,000	14.40 %

20. **SEBI Takeover Code:**
In the present case none of the Proposed Equity Allottees would not attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. **Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**
The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. **Compliances:**
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. **Other disclosures/undertaking**
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 06 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Registered Office:
Godown No-1, 234/1+234/2, FP-69/3, Sadashiv Kanto, B/h Bajaj Process, Narol Chokdi, Narol, Ahmedabad, Gujarat – 382 405.

Place: Ahmedabad
Date: August 01, 2026

By the Order of the Board of
7NR Retail Limited

Sd/-	**Sd/-**
Dilipbhai Vitthaldas Patel	**Hit Shah**
Director	**Managing Director**
DIN: 11661239	**DIN: 11828132**