



NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of shareholders of SAT KARTAR SHOPPING LIMITED ("Company") will be held on Friday, 29th August, 2025 at 10:00 A.M Virtually through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, and Report of Board of Directors of the Company and Statutory Auditors thereon, including Annexures thereto.

ITEM NO:1 To consider, review and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To re-appoint Ms. Richa Takkar (DIN: 09055080) as a Director who retires by rotation and being eligible, offers herself for re-appointment, as a Director of the company.

To consider, review and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 152 and the Companies (Appointment and qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act 2013, the approval of shareholders of the Company, be and is hereby accorded for the re-appointment of Ms. Richa Takkar (DIN: 09055080) as a "Director", who shall be liable to retire by Rotation."

3. To declare Final dividend on Equity Shares for Financial Year ended March 31, 2025

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of ₹0.70 (Seventy Paise only) per equity share of face value ₹ 10/- each be and is hereby declared for the financial year ended 31st March, 2025 which was recommended by the board in the board meeting held on 17.05.2025 and the same is to be paid to those shareholders whose names appear in the Register of Members and/or in the records of the Depositories as beneficial owners of the shares as on the Record Date i.e. 22nd August, 2025 fixed for this purpose."

SPECIAL BUSINESS

4. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Registrar of Companies and/or such other regulatory authorities as may be required, consent of the members be and is hereby accorded to alter Object Clause III(A) of the Memorandum of Association of the Company by inserting the following sub-clause as new sub-clause 10, 11, 12, 13, 14 and 15 after the existing sub-clause 09:**

Clause 10. To carry on the business in India and abroad of manufacturing, developing, marketing, trading, importing, exporting, and retailing of curated spiritual offerings and wellness-related products including but not limited to rudraksha beads, gemstones, idols, yantras, incense sticks, puja items, meditation accessories, spiritual and astrology books, audio and video content and any other items related to spiritual practices and rituals.

To provide spiritual consultation including astrology consultation, online/offline spiritual education, meditation programs, healing sessions, and related services through digital platforms and physical centers in India and abroad, and to collaborate with spiritual teachers, healers, coaches, and practitioners from various traditions for the development and delivery of curated offerings in India and abroad.

To publish books, journals, digital content, and audiovisual material in relation to spirituality, consciousness, mindfulness, astrology and personal transformation.

Clause 11. To carry on the business of advertising in all our offices/ branches, including the planning, creating, designing, developing, buying, selling, and placing of advertisements in newspapers, magazines, journals,

radio, television, internet, social media, outdoor hoardings, digital platforms, and any other media or medium now known or hereafter developed, and to act as advertising agency, consultants, and marketing promoters, including brand promotion and media planning or to appoint any advertising agency, consultants and marketing promoters etc for advertising.

To acquire, develop, purchase, lease, license, or otherwise obtain any copyrights, trademarks, designs, digital content, and intellectual property necessary for the execution of advertising and marketing assignments, and to hire or employ models, artists, influencers, copywriters, and other professionals required in the conduct of the advertising business.

Clause 12. To carry on the business of courier services, logistics, freight forwarding, cargo handling, transportation and delivery services, both domestic and international, including but not limited to the collection, dispatch, transport, and delivery of letters, parcels, packages, documents, goods, and consignments by land, air, sea, or any other mode of transport, and to act as agents, franchisees, contractors, or service providers in relation thereto.

To purchase, own, hire, lease, or otherwise acquire vehicles, warehouses, offices, communication systems and other infrastructure necessary for the operation and management of courier and logistics services, and to develop or operate tracking, routing, and delivery management systems, either manually or through digital platforms or technology-based applications.

Clause 13. To carry on the business of manufacturing, processing, assembling, fabricating, converting, altering, improving, packing, re-packing, labeling, grading, mixing, treating, and dealing in all kinds of goods including but not limited to Ayurveda products, nutraceuticals, merchandise, materials, components, products, and articles including but not limited to industrial, commercial, agricultural, consumer and capital goods, either directly or through collaboration, joint ventures, or any other arrangement in India or abroad. To establish, own, acquire, lease, or otherwise operate manufacturing units, factories, work shops, and production facilities for carrying out such activities and to procure, install, operate, and maintain plant, machinery, equipment, and tools necessary or incidental to the manufacturing and production process.

Clause 14. To design, develop, operate, maintain, and promote e-commerce platforms, online marketplaces, or digital portals for selling, reselling, trading, importing, exporting, or distributing a wide range of goods and services including but not limited to those mentioned in above clause i.e. not limited to Ayurveda products and nutraceuticals. To provide allied services such as digital payments, logistics, warehousing, marketing, affiliate services, CRM, and IT support for e-commerce operations.

