



**SAT KARTAR**  
**SAT KARTAR SHOPPING LIMITED**  
**CIN: L52590DL2012PLC238241**

**Registered Office: 603, 6th Floor, Mercantile House, KG Marg, New Delhi, Delhi, India, 110001**  
**Website: [www.satkartar.in](http://www.satkartar.in), Email: [info@satkartar.in](mailto:info@satkartar.in)**  
**Tel: 011- 40550741**

### Notice of Postal Ballot

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

<b>Voting Starts Date</b>	<b>Voting Ends Date</b>
<b>Wednesday 05, November 2025</b>	<b>Thursday 04, December 2025</b>

#### **Dear Members,**

Notice is hereby given that the resolution set out below are proposed for approval by the Members of **Sat Kartar Shopping Limited** (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time, the General Circular No. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022, dated December, 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India(including any statutory modification(s) or re- enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the MCA Circular, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/RTA of the Company or / depository participant(s) and whose names appear in the Register

of Members / List of Beneficial Owners of the Company provided by the Depositories as on **Friday, October 31, 2025 (i.e. the “Cut-off Date”)**.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and hence all the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolution and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“Notice”).

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings (“SS-2”) the Company is offering the facility to its Members, to exercise their right to vote on the resolution appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to the Members of the Company.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, The Board of Directors of the Company at its meeting held on Thursday, October 30, 2025 has appointed Rawal & Co. Practicing Company Secretary, having Membership No. 43231 and COP No. 22687 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to read carefully the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 P.M. (IST) on Thursday, December 04, 2025. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on the website of the Company ([www.satkartar.in](http://www.satkartar.in)) and on the website of CDSL ( <https://evoting.cDSLindia.com> ). The Results along with the Scrutinizers Report will also be communicated to NSE Limited where the Equity Shares of the Company are listed.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Thursday, December 04, 2025**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

**SPECIAL BUSINESS - SPECIAL RESOLUTIONS:**

**Item No.1:**

**Approval of Sat Kartar Employees Stock Option Scheme, 2025 for Eligible Employee of the Company:**

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India (“SEBI”), the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the Sat Kartar Employees Stock Option Scheme, 2025 (“Scheme”/“ESOS Scheme”/“ESOS 2025”) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 4,72,347 (Four Lakhs Seventy Two Thousand Three Hundred and Forty Seven Only) employee stock options under Sat Kartar Employees Stock Option Scheme, 2025, exercisable into equal number of equity shares of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, for the benefit of (i) employees of the Company, who is exclusively working in India or outside India; and/or (ii) directors of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group, but excluding an independent director (selected on the basis of criteria decided by the Board) under the ESOS 2025, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company (hereinafter referred to as “Eligible Employees”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOS 2025 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of the Company, at such other price, at such time and on such terms and conditions as set out in the ESOS 2025 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOS 2025 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOS 2025, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise

Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options, shall rank pari-passu in all respects including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOS 2025 as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Stock Options.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2025 as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2025 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

**Item No. 2:**

**Extension of the Sat Kartar Employee Stock Option Scheme 2025, to the Eligible Employees of the Group Companies:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India (“SEBI”), the Memorandum and Articles of

Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the Sat Kartar Employees Stock Option Scheme, 2025 (“Scheme”/“ESOS Scheme”/“ESOS 2025”) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 4,72,347 (Four Lakhs Seventy Two Thousand Three Hundred and Forty Seven Only) employee stock options under the overall limit of 4,72,347 employee stock options under the Sat Kartar Employees Stock Option Scheme, 2025, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, for the benefit of (i) employees, who is exclusively working in India or outside India; and/or (ii) directors, whether a whole time director or not, including a non-executive director, who is not a promoter or member of the promoter group, but excluding an independent director (selected on the basis of criteria decided by the Board) under the ESOS 2025, of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, present or future, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company (hereinafter referred to as “Eligible Employees”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOS 2025 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, at such other price, at such time and on such terms and conditions as set out in the ESOS 2025 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOS 2025 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOS 2025, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options, shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOS 2025 as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Stock Options.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2025 as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2025 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

**Item No. 3:**

**Appointment of Mr. Ranjeet Kumar Verma (DIN: 02758995) as a Non-Executive Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and as per applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Ranjeet Kumar Verma (DIN: 02758995) who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from October 30, 2025, in terms of Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five consecutive years with effect from October 30, 2025 to October 29, 2030."

