

March 25, 2026

To,

The Listing Department  
National Stock Exchange of India Limited  
"Exchange Plaza" Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051

Department of Corporate Services/Listing  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai-400001

**NSE Symbol : SGMART**

**Scrip Code: 512329**

**Dear Sir/Madam,**

**Sub: Notice of Postal Ballot**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated March 25, 2026.

We request you to kindly take the above information on your record.

Thanking you

Yours faithfully

**For SG Mart Limited**

**Sachin Kumar**

**Company Secretary & Compliance Officer**

**M. No. A61525**

**Place: Noida**

Encl: a/a

**SG MART LIMITED**

(formerly known as Kintech Renewables Limited)

Registered 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 | Email: [compliance@sgmart.co.in](mailto:compliance@sgmart.co.in)  
Website: [www.sgmart.co.in](http://www.sgmart.co.in) | CIN: L46102DL1985PLC426661



**SG Mart Limited**  
**(Formerly known as Kintech Renewables Limited)**  
**CIN: L46102DL1985PLC426661**

**Regd. Office:** House No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi -110092  
**Corporate Office:** A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305  
**Tel.:** 011-22373437; **E-mail:** [compliance@sgmart.co.in](mailto:compliance@sgmart.co.in); **Website:** [www.sgmart.co.in](http://www.sgmart.co.in)

### **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

**To,**  
**Dear Member(s),**

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), each as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025, dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means (**"remote e-Voting"**).

In compliance with the MCA Circulars, SG Mart Limited (**"the Company"**) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**"RTA"**)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-Voting facility to its members. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, March 20, 2026. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Board of Directors ("**Board**") has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as Scrutinizer for conducting the voting process through Postal Ballot e-Voting in accordance with the applicable laws and in a fair and transparent manner.

Members are, therefore, requested to carefully read and follow the instructions for voting by electronic means and cast their votes electronically during the voting period from Thursday, March 26, 2026, 9:00 A.M. (IST) to Friday, April 24, 2026, 5:00 P.M. (IST) by following the procedures as explained in the Notes herein below.

The Scrutinizer will submit his consolidated report on the results of voting by "electronic means" to any one of the Directors/KMPs of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by any one of the Directors/KMPs of the Company, as authorized, at its registered office/corporate office latest by Monday, April 27, 2026.

The last date of remote e-voting, i.e., Friday, April 24, 2026, will be taken as the date of passing of the resolution(s) by the Members of the Company.

Members requiring any clarification may contact Mr. Sachin Kumar, Company Secretary at the corporate office of the Company or through e-mail vis-à-vis [compliance@sgmart.co.in](mailto:compliance@sgmart.co.in).

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, are open for inspection at the Corporate Office of the Company during office hours on all working days between 10:00 A.M. and 12:00 Noon up to Friday, April 24, 2026.

Members may note that this Postal Ballot Notice will also be available on Company's website i.e. ([www.sgmart.co.in](http://www.sgmart.co.in)), Stock Exchange's i.e. ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and NSDL's website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

**ITEM NO. 1: TO APPROVE THE AMENDMENT(S) IN SG MART LIMITED EMPLOYEES STOCK OPTION SCHEME-2023 (formerly known as "KINTECH RENEWABLES LIMITED EMPLOYEES STOCK OPTION SCHEME-2023")**

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

**"RESOLVED THAT** in partial modification of the special resolution passed by the Members of the Company on September 30, 2023 approving the SG Mart Limited Employees Stock Option Scheme-2023 (formerly known as Kintech Renewables Limited Employees Stock Option Scheme-2023) (**"the Scheme"**) and subject to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 7 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Foreign Exchange Management Act, 1999, the Rule(s) and Regulation(s) framed thereunder and any Directions(s), Rule(s), Circular(s), Notification(s), Guideline(s) and Regulation(s) issued by the Reserve Bank of India, relevant provisions of the Articles of Association of the Company and other applicable and prevailing statutory guidelines/ circulars and subject to such other approval(s), consent(s), permission(s) and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (**"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 and designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), for amendment(s) in the Scheme as set out in the explanatory statement to this resolution, to or for the benefit of Employees and Directors of the Company, including Subsidiary Company, Associate Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into Equity Shares (**"Shares"**) of face value ₹1 each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the said amendment(s) in the Scheme is not prejudicial to the interest of existing option holders.