Clause 15. To engage in import and export of goods and services across global markets including but not limited to Ayurveda products and nutraceuticals included distribution, trading, licensing, franchising, or representation of Indian and foreign brands; To establish joint ventures, liaison offices, partnerships, or subsidiaries abroad and enter into agreements, contracts, or strategic alliances with international firms for trade, consultancy, marketing, or distribution purposes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the Company's policy on dealing with related party transactions, consent of the members of the Company be and is hereby accorded to approve and ratify the material related party transactions entered into or to be entered into by the Company with the related party(ies), as set out below, for the financial year 2025-2026, on such material terms and conditions as agreed between the Company and the related parties(s).

| S.No. | Name of Related Parties | Mr, Manprit Singh Chadha | Plantomed Nutraceuticals Private Limited | Affiance Advertisement |
|-------|-------------------------|--------------------------|--|------------------------------------|
| 1 | Nature of Relationship | Promoter and COO | Subsidiary Company | Directors are partners in the firm |
| 2 | Value of Transaction | 1,50,00,000 | 5,00,00,000 | 60,00,000 |



| | | | | |
|---|--|---|---|---|
| 3 | Nature of Transaction | Remuneration | Marketing and promotion and Procurement of Goods | Slot Telecast Charges |
| 4 | Tenure of the transaction | transactions for financial year 2025-26. | transactions for financial year 2025-26. | transactions for financial year 2025-26. |
| 5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security | NA | NA | NA |
| 6 | Justification as to why the related party transaction is in the interest of the listed entity | The expertise, complementary strengths and competencies and facilities available within the Group are leveraged for enhancing operating efficiency through these transactions | These transactions are undertaken in furtherance of the ordinary course of business of the Company. | These transactions are undertaken in furtherance of the ordinary course of business of the Company. |

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution including the delegation of powers to any director or officer of the Company."

6. APPROVAL OF MANAGERIAL REMUNERATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Board and Nomination and Remuneration Committee, in accordance with the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded for the payment of remuneration to the Managing Director and other Executive Directors of the Company in the financial year 2025-2026, as set out below, which may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6) of SEBI (LODR) Regulations, 2015, during the financial year(s) 2025-2026:

| S.No. | Name | Amount of Remuneration (In INR) |
|-------|-------------------------|---------------------------------|
| 1. | Mr. Ved Prakash | 54,00,000/- |
| 2. | Mr. Sanjay Kumar | 15,44,400/- |
| 3. | Ms. Simrati Kaur | 30,00,000/- |
| 4. | Mr. Pranav Singh Chadha | 30,93,600/- |

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Nomination and Remuneration Committee), be and is hereby authorized to vary, revise or modify the terms and conditions of such remuneration, within the overall limits approved herein, and to take all such steps, acts, deeds, and things as may be necessary to give effect to this resolution."

For and on behalf of the Company
For Sat Kartar Shopping Limited

Place:-New Delhi
Date:- 04.08.2025

Sd/-
Ved Prakash
Managing Director
DIN: 08591808
Address: F -223, 3rd Floor,
Rishi Nagar, Rani Bagh,
North West Delhi, Saraswati Vihar
Delhi -110034

Notes

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 4, 5 & 6 of the accompanying Notice, is annexed hereto. Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 13th AGM of the Company is being held virtually.

3. The Notice convening this AGM along with the Integrated Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY25 will also be available on the Company's website www.satkartar.in & website of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (CDSL) at <https://evoting.cdslindia.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.
4. Since this AGM is held through Video Conference/Other Audio Visual Means ("VC/OAVM"), route map to the venue is not required and therefore, the same is not annexed to this Notice.
5. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Friday, August 22, 2025 ("Cut-off date") may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
6. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on firstcome-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis.
7. Appointment of Proxy and Attendance Slip:
Since the 13th AGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 13th AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.
8. The Company has appointed Ms. Vivek Rawal, Practising Company Secretary (Membership No. A43231 and Certificate of Practice No. 22687) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
9. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend / vote at the 13th AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at vivekrawal89@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and info@satkartar.in

10. Record Date:

Members may kindly note that Friday, August 22, 2025 has been fixed as the "Record Date" to determine entitlement of Members to the Final Dividend for the Financial Year 2024-25, if approved at the AGM.

11. Dividend:

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020.