**Resolved Further That** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with applicable regulations of SEBI(LODR)

Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Ranjeet Kumar Verma (DIN: 02758995), as an Independent Director of the Company, shall not liable to retire by rotation.”

**Item No. 4:**

**Variation in the Objects / terms of utilisation of the Initial Public Offering (“IPO”) proceeds and extension of time limit for utilisation of the IPO proceeds:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** on the terms set forth below:

**“RESOLVED THAT** pursuant to the provisions of Sections 13(8) and 27 of the Companies Act, 2013, (the “Act”) and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and subject to any other applicable approvals, permissions and/or sanctions, the consent of the shareholders of the Company be and is hereby accorded for the variation in the objects / terms of utilisation of the Initial Public Offering (IPO) proceeds (“IPO Proceeds”), as stated in the Prospectus dated 15 January 2025 (“Prospectus”) filed by the Company with the Registrar of Companies (“RoC”) and the Securities and Exchange Board of India (“SEBI”), in the following manner:

(Amount in Crores)

Sr. no.	Original objects of the IPO as stated in the Prospectus	Total amount raised	Amount utilised as on 29 <sup>th</sup> October, 2025	Amount unutilised as on 29 <sup>th</sup> October, 2025	Proposed Variation	Revised amount after variation	Revised unutilized amount post variation
1	Unidentified Acquisition (In India or Abroad)	5.00	0.57	4.43	(2.00) Rupees 02 Crores allocated out of object 1 to object 02	3.00	2.43
2	Marketing and Advertisement	11.00	9.42	1.58	6.00 Rupees 02 Crores allocated from Object 01, Rupees 02 Crores allocated from Object 03 and 02 Crores allocated from Object 04	17.00	7.58
3	Capital Expenditures (For purchase of building for starting call centres)	8.00	0.00	8.00	(8.00) Rupees 02 Crores allocated out of object 3 to object 02 and	NIL	NIL

					Rupees 06 Crores allocated from object 03 to Object 07 capital expenditure for Ayurveda Hospitals *(Note No.02)		
<b>4</b>	Investment in Technology	5.00	0.44	4.56	(2.00) Rupees 02 Crores allocated out of object 04 to object 02	3.00	2.56
<b>5</b>	General Corporate Purposes*	1.25	1.20	0.05	0.00	1.25	0.05
<b>6.</b>	Issue related expenses	3.55	3.55	0.00	-	3.55	0.00
<b>7.</b>	Capital Expenditure (Capital expenditure for Ayurveda Hospitals* as per Note No 02)	0.00	0.00	0.00	6.00 (Rupees 06 Crores allocated from Object 03)	6.00	6.00
<b>Total (including issue related expenses)</b>		<b>33.80</b>	<b>15.18</b>	<b>18.62</b>	-	<b>33.80</b>	<b>18.62</b>

*Important Note(s):*

**Note No 01:**

*The IPO issue expenses incurred up to October 29, 2025, amount to ₹3.89 crores. The additional expenses of ₹0.34 crores under the head 'Issue Related Expenses' have been adjusted against the interest income earned from fixed deposits. As on date, the total funds available in the IPO account, including fixed deposits, stand at ₹ 19.03 crores, which includes interest income earned on FDR'S.*

**Note No 02:**

**Clarification w.r.t Object 03 of IPO Fund(s) utilization:**

**Capital Expenditure:** The funds raised under the Capital Expenditure shall be reallocated towards the **Capital Expenditure under object 07 for establishment of Ayurveda hospitals**, as per the details mentioned below:

*For establishment, expansion, and development of Ayurveda hospitals across multiple locations, including but not limited to construction and renovation of buildings, procurement and installation of medical and wellness equipment, creation of requisite infrastructure and allied facilities, and all other capital expenditures necessary for commissioning and operational readiness of such hospitals.*

*The above variation does not result in any change in the total amount raised in the IPO.*

**RESOLVED FURTHER THAT** the proposed variation in the objects / terms of utilization of the IPO Proceeds shall be undertaken by the Company only if such variation is approved with majority of more than 90% of shareholding (voting through remote e-voting).

**RESOLVED FURTHER THAT** the Directors of the Company and Mr. Devender Kumar Arora, Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as they may, in their discretion, deem necessary or desirable or expedient to give effect to this resolution, for and on behalf of the Company including but not limited to making applicable filings and disclosures (with RoC or applicable stock exchanges or other authorities)."