**RESOLVED FURTHER THAT** all other terms and conditions of the Scheme and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the Scheme, shall remain unchanged and continue to be in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme from time to time subject to compliance with the applicable laws, rules and regulations 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 any such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, any one of the the Directors and/or KMPs of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or expedient to give effect to this resolution.”

**ITEM NO. 2: TO APPROVE THE EXTENSION OF THE BENEFITS UNDER THE ‘SG MART LIMITED EMPLOYEES STOCK OPTION SCHEME-2023’ AS AMENDED, TO THE EMPLOYEES OF THE SUBSIDIARY OR ASSOCIATE COMPANY(IES), IN INDIA OR OUTSIDE INDIA, OF THE COMPANY**

**To consider and, if thought fit, to pass, 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), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“**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 and designated as Compensation Committee)* to exercise its powers, including the powers, conferred by this resolution, to extend the benefits of ‘SG Mart Limited Employees Stock Option Scheme-2023’ (“**the Scheme**”) including grant, offer, issue and allot under the Scheme, in one or more tranches, Employee Stock Options (“**Options**”), to or for the benefit of Employees and Directors of the Subsidiary or Associate Company(ies) of the Company, in India or outside India (as defined in the Scheme) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) exercisable into equitable number of equity shares of face value ₹1/- (Rupee One only) each (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) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company to the eligible employees under the Scheme 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 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 Scheme 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 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 Scheme 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 Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, any one of the the Directors and/or KMPs of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or expedient to give effect to this resolution.”

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

**Sd/-  
Sachin Kumar  
Company Secretary**

**Place: Noida**

**Date: March 25, 2026**

## NOTES FOR MEMBER'S ATTENTION:

- (1) A Statement of material facts pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 (**"the Act"**) setting out the material facts relating to the businesses to be transacted is annexed hereto.
- (2) The Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) as on Friday, March 20, 2026 (**"cut-off date"**).
- (3) The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members may note that the Postal Ballot Notice will also be available on the Company's website at [www.sgmart.co.in](http://www.sgmart.co.in) , Stock Exchanges' website at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Any member seeking e-copy of this notice may write to us at [compliance@sgmart.co.in](mailto:compliance@sgmart.co.in).
- (4) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the Members convened in that behalf.
- (5) Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide remote e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (6) The Members holding shares in physical form can opt for only one mode of voting, i.e., remote e-Voting.
- (7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (8) A member cannot exercise his / her vote by proxy on Postal Ballot.
- (9) The Scrutinizer will submit his report to the Chairman or any one of the directors/KMPs as authorized by the Board/Chairman after the completion of scrutiny, and the results along with

Scrutinizer's Report, shall be communicated to Stock Exchange(s) and also displayed at the Registered Office and Corporate office of the Company and placed on the Company's website [www.sgmart.co.in](http://www.sgmart.co.in).

- (10) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following telephone no. 022-24994600
- (11) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.
- (12) Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
- (13) To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialized mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
- (14) Important Communications & Awareness Material for Shareholders:**
  - a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.
  - b) Members may please note that SEBI vide its Circular dated January 25 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at <https://sgmart.co.in/investor-relations/>.

- c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at <https://sgmart.co.in/investor-relations/>.

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

- d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI(scores.sebi.gov.in). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at <https://sgmart.co.in/investor-relations/>.
- e) SEBI has opened a one-time special window from February 5, 2026 to February 4, 2027 for transfer and compulsory dematerialization of physical securities purchased prior to April 1, 2019, including previously rejected cases. Eligible investors holding original share certificates and executed transfer deeds may apply, subject to prescribed conditions. Securities transferred under this window will be credited only in demat form and will be subject to a one-year lock-in. Investors are advised to refer to the SEBI circular dated January 30, 2026 for further details.

