



SG Mart Limited
(Formerly known as Kintech Renewables Limited)

CIN: L46102DL1985PLC426661

Regd. Office: H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi-110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel.: 011-44457164; E-mail: compliance@sgmart.co.in; Website: www.sgmart.co.in

Notice of 40th Annual General Meeting

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting ("AGM") of the Members of **SG Mart Limited (Formerly known as Kintech Renewables Limited)** ("the Company") (CIN: L46102DL1985PLC426661) will be held on **Saturday, the 20th day of September, 2025 at 1:00 P.M.** (IST) through Video conferencing ("VC") facility/ other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted".

2. Re-Appointment of Director retiring by rotation:

To appoint a Director in place of Mr. Amit Thakur (DIN: 10732682) who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Amit Thakur (DIN: 10732682), who retires by rotation as a Director and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director (Whole time Director) of the Company whose period of office shall be liable to retire by rotation".

SPECIAL BUSINESS:

3. To appoint M/s Parikh & Associates, Company Secretaries as Secretarial Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable provisions of the Companies Act, 2013 ("the Act"), each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ("Board"), M/s Parikh & Associates, Practicing Company Secretaries having firm registration number P1988MH009800, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Act read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, on a remuneration of ₹1 Lakhs p.a. (Rupees One Lakh only) for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as may be recommended by Audit Committee and mutually agreed upon by the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto".

4. To appoint Mr. Arun Agarwal (DIN: 10067312) as a Non-Executive Director of the Company:

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

“RESOLVED THAT pursuant to Sections 161 and 152 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Mr. Arun Agarwal (DIN: 10067312), who was appointed as an Additional Director (Non-Executive Category) of the Company, with effect from July 25, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive Category) of the Company, liable to be retire by rotation.

RESOLVED FURTHER THAT any of the Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required”.

5. To approve repricing of Employee Stock Options granted under ‘Kintech Renewables Limited Employees Stock Option Scheme – 2023’:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**), and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and all applicable provisions of the Act, Rules, Regulations, Circulars, and Notifications issued by Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authorities from time to time in connection with the Employee Stock Options (**“Options”**) (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force) and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to reprice the Options granted under Kintech Renewables Limited Employees Stock Option Scheme – 2023 (**“Scheme”**), as described in the Explanatory Statement annexed to the Notice convening this annual general meeting.

RESOLVED FURTHER THAT the amendment as stated above and detailed in the Explanatory Statement annexed to the Notice convening this annual general meeting is not prejudicial to the interests of the Option holders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the above amendment.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution”.

6. To approve ‘SG Mart Employees Stock Option Plan 2025’:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as **“SEBI SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI Listing Regulations”**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for the approval of the ‘SG Mart Employees Stock Option Plan 2025’ (**“SG Mart ESOP 2025” or “Plan”**) and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board

has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, transfer from time to time, in one or more tranches, not exceeding in aggregate 20,00,000 Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of employees and directors of the Company, its Subsidiary Company or Associate Company, in India or outside India of the Company (as defined in the Plan) and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Plan, exercisable into not more than 20,00,000 equity shares ("Shares") of face value of ₹1/- (Rupee One only) each fully paid-up, on such terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB & SE Regulations for the purpose of administration and superintendence of the Plan.

RESOLVED FURTHER THAT the Plan shall be implemented through trust route, wherein an irrevocable Trust, proposed to be set up by the Company with the name of SG Mart Limited Employees Welfare Trust ("Trust") shall acquire the Shares of the Company by way of secondary acquisition from the market.

RESOLVED FURTHER THAT the Trust shall acquire up to 20,00,000 Shares by way of secondary acquisition from the market which shall be made subject to the limits as prescribed under SEBI SBEB & SE Regulations and shall transfer the Shares to the grantees upon valid exercise of Options as per the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of Shares specified above shall be deemed to be increased to the extent of such additional Shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each share following such sub-division or consolidation.

RESOLVED FURTHER THAT the shares transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing shares of the Company.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Act and the rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Plan and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof".