**By order of the Board of Directors  
For Sat Kartar Shopping Limited**

**Sd/-  
Ved Prakash  
Managing Director  
DIN: 08591808**

**Date: 30.10.2025  
Place: New Delhi**

**Notes:**

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read Section 110 of the Act and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the item no. 1, 2, 3 and 4 mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. The circular dated 09 / 2024 dated 19<sup>th</sup> September 2024 conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to September 30, 2025.
3. The Ministry of Corporate Affairs ('MCA") vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. The Company has appointed M/s Rawal & Co., Company Secretaries as Scrutinizer (Membership No. 43231 and COP No. 22687). The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before December 06, 2025 and will be displayed on the website of the Company at [www.satkartar.in](http://www.satkartar.in) and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him and the results shall also be communicated to National Stock Exchange of India Limited.
5. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on **Friday, October 31, 2025 ("Cut-off date")** ("Eligible Members") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants ("DP") or the Company's Registrar and Share Transfer Agent – Skyline Financial Services Private Limited. ("RTA" or "Skyline"). A Person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
6. Notice **will also be available on the Company's website at [www.satkartar.in](http://www.satkartar.in)** and on the website of National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com).
7. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on Friday, October 31, 2025, A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., October 31, 2025) only shall be entitled to avail the facility of E-voting.
8. The Remote e-voting period begins at **9.00 A.M. (IST) on Wednesday, November 05, 2025 and ends at 5.00 P.M. (IST) on Thursday, December 04, 2025**. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, October 31, 2025, may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
9. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders

are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by CDSL.

10. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in district where the registered office of the Company situated.

## 11. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING 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 **9.00 A.M. (IST) on Wednesday, November 05, 2025** and ends on **5.00 P.M. (IST) on Thursday, December 04, 2025**. 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 **Friday, October 31, 2025** ("Cut-off date") 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 **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) 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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

**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 Remote e-Voting 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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 [info@satkartar.in](mailto:info@satkartar.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013**

### **ITEM NO. 1 & 2**

#### **APPROVAL OF SAT KARTAR EMPLOYEES STOCK OPTION SCHEME, 2025 FOR ELIGIBLE EMPLOYEE OF THE COMPANY.**

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for its employees to reward the eligible employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme is to attract, reward, motivate and retain its employees for high levels of individual performance which will ultimately contribute to the success of the Company.

Board of Directors (“the Board”) of the Company upon the recommendation of the Nomination and Remuneration Committee in its meeting held on 30.10.2025 approved introduction of Sat Kartar Employees Stock Option Scheme 2025, subject to the approval of the Members and concerned regulatory authorities and subject to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”) and authorized the Compensation Committee/Nomination & Remuneration Committee (“the Committee”), to formulate the detailed terms and conditions of ESOS 2025 and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise ESOS 2025 including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to the following employees (selected on the basis of criteria decided by the Board), to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations and other applicable provisions:

- i. an employee, who is exclusively working in India or outside India;
- ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; and
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or Outside India, or of a holding company of the company, but does not include:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

The broad terms and conditions of ESOS 2025 and other particulars as per Part-C of Schedule-I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as below:

**A) Brief description of the Scheme:**

Sat Kartar Employees Stock Option Scheme 2025 is intended to reward its employees to reward the eligible employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme is to attract, reward, motivate and retain its employees for high levels of individual performance which will ultimately contribute to the success of the Company.

Subject to applicable law and terms and conditions of the Scheme, the Eligible Employees, who has been granted stock options (“Grantee”) shall be entitled to subscribe to the equity shares within certain time period (“Exercise Period”) upon fulfilment of such conditions (“Vesting”) and payment of an exercise price (“Exercise Price”).

**B) Total number of Options to be offered and granted:**

The maximum number of Shares that may be issued pursuant to exercise of Options granted to the Participants under the ESOS Scheme shall not exceed 4,72,347 (Four Lakhs Seventy Two Thousand Three Hundred and Forty Seven Only) Equity Shares of the Company of ₹ 10 each. The Company reserves the right to increase or reduce such number of Shares as it deems fit. Provided that all Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted.

It is clarified that as the Scheme is not proposed to be implemented through Trust; there won’t be any secondary market acquisition for the purpose of implementation of the Scheme.

It is clarified that, in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

**C) Identification of classes of employees entitled to participate in ESOS 2025:**

An Employee shall be eligible to participate in the Scheme, as determined by the Compensation Committee. Only Eligible Employees as defined herein are eligible under this Scheme. Subject to this,

the Compensation Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

**(i)** the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, *inter alia*, specify the following:

- a.** whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
- b.** that grant if made to the director, shall not be renounced in favour of the nominating institution; and
- c.** the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.