**Instructions for remote e-voting are as below:**

**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 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="548 884 1422 1255">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="548 1255 1422 1703">2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="548 1703 1422 1864">3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

4. 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.
5. 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**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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. 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](http://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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

#### Step 2: Cast your vote electronically on NSDL e-Voting system.

##### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:jatinfcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

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 [compliance@sgmart.co.in](mailto:compliance@sgmart.co.in).
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](mailto: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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

## EXPLANATORY STATEMENT

### *(Pursuant to Section 102 of the Companies Act, 2013)*

As required under Section 102 of the Companies Act, 2013 (“the Act”) (including any re-enactment(s) made thereunder, if any, for the time being in force), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 1 and 2 of the accompanying Notice:

#### **Item Nos. 1 and 2**

The members of the Company vide special resolution dated September 30, 2023, had approved the SG Mart Limited Employee Stock Option Scheme-2023 (*formerly known as Kintech Renewables Limited Employee Stock Option Scheme- 2023*) (hereinafter referred to as “the Scheme”) for the employees of the Company in accordance with the applicable laws.

Further in accordance with the provisions of the section 62(1)(b) of the Companies Act, 2013, the applicable provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(1) of the SEBI(Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), a company may vary the terms of employee stock option schemes by way of passing special resolution by the shareholders of such company. Further, in terms of Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, the approval of the shareholders by way of a separate special resolution is required for granting options to the employees of Subsidiary or Associate Company(ies) of the Company, in India or outside India, as defined in SEBI (SBEB & SE) Regulations/ the Companies Act, 2013.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company on March 25, 2026, approved the change in nomenclature of “**Kintech Renewables Limited Employees Stock Option Scheme-2023**” to “**SG Mart Limited Employees Stock Option Scheme-2023**”, to align with the change in name of the Company from Kintech Renewables Limited to SG Mart Limited.

Accordingly, wherever the existing name of the Scheme, i.e., “**Kintech Renewables Limited Employees Stock Option Scheme-2023**”, appears, occurs, or is referred to in the Scheme or any related documents, the same shall hereafter be read, construed, and interpreted as “**SG Mart Limited Employees Stock Option Scheme-2023**”. The change being administrative in nature, does not require approval of the shareholders of the Company.

The Board also approved and recommended the following, subject to the approval of the shareholders of the Company:

- A. To extend the benefits of the Scheme to or for the benefit of Employees and Directors of the Subsidiary or Associate Company(ies) of the Company, in India or outside India, (as defined in the Scheme).
- B. Other salient amendments to the Scheme are given below:

Article No.	Existing provision	Proposed amendment
4.1.11	<p><b>“Employee”</b> means</p> <ul style="list-style-type: none"> <li>(a) an Employee as designated by the Company, who is exclusively working in India or outside India; or</li> <li>(b) 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</li> </ul> <p>but does not include</p> <ul style="list-style-type: none"> <li>(i) an Employee who is a Promoter or a person belonging to the Promoter Group; or</li> <li>(ii) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</li> </ul>	<p><b>“Employee”</b> means</p> <ul style="list-style-type: none"> <li>(a) an Employee as designated by the Company, who is exclusively working in India or outside India; or</li> <li>(b) 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</li> <li>(c) an employee as defined in sub-clauses (a) or (b), of Subsidiary or Associate Company, in India or outside India</li> </ul> <p>but does not include</p> <ul style="list-style-type: none"> <li>(i) an Employee who is a Promoter or a person belonging to the Promoter Group; or</li> <li>(ii) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</li> </ul>
4.1.12		<p>New article 4.1.12 added to the Scheme-</p> <p><b>“Employer Company”</b> means the Company as defined in article 4.1.8 of the Scheme and includes Subsidiary Company or Associate Company of the Company.</p> <p>Accordingly, the term <b>“Company”</b> is replaced with <b>“Employer Company”</b>, wherever necessary to ensure inclusion of Subsidiary Company or Associate Company of the Company.</p>
4.1.40	-	New article 4.1.40 added to the Scheme