7. To approve the extension of the benefits under the 'SG Mart Employees Stock Option Plan 2025' to the employees of the Subsidiary and Associate Company(ies) of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "**SEBI SBEB & SE Regulations**"), the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of 'SG Mart Employees Stock Option Plan 2025' ("**SG Mart ESOP 2025**" or "**Plan**") including the grant of Employee Stock Options ("**Options**") and transfer of the equity shares ("**Shares**") thereunder, to or for the benefit of employees and directors of the Subsidiary Company, in India or outside India, and Associate Company of the Company (as defined in the Plan) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of Shares specified above shall be deemed to be increased to the extent of such additional Shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each Share following such sub-division or consolidation.

RESOLVED FURTHER THAT the Shares transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Plan and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI SBEB & SE Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution".

8. To authorise SG Mart Limited Employees Welfare Trust to undertake secondary acquisition of Equity Shares under 'SG Mart Employees Stock Option Plan 2025':

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 6(3) (a) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**")

which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire not exceeding 20,00,000 (Twenty Lakhs only) equity shares ("Shares") of face value of ₹1 (Rupee One only) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB & SE Regulations, by way of secondary acquisition from market, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'SG Mart Limited Employees Welfare Trust' ("Trust") being setup, for the purpose of implementation of the Plan and at such price or prices and on such terms and conditions, as may be determined by the Board in due compliance with the provisions of the SEBI SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the total number of Shares under secondary acquisition held by the Trust in pursuance to the Plan or any other share-based Employee benefit Plan implemented in the past, shall at no time, exceed 5 (five) percent of the paid-up equity share Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained in due compliance with the provisions of the SEBI SBEB & SE Regulations, as amended from time to time.

RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up equity share capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI SBEB & SE Regulations, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of Shares intended to be acquired by the Trust by way of secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to number of options as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of Shares shall be deemed to be within the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary

and incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution".

9. To approve the provision of money by the Company to SG Mart Limited Employees Welfare Trust:

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

"RESOLVED THAT pursuant to the provisions of Section 67(3) and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**) and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to exercise its powers, including the powers, conferred by this resolution) to grant loan, provide guarantee or security in connection with the loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely the 'SG Mart Limited Employees Welfare Trust' (**"Trust"**) being set up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company from time to time, for the purpose of acquisition of Equity Shares (**"Shares"**) of the Company by the Trust, in one or more tranches, subject to the ceiling of Shares as may be prescribed under SG Mart Employees Stock Option Plan 2025 (**"SG Mart ESOP 2025"** or **"the Plan"**) or any other share based employee benefit plan which may be introduced by the Company from time to time (**"Employee Benefit Plan(s)"**) from time to time, with a view to deal in such Shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB & SE Regulations, the Act and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above prescribed limit shall be taken on consolidated basis for all Employee Benefit Plan(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time by the Company only for the purposes of the Plan and fulfilling the objectives mentioned in the Trust Deed, in accordance with the provisions of SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute

discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient.

RESOLVED FURTHER THAT the Trustee(s) of the Trust shall ensure compliance with the provisions of the SEBI SBEB & SE Regulations, the Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the members of the Company."

Registered Office:

H No. 37, Ground Floor,
Hargovind Enclave,
Vikas Marg, Delhi - 110092

Date: August 27, 2025

Place: Noida

By order of the Board of Directors of

SG Mart Limited

Sd/-

Sachin Kumar

Company Secretary & Compliance Officer

M. No.: ACS-61525

NOTES:

1. The Ministry of Corporate Affairs (MCA) has, vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020 read with other applicable General Circulars including General Circular No. 09/2023 dated September 25, 2023 and **General Circular No. 09/2024** dated **September 19, 2024** issued by the Ministry of Corporate Affairs (collectively referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 read with other applicable SEBI Circulars including SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and **SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024** issued by the Securities and Exchange Board of India (collectively referred as “**SEBI Circular**”) and in compliance with the provisions of the Companies Act, 2013 (“**the Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), physical attendance of the Members to the AGM venue is not permitted and 40th AGM be convened through video conferencing (“**VC**”) or other audio visual means (“**OAVM**”). Hence, Members can attend and participate in the ensuing AGM through VC only.
2. **In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, the 40th AGM of the Company is being conducted through VC. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.sgmart.co.in.**
3. The deemed venue for the 40th AGM shall be the Registered Office of the Company.
4. **PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. The Statement pursuant to Section 102 of the Act, setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) in respect of directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
6. Corporate members may refer to “Note for Non – Individual Shareholders and Custodians” appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at NSDL e-voting system at www.evoting.nsdl.com.
8. **Dispatch of Annual Report and Notice of AGM through electronic mode:**
 - In accordance with, the above referred circulars, the Annual Report for 2024-25 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on Friday, August 22, 2025.
 - A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company’s RTA or Depositories.
 - Any Member requiring a physical copy of the Annual Report, may kindly send a request to the Company through an e-mail from their registered email id at compliance@sgmart.co.in / helpdeskahmd@mcsregistrars.com or a signed letter in original at the registered office of the Company.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names as per the Register of Member of the Company as of the cut-off date i.e. Saturday, September 13, 2025, will be entitled to vote at the Meeting.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to compliance@sgmart.co.in. A certificate from the Secretarial Auditors of the Company certifying that the Company’s Employee Stock Option Plans are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”), as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.
11. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 40th AGM, Annual Report and login details for joining the 40th AGM through VC facility including e-voting, by providing Name, folio number/DP ID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case

- of demat holding) or copy of share certificate (in case of physical holding), self-attested scanned copy of Aadhar Card or any other document as proof of address to Company at: compliance@sgmart.co.in or to/RTA at: helpdeskahmd@mcsregistrars.com.
12. The Notice of 40th AGM and Annual Report for the financial year 2024-25, is also available on the website of the Company at www.sgmart.co.in and also on the website of the BSE Limited at www.bseindia.com. Notice of AGM is also available on the website of NSDL at www.evoting.nsdl.com.
13. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

GENERAL INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING ANNUAL GENERAL MEETING :-

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 AGM will be provided by NSDL.
- The Members can join the 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
- Pursuant to the provisions of MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 13, 2025 may follow the same instructions as mentioned above for e-voting.
- Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 13, 2025 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

VOTING RESULT

- The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No.: FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and e-voting on the date of AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, scrutinise the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, within two working days from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman of the meeting or a person authorised by him or by the Board in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him or by the Board in writing shall declare the result of the voting forthwith.
- The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.sgmart.co.in and on the website of NSDL at www.evoting.nsdl.com and shall simultaneously be forwarded to the Stock Exchange, where Equity Shares of the Company are listed as well as displayed at the Corporate and Registered Office of the Company.
- The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OVAM ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 17, 2025 at 9:00 A.M. and ends on Friday, September 19, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, September 13, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 13, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store

Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to

click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. The same will be replied by the company suitably.
6. 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 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM 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 AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 IDS ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY/RTA:

1. In case shares are held in physical mode please provide 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.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@sgmart.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:

H No. 37, Ground Floor,
Hargovind Enclave,
Vikas Marg, Delhi - 110092

Date: August 27, 2025

Place: Noida

**By order of the Board of Directors of
SG Mart Limited**

Sd/-
Sachin Kumar
Company Secretary & Compliance Officer
M. No.: ACS-61525

Explanatory Statement Pursuant to Section 102(1) of the Companies Act 2013

The following Statement sets out all material facts relating to the Resolutions as set out Item Nos. 3 to 9 mentioned in the accompanying Notice:

Item No. 3

M/s. Parikh & Associates, a leading firm of practicing Company Secretaries with over 38 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. M/s. Parikh & Associates were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 24A of SEBI Listing Regulations read with SEBI notification dated December 12, 2024 and pursuant to the provisions of Section 204(1) of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014, along with the applicable circulars and notifications issued by SEBI from time to time, listed companies are required to appoint Secretarial Auditors for a period of 5 (Five) years with the approval of its shareholders. Further, such a Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified under SEBI Listing Regulations and circulars issued thereunder.