**(ii)** the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognized stock exchanges on which its shares are listed.

**(iii)** the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of ESOS 2025 is extended to the Eligible Employee and Directors of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, present or future.

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of ESOS 2025 shall mean:

- i. an employee, who is exclusively working in India or outside India;
- ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; and
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or Outside India, or of a holding company of the company, but does not include:
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

**D) Requirements of vesting and period of vesting:**

Any Grantee who wishes to accept an offer made, must deliver an Acceptance Form, prescribed by the Compensation Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid.

Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant. The Committee may then issue to the Participant a statement, in such form as it deems appropriate, showing the number of Options, to which the Participant is entitled pursuant to the acceptance of such offer and the number of Shares for which the Participant will be entitled to subscribe pursuant to such Options.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI ESOS Regulations, there shall be a minimum period of one year between the grant of options and vesting of options. Subject to Participant's continues employment with the Company and further subject to other clauses of the ESOS 2025; the Unvested Options shall vest with the Participant on the following dates as per the graded vesting plan:

Trances	Vesting Date	Options to be Vested (as a % of total Granted Options)
1	Date being the date immediately after the date of expiry of 1.5 years from the date of acceptance of the Options Granted to such Participant	25%
2	Date being the date immediately after the date of expiry of 03 years from the date of acceptance of the Options Granted to such Participant	25%
3	Date being the date immediately after the date of expiry of 04 years from the date of acceptance of the Options Granted to such Participant	25%
4	Date being the date immediately after the date of expiry of 05 years from the date of acceptance of the Options Granted to such Participant	25%

The date of Vesting would be determined in respect of different Options depending upon the different Grant Dates and difference dates of acceptance of such Grant of Options by the Participants.

**E) Maximum period within which the Options shall be vested:**

Please refer sub-clause (d) above. As detailed above, the maximum period within which the Options shall be vested will be five years from the date of acceptance of the Options Granted.

**F) Exercise price or pricing formula:**

The Exercise Price of the Option shall be ₹ 10/- (Rupees Ten Only) each.

The total Exercise Price shall be paid to the Company in cash (through banking channel) upon Exercise of the Options. No amount is payable by the Grantee at the time of acceptance of Grant of Option.

**G) Exercise period and the process of Exercise:**

Subject to special provisions relating to the case of death of an employee before exercise of options, the Participant alone can exercise the Vested Option. The Participant can exercise the Vested Options within the Exercise Period. Such exercise may be of all Vested Options or part of the Vested Options in one or more tranches.

The Exercise Period shall commence from the date of Vesting and shall close on expiry of One Year from the last Vesting Date for the respective Grant of Option “Vesting options can be exercised within 1 Year from their respective vesting date or 01 year from last vesting, whichever is later”. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect. No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

An Option shall be deemed to be exercised only when the Committee receives notice of exercise and the Exercise Price in accordance of the Scheme from the person entitled to exercise the Option.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company/reimbursed by the employee, in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, or, if requested in writing by the Participant, to the Participant jointly with another person, provided the Committee/ Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

There would be a lock-in period of 1 Year from the date of allotment of shares pursuant to exercise of the options under the ESOS 2025.

If the Participant does not Exercise his Vested Options within the time specified for the same, such unexercised, the Options shall lapse.

There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

### **Exercise in certain special cases:**

**On death of a Participant:** In the event of death of the employee while in employment, all the Unvested Options/ Options Granted to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of such deceased employee, as the case may be. All the Vested Options (including Options Vested upon death of the employee) shall be permitted to be exercised within 1 (one) year from the date of his/her death. However, under no circumstances, Options can be exercised by the legal heirs or nominees beyond this Exercise Period.

**On disability of Participant:** In case the employee suffers any permanent incapacity, while in employment, all the Unvested Options to him/her under ESOS 2025 as on the date of permanent incapacitation, shall vest in him/her on that day. All the vested Options (including Options Vested upon permanent incapitation) shall be permitted to be exercised within 1 (one) year from the date of termination of employment due to permanent incapacitation. However, under no circumstances option can be exercised beyond the Exercise period.

**On attainment of Superannuation age:** In case the service of the employee Participants with the Company is terminated due to retirement on superannuation, all the Unvested Options shall continue to vest as per normal schedule of Vesting even after the retirement or superannuation. Exercise of Options shall also be as per the normal schedule as per this ESOS 2025.