		<p><i>“Subsidiary/ Subsidiary Company” shall have the same meaning as defined in section 2(87) of the Companies Act, 2013, as amended from time to time.</i></p>
6.1	<p>The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2,00,000 (Two Lakhs) Options which shall be convertible into equal number of Shares</p>	<p>The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakh) Options which shall be convertible into equal number of Shares of face value of ₹1/- each.</p> <p>Further, for the abovementioned amendment following footnote is inserted in the scheme to reflect the impact of corporate actions on the ESOP Pool:</p> <p><i>The original pool under the Scheme comprised <b>2,00,000 (Two Lakh) options</b> convertible into an equal number of equity shares of the Company having a face value of <b>Rs. 10 each</b>. Further, the shareholders vide their resolution dated <b>February 09, 2024</b>, approved the <b>sub-division of equity shares of the Company from face value of Rs. 10 each to Re. 1 each and issuance of bonus shares in the ratio of 1:1</b>. Consequently, pursuant to the sub-division of equity shares, the option pool under the Scheme was adjusted from <b>2,00,000 options to 20,00,000 options</b>, and thereafter, pursuant to the bonus issue, the option pool was further proportionately adjusted from <b>20,00,000 options to 40,00,000 (Forty Lakh) options</b>, each convertible into <b>1 (one) equity share of face value Re. 1 each</b>.</i></p>
11.1	<p>Under this Scheme, the Exercise Price will be decided by the Committee on the basis of the Market Price as defined in the Scheme.</p>	<p>11.1 The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee, at the time of Grant in accordance with Applicable Laws and shall be linked with the Market Price as defined in Article 4.1.24 of the Scheme.</p> <p>11.2 The Committee has the power to provide a suitable discount on such price as arrived above as per Article 11.1. However, in any case the Exercise Price shall not go below the face</p>

	value of the Share of the Company.
	<ul style="list-style-type: none"> <li>• Additionally, certain articles, including the definitions of <b>Exercise Period, Relevant Date, Corporate Action, and powers of the Committee, Cases of Cessation w.r.t.</b> retirement and termination due to misconduct have been aligned with the SEBI (SBEB &amp; SE) Regulations.</li> <li>• Lastly, clerical refinements and renumbering have also been carried out across the Scheme to ensure overall clarity, coherence, internal consistency and regulatory compliance.</li> </ul>

#### **Rationale for the variation of the ESOP Scheme:**

- a) The original Scheme is proposed to be amended and restated to align with the Company's compensation philosophy. The revised Scheme is intended to promote and implement an equitable compensation structure for employees, including those of the Subsidiary or Associate Company(ies). Since the employees of such Subsidiary and Associate Company(ies) contribute to the overall growth and performance of the Company on a consolidated basis, the revised Scheme seeks to ensure that such employees are also fairly and appropriately compensated. The revised Scheme will also support the Company in incentivizing, attracting, and retaining talent to address the evolving business needs of the Company, its Subsidiary and Associate Company(ies).
- b) The proposed amendment seeks to empower the Nomination and Remuneration Committee to determine Exercise Price at the time of Grant of Options. The amendment specifies that the Exercise Price shall, be determined by the Nomination and Remuneration Committee, at the time of Grant in accordance with Applicable Laws and shall be linked with the Market Price as defined in the Scheme. The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company, thereby ensuring consistency with the provisions of the Scheme and applicable regulations.
- c) Pursuant to the shareholders resolution dated February 9, 2024, approved the sub-division/split of the face value of the equity shares of the Company from ₹10/- each to ₹1/- each, and accordingly, the ESOP pool under the Scheme stood revised from 2,00,000 Options convertible into 2,00,000 equity shares of ₹10/- each to 20,00,000 Options convertible into 20,00,000 equity shares of ₹1/- each.

Further, pursuant to the bonus issue in the ratio of 1:1, the pool under the Scheme stands revised from 20,00,000 Options convertible into 20,00,000 equity shares of ₹1/- each to 40,00,000 Options convertible into 40,00,000 equity shares of ₹1/- each.

Accordingly, the proposed amendment in relation to the option pool under the Scheme is intended solely to reflect the adjustments arising from the corporate actions described above.

- d) Certain Articles of the Scheme have been **aligned with the provisions of the SEBI (SBEB & SE)**

**Regulations, and certain additional articles have been inserted in line with prevailing market practices** to provide greater clarity and strengthen the governance and operational framework of the Scheme.

- e) Any other amendments or modifications to the Scheme are incidental or ancillary in nature and are intended to give effect to the amendments described in points (a) to (d) above.
- f) The proposed amendments are not detrimental to the interests of the Company's existing option grantees.

**Details of the employees who are beneficiaries of such variation:**

The beneficiaries of the proposed variation shall include all existing option grantees and such other eligible employees to whom Options may be granted in the future under the amended and restated Scheme. The Scheme shall continue to cover eligible employees of the Company, its Subsidiary Company(ies) or Associate Company(ies), in India or outside India, in accordance with the provisions of the Scheme and applicable laws.