Accordingly, the Final Dividend, as recommended by the Board of Directors, and if approved at the 13th AGM, shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 10 days from the date of declaration to the Members in respect of equity shares held by them in physical form, whose name appears as Member in the Company's Register of Members as on close of business hours on Friday, August 22, 2025; and to the beneficial owners in respect of equity shares held by them in dematerialized form, whose name appears in the list of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on close of business hours on Friday, August 22, 2025.

12. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]

13. Tax Deducted at Source ("TDS") on dividend:

For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail to compliances@skylinerta.com by 11.59 p.m. (IST) on Thursday, August 28, 2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

| Category of Shareholder | Document(s) to be submitted/ uploaded |
|--|--|
| Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax | <ul style="list-style-type: none"> i. Form No. 15G or ii. Form No. 15H |
| Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence. | <ul style="list-style-type: none"> • No Permanent Establishment • Declaration Beneficial Ownership Declaration • Tax Residency Certificate • Copy of electronically filed Form 10F • Any other document which may be required |

**If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]*

14. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in.

For further details, please refer to Integrated Annual Report and FAQs of investor page on Company's website www.satkaratrust.in-FAQs The procedure for claiming the shares from IEPF Authority is available on <https://satkartar.in/IEPFprocedure-for-claiming>.

15. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- i. For shares held in electronic mode: to their DPs

- ii. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act] If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.satkaratr.in-FAQs. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

16. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.satkaratr.in-FAQs and RTA at www.skylinerta.com [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024] # Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

17. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.
18. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on info@satkartar.in latest by Friday 22nd August, 2022, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to info@satkartar.in.



INSTRUCTIONS FOR E – VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on 26th August, 2025 9:00 A.M and ends on 28th August, 2025 and 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and

non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant < Sat Kartar Shopping Limited > on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vivekrawal89@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall

be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911



EXPLANATORY STATEMENT

ITEM NO. 04

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Board of Directors, in its meeting held on 4th August, 2025, has approved the proposal to alter the Object Clause of the Memorandum of Association ("MOA") of the Company by inserting new sub-clauses 10, 11, 12, 13, 14 and 15 in Clause III (A) – the Main Objects of the Company, after the existing sub-clause 09, subject to the approval of the shareholders by way of a special resolution.

The proposed addition of sub-clauses is aimed at enabling the Company to diversify and expand its business activities in line with emerging opportunities and future plans. The proposed alteration shall facilitate the Company to enter into new areas of operations and align its object clause with the evolving business environment and long-term strategic goals.

The following new sub-clauses are proposed to be inserted after the existing sub-clause 09 in Clause III(A) of the MOA:

Clause 10. To carry on the business in India and abroad of manufacturing, developing, marketing, trading, importing, exporting, and retailing of curated spiritual offerings and wellness-related products including but not limited to rudraksha beads, gemstones, idols, yantras, incense sticks, puja items, meditation accessories, spiritual and astrology books, audio and video content and any other items related to spiritual practices and rituals.

To provide spiritual consultation including astrology consultation, online/offline spiritual education, meditation programs, healing sessions, and related services through digital platforms and physical centers in India and abroad, and to collaborate with spiritual teachers, healers, coaches, and practitioners from various traditions for the development and delivery of curated offerings in India and abroad.

To publish books, journals, digital content, and audiovisual material in relation to spirituality, consciousness, mindfulness, astrology and personal transformation.

Clause 11. To carry on the business of advertising in all our offices/ branches, including the planning, creating, designing, developing, buying, selling, and placing of advertisements in newspapers, magazines, journals, radio, television, internet, social media, outdoor hoardings, digital platforms, and any other media or medium now known or hereafter developed, and to act as advertising agency, consultants, and marketing promoters, including brand promotion and media planning or to appoint any advertising agency, consultants and marketing promoters etc for advertising.

To acquire, develop, purchase, lease, license, or otherwise obtain any copyrights, trademarks, designs, digital content, and intellectual property necessary for the execution of advertising and marketing assignments, and to hire or employ models, artists, influencers, copywriters, and other professionals required in the conduct of the advertising business.

Clause 12. To carry on the business of courier services, logistics, freight forwarding, cargo handling, transportation and delivery services, both domestic and international, including but not limited to the collection, dispatch, transport, and delivery of letters, parcels, packages, documents, goods, and consignments by land, air, sea, or any other mode of transport, and to act as agents, franchisees, contractors, or service providers in relation thereto.