**Termination with cause:** In case the termination of employment of a Participant with the Company is with cause (i.e., negligence, fraud, professional misconduct, moral turpitude etc), his/her Options (Vested as well as Unvested) shall lapse on the Termination Date.

**Other termination:** In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the Vested Options as on that date shall be permitted to be exercised within 90 days of termination, as mentioned in this Scheme. All Unvested Options on the date of termination shall lapse.

**Long Leave:** Long leave of the Participant shall not have any effect on the Scheme as applicable to the Participant. However, in case the employee goes on long leave of over three months during the vesting period, then the Committee reserves the right to extend the vesting period by a period not exceeding the leave period. Notwithstanding above, approved earned leave and sick leave as per the Company policy shall be included to calculate the Vesting Period.

**Transfer of Employee:** In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee

### **H) Appraisal process for determining the eligibility of employees for the Scheme:**

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- a. present grade and compensation structure of the employee
- b. performance of the employee
- c. length of service of the employee
- d. exceptional contribution made by the employee

- e. integrity and behavior of the employee
- f. such other parameters as it may decide.

**I) Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Shares that may be issued pursuant to exercise of Options granted under the ESOS Scheme shall not exceed 4,72,347 (Four Lakhs Seventy Two Thousand Three Hundred and Forty Seven Only) Equity Shares of the Company of ₹ 10 each.

The maximum number of the Shares that may be issued pursuant to the grant of the Options to each Grantee under ESOS 2025 shall 4,72,347 (Four Lakhs Seventy Two Thousand Three Hundred and Forty Seven Only) provided that maximum number of shares with respect to which Options may be granted to a single Employee shall not exceed 1% of the issued capital of the Company at any point of time.

**J) Maximum quantum of benefits to be provided per employee under Sat Kartar Employee Stock Option Scheme 2025:**

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined on exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

**K) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:**

It is clarified that ESOS 2025 is not proposed to be implemented through Trust. The Scheme shall be administered by the Nomination and Remuneration Committee, as designated as the Compensation Committee for the purpose of implementation of ESOS 2025, and as may be reconstituted by the Board of Directors of the Company. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company.

**L) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**

Implementation of the Scheme would involve new issue of equity shares. There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

**M) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

There shall not be any funding of financing by the Company for Exercise of Options. The ESOS 2025 shall not be implemented through Trust and accordingly, no amount of loan to be provided to any Trust for implementation of ESOS 2025.

**N) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

**O) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI Regulations:**

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in that regard from time to time and other applicable laws.

**P) Method of valuing the Options:**

Unless otherwise prescribed under any applicable law, the Company shall use “Fair Value Method” to value its options under the ESOS 2025.

The Company shall follow the Guidance Note on Accounting for Employee Share Based Payments’ and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**Q) Statement with regard to Disclosure in Directors’ Report:**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board’s Report.

The said Statement is not applicable to the Company when the Company is opting for the Fair Value Method.

**R) Lock-in period and transferability:**

As per SEBI Regulations, there shall be a minimum vesting period of one year between grant and vesting. The vesting period under ESOS 2025 had be mentioned at sub-clause (d) above. Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the employee, shall be entitled to the benefit arising out of under ESOS 2025. It is also clarified that the stock options granted to eligible employee under the ESOS 2025 shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

There would be a lock-in period of 1 Year from the date of allotment of shares pursuant to exercise of the options under the ESOS 2025.

**S) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under ESOS 2025.

**T) Other Terms**

The Board of Directors shall have the absolute authority to vary or modify the terms of the ESOS 2025, subject to the SEBI Regulations and other applicable laws, from time to time. The Options to be granted under the ESOS 2025 shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, separate special

resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the group companies, holding and subsidiary companies.

Accordingly, the Special Resolutions set out as item no. 1 and 2 in this notice is proposed for approval by the shareholders.

Directors/Key Managerial Personnel of the Company/their relatives who may be granted Options under ESOS 2025 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1 & 2 of this Notice.

Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said **Special Resolutions**.

### **ITEM NO. 3**

#### **APPOINTMENT OF MR. RANJEET KUMAR VERMA (DIN: 02758995) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on October 30, 2025, appointed Mr. Ranjeet Kumar Verma (DIN: 02758995) as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from October 30, 2025

CS Ranjeet Kumar Verma is a professional and legal expert with over 19 years of experience in Corporate Law, SEBI (LODR) Regulations, and regulatory compliance frameworks. He is empaneled with the Indian Institute of Corporate Affairs (IICA) for Independent Directorship.