Accordingly, the Board of Directors, based on recommendation of Audit Committee, had recommended appointment of M/s. Parikh & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1988MH009800) as Secretarial Auditors of the Company on the following terms:

- a. Term of appointment: For a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of 45th AGM.
- b. Proposed remuneration: Up to ₹1 Lakh (Rupees One Lakh only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee.

The Company may also obtain certifications from M/s. Parikh & Associates under various statutory regulations and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately

on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s Parikh & Associates, (FRN: P1988MH009800), established in the year 1987, is a reputed firm of Practicing Company Secretaries with a legacy of excellence spanning over three decades. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits for several reputed companies. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Parikh & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4:

Consequent to the resignation of Mr. Shiv Kumar Bansal (DIN: 09736916) as Director (Executive Category) of the Company w.e.f. July 31, 2025, it was required to induct atleast one Director on the Board of the Company to comply with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further considering the growing scale and operational complexity of the Company, there is a need to further strengthen the composition of the Board. Enhancing Board representation is critical to upholding robust corporate governance practices, ensuring effective oversight across key functional areas, and supporting timely and strategic decision-making aligned with the Company's long-term vision and objectives.

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Arun Agarwal (DIN: 10067312) as an Additional Director in the category of Non-Executive Director of the Company w.e.f. July 25, 2025. Pursuant to the provisions of Section 161(1) of the Act, Mr. Arun Agarwal shall hold office as an Additional Director up to the date of this Annual General Meeting.

The Board hereby recommends the appointment of Mr. Arun Agarwal (DIN: 10067312) as Director in the category of (Non-Executive Director) of the Company for approval of the shareholders of the Company.

Mr. Arun Agarwal is a Chartered Accountant, with over two decades of experience in finance, operations, and strategic leadership.

In 2023, he joined Apollo Pipes Limited, as Executive Director (Joint Managing Director). He has been instrumental in driving a remarkable transformation in the Apollo Pipes Limited's core operations. Under his leadership, Apollo Pipes has expanded through new projects, business verticals, and the strategic acquisition of Kisan Mouldings Limited, significantly enhancing its geographical presence and overall growth.

Before joining Apollo Pipes Limited, Mr. Arun Agarwal spent 14 years at APL Apollo Tubes Limited, where he served as Chief Operating Officer. He was responsible for overseeing the operations of all 11 manufacturing plants and played a key role in areas such as plant maintenance, power management, and total quality management. He was also actively involved in strategic decision-making, contributing significantly to the group's operational efficiency and overall growth.

The objective of the Scheme, inter alia, is to motivate the employees to contribute to the growth and profitability of the Company and to attract and retain appropriate human talent in the employment of the Company.

The Nomination and Remuneration Committee being the administrator of the Scheme granted 3,00,500 Employee Stock Options ("Options") to be converted into 3,00,500 equity shares of face value of ₹1/- (Rupee One only) each as per following details:

S. No.	No. of Options granted	No. of Options lapsed	No. of Outstanding Options	Date of Grant	Exercised Price (in ₹)
1	3,00,500	1,33,000	1,67,500	16.04.2024	467.40

All the outstanding Options are unexercised.

According to the provisions of Article 11.2 of the Scheme as passed by the Members of the Company, the Nomination and Remuneration Committee is vested with powers to reprice the Options granted which are not exercised, whether or not they have been vested, if the Options are rendered unattractive due to a sustained fall in the market price of the shares over a significant period of time.

Due to market factors, the market price of the equity shares of the Company decreased over an extended period, falling below the exercise price, thus rendering the Option granted to be unattractive.