To purchase, own, hire, lease, or otherwise acquire vehicles, warehouses, offices, communication systems and other infrastructure necessary for the operation and management of courier and logistics services, and to develop or operate tracking, routing, and delivery management systems, either manually or through digital platforms or technology-based applications.

Clause 13. To carry on the business of manufacturing, processing, assembling, fabricating, converting, altering, improving, packing, re-packing, labeling, grading, mixing, treating, and dealing in all kinds of goods including but not limited to Ayurveda products, nutraceuticals, merchandise, materials, components, products, and articles including but not limited to industrial, commercial, agricultural, consumer and capital goods, either directly or through collaboration, joint ventures, or any other arrangement in India or abroad. To establish, own, acquire, lease, or otherwise operate manufacturing units, factories, workshops, and production facilities for carrying out such activities and to procure, install, operate, and maintain plant, machinery, equipment, and tools necessary or incidental to the manufacturing and production process.

Clause 14. To design, develop, operate, maintain, and promote e-commerce platforms, online marketplaces, or digital portals for selling, reselling, trading, importing, exporting, or distributing a wide range of goods and services

including but not limited to those mentioned in above clause i.e. not limited to Ayurveda products and nutraceuticals. To provide allied services such as digital payments, logistics, warehousing, marketing, affiliate services, CRM, and IT support for e-commerce operations.

Clause 15. To engage in import and export of goods and services across global markets including but not limited to Ayurveda products and nutraceuticals included distribution, trading, licensing, franchising, or representation of Indian and foreign brands; To establish joint ventures, liaison offices, partnerships, or subsidiaries abroad and enter into agreements, contracts, or strategic alliances with international firms for trade, consultancy, marketing, or distribution purposes.

A copy of the existing and proposed Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval by the members.

ITEM NO. 05

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In accordance with the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders is required for entering into material related party transactions and/or transactions not in the ordinary course of business or not at arm's length basis.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 4th August, 2025, have approved the proposed related party transactions and recommended the same for the approval of the shareholders.

Information pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021& under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

| S.No. | Name of Related Parties | Mr, Manprit Singh Chadha | Plantomed Nutraceuticals Private Limited | Affiance Advertisement |
|-------|--|---|---|---|
| 1 | Nature of Relationship | Promoter and COO | Subsidiary Company | Directors are partners in the firm |
| 2 | Value of Transaction | 1,50,00,000 | 5,00,00,000 | 60,00,000 |
| 3 | Nature of Transaction | Remuneration | Marketing and promotion and Procurement of Goods | Slot Telecast Charges |
| 4 | Tenure of the transaction | transactions for financial year 2025-26. | transactions for financial year 2025-26. | transactions for financial year 2025-26. |
| 5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security | NA | NA | NA |
| 6 | Justification as to why the related party transaction is in the interest of the listed entity | The expertise, complementary strengths and competencies and facilities available within the Group are leveraged for enhancing operating efficiency through these transactions | These transactions are undertaken in furtherance of the ordinary course of business of the Company. | These transactions are undertaken in furtherance of the ordinary course of business of the Company. |



These transactions are necessary for the smooth conduct of the business and are in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the respective related parties, are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in the accompanying Notice for approval of the members by way of an Ordinary Resolution

ITEM NO. 6

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

APPROVAL OF MANAGERIAL REMUNERATION IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 197 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), and Rules made thereunder, the Company is permitted to pay remuneration to its managerial personnel, including Managing Director/Whole-time Director/Manager, either within the limits specified under Section 197 or, in case of inadequacy or absence of profits, in accordance with the provisions of Schedule V of the Act.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 4th August, 2025 approved the payment of remuneration to Managing Director and Other Executive Directors for the financial year 2025-2026, which may exceeds the limits specified under Section 197 of the Act.

In view of the limits prescribed under Section 197 read with Schedule V, the approval of the shareholders by way of a special resolution is required for payment of such remuneration.

The approval sought is in the interest of the Company.

The details of the remuneration and other terms are provided in the resolution accompanying this notice and mentioned below:

| S.No | Name | Amount of Remuneration (In INR) |
|------|-------------------------|---------------------------------|
| 1. | Mr. Ved Prakash | 54,00,000/- |
| 2. | Mr. Sanjay Kumar | 15,44,400/- |
| 3. | Ms. Simrati Kaur | 30,00,000/- |
| 4. | Mr. Pranav Singh Chadha | 30,93,600/- |

None of the Directors, Key Managerial Personnel or their relatives, except Interested Director(s), are in any way concerned or interested in the said resolution.

The Board recommends the passing of the resolution set out at Item No. 6 as a Special Resolution.