Details of Mr. Ranjeet Kumar Verma pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are as follows:

Name	Mr. Ranjeet Kumar Verma
Date of Birth	15/12/1974
Nationality	Indian
Date of Appointment on the Board	October 30, 2025
Qualifications	Practicing Company Secretary & Insolvency professional.
Expertise in specific functional Area	CS Ranjeet Kumar Verma is a professional and legal expert with over 19 years of experience in Corporate Law, SEBI (LODR) Regulations, and regulatory compliance frameworks. He is empaneled with the Indian Institute of Corporate Affairs (IICA) for Independent Directorship.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors/KMP	Not Applicable (he is not related to any Directors of the company)

Directorship held in other Listed Entities as on date of Postal Ballot Notice	Nil
Chairman/Member in the Committees of the Boards of Companies in which she is Director	Nil
Number of Board Meeting attended during the Financial Year (2024-25)	Not Applicable
Listed Entities from which the Director has resigned in the past three years	Nil

The Company has received a notice from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received from Mr. Ranjeet Kumar Verma (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Ranjeet Kumar Verma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Ranjeet Kumar Verma fulfills the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non-Executive Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. The terms and conditions of appointment of Mr. Ranjeet Kumar Verma as an Independent Director are uploaded on the website of the Company at [www.satkartar.in](http://www.satkartar.in) and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Except Mr. Ranjeet Kumar Verma and/or his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 3, except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution as **Special Resolution**. Mr. Ranjeet Kumar Verma is not related to any Director or KMP of the Company.

#### **ITEM NO. 4**

#### **VARIATION IN THE OBJECTS / TERMS OF UTILISATION OF THE INITIAL PUBLIC OFFERING (“IPO”) PROCEEDS AND EXTENSION OF TIME LIMIT FOR UTILISATION OF THE IPO PROCEEDS\**

##### **1. Background**

The Company had undertaken an Initial Public Offering (“IPO”) in the Financial Year 2024-25, which consisted entirely of a fresh issue of equity shares by the Company aggregating to INR 33.80 Crores (“IPO Proceeds”), comprising 41,72,800 equity shares.

The net proceeds received by the Company from the fresh issue component of the IPO after deduction of expenses in relation to the fresh issue from the IPO Proceeds was INR 30.25 Crores.

## 2. The original purpose or object of the issue as per Prospectus and total money raised

The Company had outlined the following items as the objects towards which the IPO Proceeds (excluding issue related expenses) would be utilised in the section “Objects of the Offer” in the Prospectus dated 15 January 2025 (“Prospectus”), in connection with the IPO:

Amount in Crores.

Sr. no.	Objects	Total money raised from IPO	Estimated Utilization as per		
			Prospectus	Fiscal 2025	Fiscal 2026
1	Unidentified Acquisition (In India or Abroad)	5.00	-	5.00	
2	Marketing and Advertisement	11.00	8.25	2.75	
3	Capital Expenditures	8.00	8.00	-	
4	Investment in Technology	5.00	3.50	1.50	
5	General Corporate Purposes*	1.25	-	1.25	
	<b>Total (excluding issue related expenses)</b>	<b>30.25</b>	<b>19.75</b>	<b>10.50</b>	

\*The total amount to be used for general corporate purposes will not exceed 25% of the gross proceeds of the IPO i.e. INR 33.80 crores.

Further details in respect of the Objects of the Offer were provided in the section titled “Details of the Objects” of the Prospectus

## 3. The money utilised for the original objects of the Company stated in the Prospectus, the extent of achievement of proposed objects and the unutilised amount out of the money so raised through prospectus-

Amount in Crores(s)

Sr. no.	Original objects of the IPO as stated in the Prospectus	Total amount raised	Amount utilised as on 29 <sup>th</sup> October 2025	Extent of achievement of proposed objects in terms of percentage	Amount unutilised as on 29 <sup>th</sup> October 2025
1	Unidentified Acquisition (In India or Abroad)	5.00	0.57	11.40%	4.43
2	Marketing and Advertisement	11.00	9.42	85.64%	1.58
3	Capital Expenditures	8.00	0.00	0%	8.00
4	Investment in Technology	5.00	0.44	8.8%	4.56
5	General Corporate Purposes*	1.25	1.20	96%	0.05

	<b>Total (excluding issue related expenses)</b>	<b>30.25</b>	<b>11.63</b>	<b>38.44%</b>	<b>18.62</b>
6	Issue related expenses	3.55	3.55	100%	0.00
	<b>Total (including issue related expenses)</b>	<b>33.80</b>	<b>15.18</b>	<b>44.91%</b>	<b>18.62</b>

INR 15.18 crores out of the IPO Proceeds of INR 33.80 crores i.e. 44.91% of the IPO Proceeds, as specified in the Prospectus have been utilized as on October 29, 2025.