**a. Brief Description of the Scheme**

The Scheme shall be called as SG Mart Limited Employees Stock Option Scheme-2023.

**The Purpose of the Scheme includes the following:**

- (a) To attract relevant talent into the Company to drive its growth plans.
- (b) To motivate the Employees to contribute to the growth and profitability of the Company.
- (c) To retain the Employees and reduce the attrition rate of the Company.
- (d) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- (e) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- (f) To provide additional deferred rewards to Employees.

**b. Total number of Options to be offered and granted**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakhs) Options which shall be convertible into 40,00,000 (Forty Lakhs) Equity Shares of face value of ₹1/- each.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Board of Directors (hereinafter referred to as the "Board of Directors" which

term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options that can be granted and the Equity Shares arising upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

**c. Identification of class of employees entitled to participate and be beneficiaries in the Scheme**

- (a) an Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) 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
- (c) an employee as defined in sub-clauses (a) or (b), of Subsidiary or Associate Company, in India or outside India

but does not include

- (i) an Employee who is a Promoter or a person belonging to the Promoter Group; or
- (ii) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**d. Requirements of vesting and period of vesting**

Vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the grant date and a maximum of 5 (Five) years from the grant date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding. The actual Vesting will be subject to the continued employment of the Grantee and may further be linked with certain performance and other criteria, as determined by the Committee and mentioned in the Grant Letter.

**e. Maximum period within which the options shall be vested**

The maximum period within which the Options shall be vested is 5 (Five) years from the Date of Grant.

**f. Exercise price or pricing formula**

The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee, at the time of Grant in accordance with Applicable Laws and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

**g. Exercise Period and the Process of Exercise**

After vesting, Options can be exercised either wholly or partly, within a maximum period of 1 (One) year from the date of last vesting, through Cash Mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

The mode and manner of the exercise shall be communicated to the Grantees individually.

**h. Appraisal process for determining the eligibility of employees under the Scheme**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof:

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

**i. Maximum number of Options to be offered and issued per employee and in aggregate**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakh) Options which shall be convertible into equal number of Shares of face value of ₹1/- each.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be Granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

**j. Maximum quantum of benefits to be provided per employee under the Scheme**

The maximum quantum of benefits that will be provided to every eligible Employee under the

Scheme will be the difference between the market value of the Company's Shares on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

**k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by way of fresh allotment and will follow cash mechanism.

Provided that if prevailing circumstances so warrant, the Company may change the mode of implementation of the Scheme subject to the condition that a fresh approval of the Shareholders by a special resolution is obtained prior to implementing such a change and that such a change is not prejudicial to the interests of the Grantees.

The Scheme shall be administered by the Committee which may delegate some or all of its power to any other sub-committee or persons for the proper administration of the Scheme.

**l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both**

The Scheme involves a new issue of Equity Shares by the Company.

**m. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**n. The Maximum percentage of Secondary Acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the Scheme**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**o. Disclosure and Accounting Policies**

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

**p. The method which the company shall use to value its options**

The Company shall comply with the requirements of Ind AS 102 – Share-based Payment and shall use the Fair value method and the fair value of Options shall be calculated as per the prescribed

method under the applicable regulations.

**q. Statement with regard to Disclosure in Director's Report:**

As the Company is adopting the fair value method, presently there is no requirement for disclosure in the Directors' Report. However, if in future the Company opts for recognising expenditure of share-based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that would have been recognised had the fair value method been used shall be disclosed in the Directors' Report. 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 allotted to the Grantees pursuant to exercise of Options will not be subject to any lock-in period and can be freely sold by the Grantee.

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

The Committee shall determine the procedure for buy-back of Options granted under the Scheme, if undertaken by the Company at any time, along with the applicable terms and conditions, in accordance with applicable laws.

The Board of Directors recommends the resolution as set out in Item Nos. 1 & 2 of this notice to be passed as Special Resolutions.

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 set out at Item nos. 1 & 2 of this Notice, except to the extent of their entitlements, if any, under the Scheme.

SG Mart Limited Employees Stock Option Scheme-2023 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

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

**Sd/-  
Sachin Kumar  
Company Secretary**

**Place: Noida**

**Date: March 25, 2026**