Accordingly, the Nomination and Remuneration Committee, based on the powers vested in it under Article 11.2 of the Scheme and the applicable SEBI Guidelines in the matter and in view of the fact that the fall in price of the shares has rendered the options unattractive has recommended the re-pricing of granted Options which are not exercised, whether or not they have been vested, to the Board of Directors of the Company, as per the following details:

S. No.	No. of Outstanding Options	Earlier Exercise Price (in ₹)	New Exercise Price (in ₹)
1	1,67,500	467.40	367.85

He will be eligible for payment of sitting fee for attending the meeting of the Board and its Committee(s), as payable to other non-executive directors of the Company as approved by the Board of Directors from time to time.

Mr. Arun Agarwal has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Mr. Arun Agarwal is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arun Agarwal for the office of Director of the Company.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard – 2, with respect to Mr. Arun Agarwal forms part of this notice.

Except Mr. Arun Agarwal himself, none of the Directors or Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

Item No. 5

SG Mart Limited ("the Company") had introduced the Kintech Renewables Limited Employees Stock Option Scheme – 2023 ("Scheme"), with effect from September 30, 2023.

The Board of Directors in its meeting held on July 25, 2025, on the recommendation of the Nomination and Remuneration Committee, approved the re-pricing of the Options, subject to the Members approval.

The approval of the Members is being sought by means of a Special Resolution under Regulation 7 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, and any relatives of such Director or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that are granted under the said Scheme.

Item Nos.: 6,7 & 8

Your Company believes that equity-based compensation Plan are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company, and its group including the Subsidiary(ies) and Associate Company(ies). With the objective to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option plan namely 'SG Mart Employees Stock Option Plan 2025' ("SG Mart ESOP 2025" or "Plan") seeking to cover eligible employees.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the issue of Equity Shares ("Shares") under an Employee Stock Options Plan requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 6 is to seek your approval for the said purpose.

The Shares required for the implementation of the proposed Plan shall be acquired by way of secondary acquisition from the stock market, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'SG Mart Limited Employees Welfare Trust' ("Trust"). The Plan shall be administered through the Trust. The contemplated secondary acquisition is well within the ceiling prescribed under the SEBI SBEB & SE Regulations.

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/source under applicable laws. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company at their meetings held on July 25, 2025 had approved the introduction of the Plan, subject to approval of members of the Company.

Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the Shareholders by way of separate Special Resolution is also required for grant of Employee Stock Options ("Options") to employees of a Subsidiary or Associate Companies, in India or outside India, of the Company. The Special Resolution set out at Item No. 7 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(a) of SEBI SBEB & SE Regulations, approval of the shareholders by way of a separate Special Resolution is also required for Secondary Acquisition of Equity Shares by the Trust for implementation of the Plan. The Special Resolution set out at Item No. 8 is to seek your approval for the said purpose.

The main features of the Plan are as under:

a) Brief description of the Plan:

This Plan shall be called the SG Mart Employees Stock Option Plan 2025 ("SG Mart ESOP 2025" or "the Plan")

The objectives of the Plan are:

- i) To provide means to enable the Company to attract and retain appropriate human talent engaged by the Company;
- ii) To motivate the employees / directors of the Company with incentives and reward opportunities;
- iii) To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees / directors which will lead to long-term wealth creation; and
- iv) To create a sense of ownership and participation amongst the employees / directors or otherwise increase their proprietary interest.

The Plan contemplates grant of Options to the eligible employees as mentioned in the Plan (including Directors) as specified at point 'c' below, time to time as may be determined in due compliance of SEBI SBEB & SE Regulations and provisions of the Plan. After vesting of Options, the eligible employees shall have a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Committee of the Company shall supervise the Plan as required under SEBI SBEB & SE Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. Whereas the administration of the Plan shall be done by the Trust.

b) Total number of Options to be granted:

The maximum aggregate number of Shares Options that may be granted under the Plan, shall not exceed 20,00,000 Options (or such other number adjusted in terms of Plan), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one equity share of the Company, in accordance with the terms and conditions of such Grant.