#### 4. The particulars of the proposed variation in the objects for which the Prospectus was issued-

Sr. no.	Original objects of the IPO as stated in the Prospectus	Total amount raised	Amount utilised as on 29th October, 2025	Amount unutilised as on 29th October, 2025	Proposed Variation	Amount in Crores		
						Revised amount after variation	Revised unutilized amount post variation	Timelines
1	Unidentified Acquisition (In India or Abroad)	5.00	0.57	4.43	(2.00) Rupees 02 Crores allocated out of object 1 to object 02	3.00	2.43	50% in Fiscal 2026 & balance 50 % in Fiscal 2027.
2	Marketing and Advertisement	11.00	9.42	1.58	6.00 Rupees 02 Crores allocated from Object 01, Rupees 02 Crores allocated from Object 03 and 02 Crores allocated from Object 04	17.00	7.58	50% in Fiscal 2026 & balance 50 % in Fiscal 2027.
3	Capital Expenditures (For purchase of building for starting call centres)	8.00	0.00	8.00	(8.00) Rupees 02 Crores allocated out of object 3 to object 02 and Rupees 06 Crores	0.00	0.00	Not applicable

					allocated from object 03 to Object 07 capital expenditure for Ayurveda Hospitals *(Note No.02).			
4	Investment in Technology	5.00	0.44	4.56	(2.00) Rupees 02 Crores allocated out of object 04 to object 02	3.00	2.56	50% in Fiscal 2026 & balance 50 % in Fiscal 2027.
5	General Corporate Purposes*	1.25	1.20	0.05	0.00	1.25	0.05	50% in Fiscal 2026 & balance 50 % in Fiscal 2027
6.	Issue related expenses	3.55	3.55	0.00	-	3.55	0.00	Not Applicable
7.	Capital Expenditure (Capital expenditure for Ayurveda Hospitals* as per Note No 02)	0.00	0.00	0.00	6.00 (Rupees 06 Crores allocated from Object 03)	6.00	6.00	50% in Fiscal 2026 & balance 50 % in Fiscal 2027.
	Total (including issue related expenses)	33.80	15.18	18.62	-	33.80	18.62	

**Important Note(s):**

**Note No 01:**

The IPO issue expenses incurred up to October 29, 2025, amount to ₹3.89 crores. The additional expenses of ₹0.34 crores under the head 'Issue Related Expenses' have been adjusted against the interest income earned from fixed deposits. As on date, the total funds available in the IPO account, including fixed deposits, stand at ₹ 19.03 crores, which includes interest income earned on FDR'S.

**Note No 02:**

Clarification w.r.t Object 03 of IPO Fund(s) utilization:

**Capital Expenditure:** The funds raised under the Capital Expenditure shall be reallocated towards the Capital Expenditure (Object 07) for establishment of Ayurveda hospitals, as per the details mentioned below:

For establishment, expansion, and development of Ayurveda hospitals across multiple locations, including but not limited to construction and renovation of buildings, procurement and installation of medical and wellness equipment, creation of requisite infrastructure and allied facilities, and all other capital expenditures necessary for commissioning and operational readiness of such hospitals

## 5. The reason and justification for seeking variation in the objects of the IPO-

### Background

Company wants to reallocate the funds for establishment, expansion, and development of Ayurveda hospitals across multiple locations, including but not limited to construction and renovation of buildings, procurement and installation of medical and wellness equipment, creation of requisite infrastructure and allied facilities, and all other capital expenditures necessary for commissioning and operational readiness of such hospitals and resulting expenditure on marketing and advertisement activities aimed at enhancing visibility, promoting Ayurveda healthcare services, and supporting the successful launch and growth of these hospitals.

### Specifics of the proposed variation:

The Company proposes to reallocate the unutilized funds towards the establishment, expansion, and development of Ayurveda hospitals across multiple locations, marketing & advertisement as set out in the detailed object above. The proposed variation will cover the following specific activities:

1. INR 6.00 Crores to Object 7 i.e. Capital expenditure for Construction of hospitals building and allied healthcare infrastructure.
2. INR 6.00 Crores to Object 02 i.e. Marketing and Advertisement for Advertising, branding, and promotional activities aimed at increasing public awareness and outreach for Ayurveda-based healthcare services, wellness programs, and hospital facilities.