In case of share consolidation or split/sub division or other reorganization of capital structure of the Company from time to time, the maximum number of Shares available for being Granted under SG Mart ESOP 2025 shall stand modified accordingly, so as to ensure that the cumulative face value (No. of shares X Face value per share) prior to such share consolidation or reorganization, as the case may be, remains unchanged after such share split, consolidation or reorganization of capital structure.

Further, the maximum number of Options that may be granted, and the Shares arising upon exercise of such Options, shall be appropriately adjusted in the event of any bonus issue, rights issue, merger, de-merger, or amalgamation, so as to ensure that the rights of the Grantees are not adversely affected. All such adjustments shall be made in accordance with applicable laws and the SEBI SBEB & SE Regulations, as amended from time to time.

If any Option granted under the Plan lapsed or is forfeited or surrendered under any provision of the Plan, and then such these Options will be available for re-grant by the Committee to any Employee(s) as it may deem fit in its absolute discretion, subject to the compliances of provisions of the applicable laws.

c) Identification of classes of employees entitled to participate in the Plan

Following classes of employees and directors (collectively referred to as "Employees") are eligible under the Plan:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (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; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the Subsidiary or Associate company(ies) in India or outside India, 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 by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting

The Options granted to any Grantee shall vest within the Vesting Period in the manner specified in the grant letter subject to a maximum period of 4 (four) years from the date of grant.

Notwithstanding anything to the contrary contained herein, there shall be a minimum period of 1 (one) year between the Grant of Options and Vesting of Options. The Vesting of Options shall be subject to any additional conditions as may be prescribed by the NRC in the Grant letter.

The Vesting of Options may be time based and/ or based upon performance of Company (market capitalization, revenue, EBITDA, ROCE), performance of Employee, provided the Grantee shall not have resigned or received a notice of termination, or be serving any notice period and such other parameters as may be determined by the Committee and shall be mentioned in the grant letter of respective Grantees.

e) Maximum period within which the Option shall be vested:

Any Option granted under the Plan shall vest within the Vesting Period, subject to a maximum vesting period of 4 (four) years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

Under this Plan, the Exercise Price of the Shares will be decided by the Committee at the time of Grant and shall be linked with the Market Price. The Committee has the power to provide suitable discount, as it deems fit.

However, the Exercise Price shall not in any case be less than the average purchase price of the Shares acquired by the Trust.

g) Exercise period and the process of Exercise:

Each Option entitles the holder thereof to apply for one Share of the Company upon submission of Exercise Letter and the payment of the Exercise Price along with applicable tax and such other amount, if any, to the Trust during/ within the maximum Exercise Period of 1 (one) year from the date of last vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Vested Options can be exercised all at one time or at various points of time within the Exercise Period.

The Grantee may, at any time during the Exercise Period, subject to fulfillment of the conditions of the Vesting, Exercise the Options by submitting an Exercise Letter as prescribed by the Committee, to the Trust. The Grantee shall pay the Exercise Price along with applicable tax and such other amount, if any, in respect of the number of Options Exercised by him/ her by way of Cheque or demand draft

or through any other banking channel to the Trust. The tax amount arising at the time of Exercise shall be payable at the time of Exercise by way of cheque or demand draft or through banking channel to the Company.

h) Appraisal process for determining the eligibility of employees under the Plan:

The Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Plan and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company/Subsidiary Company/Associate Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

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

The aggregate number of Options that may be granted to an eligible Employee under SG Mart ESOP 2025 shall be less than 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company (excluding outstanding warrants and conversions) in any 1 (one) year at the time of Grant, unless a separate specific approval from shareholders of the Company through separate special resolution is obtained for granting Options that are equal to or exceeding 1% or more of the issued capital (excluding outstanding warrants and conversions) of the Company.

The maximum aggregate number of Options that may be granted under the Plan, shall not exceed 20,00,000 Options (or such other number adjusted in terms of Plan), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one equity share of the Company, in accordance with the terms and conditions of such Grant.

j) Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Stock Exchange(s) as on the date of exercise of Options and the Exercise Price paid by the Employee.

k) Whether the Plan(s) is to be implemented and administered directly by the Company or through a Trust:

The Company proposes to implement the Plan through Trust Route wherein the Trust shall acquire the Shares by way of Secondary Acquisition from the market.

l) Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Plan contemplates acquisition of Shares from secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Plan(s) by the Company to the Trust, its tenure, utilization, repayment terms etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/source under applicable laws.

The proposed amount of loan will be within the statutory limit of 5% (five percent) of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB & SE Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014. The tenure of such loan shall be until the earlier of (i) the accomplishment of the objectives of the Trust, or (ii) the repayment of the loan. The utilization of such loan shall be for the objects of the Trust as mentioned in trust deed. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Options by the Grantees and the accruals of the Trust at the time of termination of the Plan.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulation) that can be made by the trust for the purpose of the Plan:

The total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5% (five percent) of paid up equity share capital as at the end of the financial year immediately prior to the financial year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2% (two percent) of the Paid up Equity Share Capital as at the end of the previous financial year.

o) Accounting and Disclosure Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB & SE Regulations or as may be prescribed by regulatory authorities from time to time.

p) Method of Option valuation:

The Company shall comply with the requirements of valuation as prescribed under law, as applicable, notified by competent authorities from time to time.

q) Statement with regard to disclosure in Directors' Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then 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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report

r) Period of Lock-in:

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction and are freely tradable in the stock market except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buy-back, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions.

In terms of Regulation 6 of the SEBI SBEB & SE Regulations and pursuant to Section 62(1)(b) of the Companies Act, 2013, the consent of the members is sought by way of Special Resolution for the approval of the Plan.

A draft copy of the Plan will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Plan.

Your Board of Directors recommends the Special Resolutions set forth as Item Nos. 6, 7 and 8 of the notice for your approval.

Item No.9:

In order to execute 'SG Mart Employee Stock Option Plan 2025' ("SG Mart ESOP 2025" or "Plan") through Trust Route, the Company need to make provisioning of funds to the Trust so as to enable it to acquire(s) Shares of the Company. Accordingly, Item No. 9

which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Necessary details in this regard are provided as under:

a) The class of employees for whose benefit the Plan is being implemented and money is being provided for acquisition/purchase of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible under the Plan:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (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; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the Subsidiary or Associate company(ies) in India or outside India, 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 by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

b) The particulars of the Trustee(s) or employees in whose favour such Shares are to be registered:

The Trust will acquire equity shares from the secondary market. The shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the Employees on exercise of vested stock options and registered in their respective names upon such transfer.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Particulars of Trust

An Irrevocable Trust is proposed to be set-up with the name of 'SG Mart Limited Employees Welfare Trust' having its office at such place as may be decided by the Board/Committee.

Particulars of Trustee(s)

The Trustee(s) of SG Mart Limited Employees Welfare Trust would be appointed by the Board / Committee and in compliance with the applicable provisions of the Companies

Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"). A person shall not be appointed as a Trustee, if he is a director, key managerial personnel or promoter of the Company or its Group company(ies) including its Holding / Subsidiary / Associate Company(ies) or any relative of such director, Key Managerial Personnel or Promoter or if he beneficially holds 10% or more of the paid-up share capital of the Company.

d) Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof:

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors (other than independent directors and promoter directors) may be covered or interested under the Plan but only to the extent of stock options as may be granted to them, if any, under the Plan and in due compliance with the SEBI SBEB & SE Regulations.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

Each Option confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the Market Value of Company's Share on the Recognized Stock Exchanges as on the date of Exercise of Options and the Exercise Price paid by the Employee.

f) The details about who would exercise and how the voting rights in respect of the shares to be acquired/ purchased under the Plan would be exercised:

The trustee(s) of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB & SE Regulations. In this circumstance, the voting rights can be exercised by an eligible Employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Plan.