### Rationale to reallocate funds to Object 02 & 07:

The Company proposes to **reallocate the unutilized funds** towards the **establishment, expansion, and development of Ayurveda hospitals across multiple locations**, as well as towards **expenditure on marketing and advertisement** activities aimed at enhancing visibility, promoting Ayurvedic healthcare services, and supporting the successful launch and growth of these hospitals. This strategic decision is in line with the Company's vision to strengthen its footprint in the healthcare and wellness sector, this initiative aligns with the Company's commitment to promoting Ayurveda and holistic wellness, while also enhancing accessibility to quality Ayurveda healthcare services across various regions. Furthermore, the proposed investment is expected to **strengthen the Company's revenue base, improve operational efficiency, and contribute to higher profitability and overall business growth** in the long term.

The reallocation of funds, therefore, represents a prudent and forward-looking step towards sustainable expansion, enhanced brand value, and greater returns for stakeholders.

### Details of objects changed:

(Amount in Crores)

Old Object No	Old Purpose	New Object No	New Purpose	Amount to be reallocated
01	Unidentified Acquisition (In India or Abroad)	02	Marketing and Advertisement	2.00
03	Capital Expenditures (For purchase of			2.00

	building for starting call centres)			
04	Investment in Technology			2.00
03	Capital Expenditures (For purchase of building for starting call centres)	07	Capital Expenditures (For establishment of Ayurveda hospitals)	6.00

**6. The proposed time limit within which the proposed varied objects would be achieved-**

(Amount In Crores)

Objects	Revised unutilised amount after variation	Estimated utilisation	
		Fiscal 2026 (50% of unutilized Amount)	Fiscal 2027 (50% of unutilized Amount)
Unidentified Acquisition (In India or Abroad)	2.43	1.21	1.22
Marketing and Advertisement	7.58	3.79	3.79
Capital Expenditures	-	-	-
Investment in Technology	2.56	1.28	1.28
General Corporate Purposes	0.05	0.025	0.025
Issue Related Expenses	-	-	-
New Capital Expenditure (for Ayurveda hospitals)	6.00	3.00	3.00

**7. The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company-**

The proposed variation is expected to result in enhanced profitability and improved cash flows for the Company. By reallocating funds towards the establishment, expansion, and development of Ayurveda hospitals, as well as marketing and advertisement initiatives, the Company anticipates increased operational capacity, enhanced brand visibility, and optimized utilization of resources, which in turn will contribute to sustainable revenue growth, improved cash flows, and stronger financial performance over time.

**8. The amount proposed to be utilized for the new objects-**

Please refer to point number 4 and 5 above.

**9. The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue**

This disclosure is not applicable as rule 3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 has been omitted w.e.f. 7 May 2018.

**10. Risk factors pertaining to new objects-**

The construction, renovation, and setup of hospitals across multiple locations may face challenges such as delays in execution, escalation in material and labour costs, or supply chain disruptions, which could increase the overall project cost.

**11. The place from where any interested person may obtain a copy of the notice of resolution to be passed**

Any interested person may access the notice of the resolution from the Company's website at [www.satkartar.in](http://www.satkartar.in), and the website of National Stock Exchange of India (NSE), website of Central Depository Services Limited (CDSL).

**12. Any other relevant information which is necessary for the members to take an informed decision on the proposed resolution-**

We would like to inform the shareholders that the proposed variation is expected to yield positive results for the Company, particularly in terms of enhanced cash flows and improved profitability. The reallocation of funds towards the establishment, expansion, and development of Ayurveda hospitals and Marketing and Advertising is anticipated to strengthen the Company's operational efficiency, revenue generation, and overall financial performance in the long term.

Exit Offer will be provided to dissenting shareholders if required as per Schedule XX of SEBI (ICDR Regulations, 2018 and section 13(8) and 27(2) of the Companies Act, 2013.

The intention of the Board and the Management is to enhance shareholder value through strategic initiatives which will lead to increased profitability. Your Board recommends the resolution for the members` approval by way of **Special Resolution**.

None of the Directors or KMP's, or their relatives are interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any

**By order of the Board of Directors  
For Sat Kartar Shopping Limited**

**Sd/-  
Ved Prakash  
Managing Director  
DIN: 08591808**

**Date: 30/10/2025  
Place: New Delhi**