Consent of the Members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB & SE Regulations.

The Board of Directors recommends the Special Resolution set forth as Item No. 9 of the notice for approval of the shareholders.

Registered Office:

H No. 37, Ground Floor,
 Hargovind Enclave,
 Vikas Marg, Delhi - 110092

Date: August 27, 2025

Place: Noida

**By order of the Board of Directors of
 SG Mart Limited**

Sd/-

Sachin Kumar

Company Secretary & Compliance Officer

M. No.: ACS-61525

Details of Directors Seeking Appointment and Reappointment

[Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard -2]

Name of Director	Mr. Amit Thakur	Mr. Arun Agarwal
Age	46 Years	50 Years
Director Identification Number (DIN)	10732682	10067312
Nationality	Indian	Indian
Date of first appointment on the Board	09.08.2024	25.07.2025
Nature of expertise in specific functional areas	Sales & Operations	General Management, Strategy, Finance & Accounts
Qualification	B.E.	Chartered Accountant
Shareholding in the Company directly or as beneficial holder	NIL	2,00,000 Equity Shares
Terms and conditions of appointment / re-appointment	Re-appointment pursuant to retire by rotation. The terms and conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.	Appointment as Director (Non-executive), liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Refer Corporate Governance section of the Annual Report for past remuneration drawn by Mr. Amit Thakur.	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees.
Directorships held in other companies	<ul style="list-style-type: none"> SG Super 101 Private Limited 	<ul style="list-style-type: none"> Apollo Pipes Limited Kisan Mouldings Limited
Membership / Chairmanship of Committee(s) of other Companies:	None	<ul style="list-style-type: none"> Apollo Pipes Limited Member of: <ul style="list-style-type: none"> Audit Committee Risk Management Committee Corporate Social Responsibility Committee Kisan Mouldings Limited Member of: <ul style="list-style-type: none"> Nomination and Remuneration Committee Risk Management Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	4	Not Applicable
Listed entities from which the person has resigned in the past three years	None	None

Name of Director	Mr. Amit Thakur	Mr. Arun Agarwal
Brief Profile & experience	<p>Mr. Amit Thakur brings over 20 years of experience in procurement and supply chain management, business development, sales, marketing strategy, and people management. He currently serves as Assistant Vice President and Head of Procurement at MAN Industries (India) Limited, a leading manufacturer and coater of large-diameter pipes, having joined the company in 2021. Prior to this, he spent over six years with the POSCO Group as Head of Sourcing—POSCO being the second-largest steel buyer in India. He also held the role of Regional Sales Manager – North at Essar Steel Limited, where he led sales operations for the North and East regions under the HR Coil, Plates, and General Engineering division. Mr. Amit Thakur holds a Bachelor's degree in Mechanical Engineering from MD University, Rohtak (Haryana), awarded in 2004.</p>	Mentioned in Explanatory Statement Item No. 4

For attention of the Members

1. **Dematerialisation of Shares and Liquidity:** SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 or may write to the Secretarial Department of the Company at H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi, India, 110092, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE385F01024.
2. **Special window for re-lodgment of transfer request of physical shares:** Pursuant to, SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window is being provided from July 7, 2025 to January 6, 2026 to facilitate the re-lodgment of transfer requests of physical shares. This facility is available only for the transfer deeds lodged before April 1, 2019 that were rejected, returned, or left unattended due to documentation or processing issues.

The request may be submitted to the Company's Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009, Phone: (079)26580461 / 62 / 63, E-mail: helpdeskahmd@mcsregistrars.com

Note: Re-lodged transfers will be processed only in demat form. A demat account is mandatory. Investors must provide the Client Master List along with the transfer deed, share certificate, and other relevant documents. No requests will be accepted after January 6, 2026.

3. **Investor Education and Protection Fund:** Members are requested to note that, dividends if not encashed for a consecutive 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"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2018-19 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
4. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated December 28, 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.sgmart.co.in.
5. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd. the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

6. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

