

SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017
(CIN: L74110DL1995PLC069787), E mail: cs@saicapital.co.in, Ph: 011-40234681
Website: www.saicapital.co.in

February 27, 2026

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001.

Scrip Code-531931

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sirs,

In continuation to our intimation dated **February 13, 2026**, informing about the decision of the Board of Directors of the Company to conduct the Postal Ballot process, please find attached the Notice of Postal Ballot together with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, seeking prior approval of the Members of the Company on the following proposed matters, by way of Postal Ballot:

S.No.	Description of Resolution
Special Resolution	
1.	Enhancement in overall Borrowing Limits of the Company under Section 180 (1) (c) of the Companies Act, 2013
Ordinary Resolutions	
2.	Material Related Party Transaction(s) between Company and Mr. Karan Mehra, Company Secretary & Compliance Officer of the Company
3.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and its Director Ms. Akshi Khandelwal
4.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and its Key Managerial Personnel Mr. Sachin Chauhan
5.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited, being a related party by virtue of having Common Directorship
6.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited, being a related party by virtue of having Common Directorship
7.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery

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	Private Limited, being a related party by virtue of having Common Directorship
8.	Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, and M/s. Nuflower Foods & Nutrition Private Limited, (Related Party)
9.	Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited ("HCEFPL"), a Material Subsidiary of the Company, and its Subsidiary M/s. Unisphere Industries Private Limited
10.	Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited ("HCEFPL"), a Material Subsidiary of the Company and its Director Mr. Ankur Rawat
11.	Material Related Party Transaction(s) between M/s. Unisphere Industries Private Limited, a Subsidiary of the Company, and its Holding Company M/s. Health Care Energy Foods Private Limited, Material Subsidiary of the Company

The e-voting details for Postal Ballot are as under:

Particulars	Details
e-Voting start time and date	09:00 A.M. (IST), Saturday, February 28, 2026
e-Voting end time and date	05:00 P.M. (IST), Sunday, March 29, 2026

The Postal Ballot Notice is available on the Company's website www.saicapital.co.in and the website of NSDL at <https://www.evoting.nsdl.com/>.

Please acknowledge receipt and take the above information on record.

Thanking You,

Yours Truly,
For Sai Capital Limited

NIRAJ
KUMAR
SINGH

Digitally signed by
NIRAJ KUMAR
SINGH
Date: 2026.02.27
11:05:30 +05'30'

Dr. Niraj Kumar Singh
Chairman & Managing Director

Attachments: a/a

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POSTAL BALLOT NOTICE

(Pursuant to Section 108 & Section 110 of The Companies Act, 2013 ('Act') read with Rule 20 & Rule 22 of The Companies (Management and Administration) Rules, 2014 ('Rules'))

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of The Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (MCA) for holding General Meetings / conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 03/2025 dated September 22, 2025, read with other relevant Circulars issued in this regard ('MCA Circulars'), that the below appended Resolutions are proposed for approval of the Members of M/s. Sai Capital Limited ("the Company") through Postal Ballot (the "Postal Ballot") by way of remote e-voting ("e-voting") process only i.e., by casting Votes electronically instead of submitting Postal Ballot Forms.

The proposed Resolutions together with the Explanatory Statement(s) in terms of the provisions of Sections 102 and 110 of the Act, setting out the material facts and reasons thereof, form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice") for seeking the consent of the Members through remote e-voting.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / M/s. Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA') / M/s. National Securities Depository Limited ('NSDL') and/or M/s. Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively denote 'Depositories'). The communication of 'assent' or 'dissent' of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at http://www.saicapital.co.in/Disclosure_of_events_2025-26.aspx.

Members wishing to exercise their Vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of Votes by remote e-voting commencing at **09:00 A.M. (IST) on Saturday, February 28, 2026**, E-

voting will close at **05:00 P.M. (IST) on Sunday, March 29, 2026**. The e-voting facility will be disabled by NSDL immediately, thereafter.

Special Business:

1. Enhancement in overall Borrowing Limits of the Company under Section 180 (1) (c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force), and in supersession of all earlier Resolutions passed in this regard and pursuant to recommendations of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money from time to time in one or more tranches, whether secured or unsecured, on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed by way of loan or any other mode of borrowing as may be deemed fit, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining outstanding at any point of time, may exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, provided that the total amount so borrowed shall not at any time exceed **Rs. 10,00,00,000/- (Rupees Ten Crores only)**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to secure the aforesaid borrowings, if any, by way of mortgage, charge, hypothecation, pledge or otherwise, in such form and manner and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable properties of the Company, present and future, including its Stock-in-Trade and other Assets.

RESOLVED FURTHER THAT Board of Directors or their delegated authority be and are hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, expedient or desirable to give effect to this resolution.”

2. Material Related Party Transaction(s) between Company and Mr. Karan Mehra, Company Secretary & Compliance Officer of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the

recommendation of the Nomination & Remuneration Committee and Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded for payment of remuneration to **Mr. Karan Mehra**, Company Secretary & Compliance Officer of the Company, for an amount not exceeding **Rs. 15,00,000/- (Rupees Fifteen Lacs Only) on Annual Basis**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, is undertaken in the ordinary course of business, and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

3. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and its Director Ms. Akshi Khandelwal

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company to **avail loan** annually from **Ms. Akshi Khandelwal**, Director of BAPL, for an amount not exceeding **Rs. 10,00,00,000/- (Rupees Ten Crores Only)** in one or more tranches, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

4. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and its Key Managerial Personnel Mr. Sachin Chauhan

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

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company to **pay remuneration to Mr. Sachin Chauhan**, Key Managerial personnel of BAPL for acting as a Company Secretary of the BAPL, for an amount not exceeding **Rs. 10,00,000/- (Rupees Ten Lakhs Only)** per Annum, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

5. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited, being a related party by virtue of having Common Directorship

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

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company to **grant loans and advances to M/s. Butterfly Ayurveda Bakery Private Limited**, being a related party by virtue of having Common Directorship, for an amount not exceeding **Rs. 70,00,000/- (Rupees Seventy Lacs Only)** either in one or more tranches, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

6. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited, being a related party by virtue of having Common Directorship

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company for **purchase of goods** from **M/s. Butterfly Ayurveda Bakery Private Limited**, being a related party by virtue of having Common Directorship, for an amount not exceeding **Rs. 50,00,000/- (Rupees Fifty Lacs Only)**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, is undertaken in the ordinary course of business, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

7. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited, being a related party by virtue of having Common Directorship

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related

Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company for **sale of goods** to **M/s. Butterfly Ayurveda Bakery Private Limited**, being a related party by virtue of having Common Directorship, for an amount not exceeding **Rs. 50,00,000/- (Rupees Fifty Lacs Only)**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, is undertaken in the ordinary course of business, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

8. Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and M/s. Nuflower Foods & Nutrition Private Limited, (Related Party)

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded for **M/s. Butterfly Ayurveda Private Limited**, a Material Subsidiary of the Company to **lease property of BAPL situated at Plot No 303, Sector-7-II, IMT- Manesar, Gurugram, Harayana- 122502** to **M/s. Nuflower Foods & Nutrition Private Limited**, being a related party by virtue of having Common Directorship/a Director or his relative is a Member or Director, at an Annual Rent not exceeding **Rs. 15,00,000/- (Rupees Fifteen Lacs Only)**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, is undertaken in the ordinary course of business, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

9. Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited ("HCEFPL"), a Material Subsidiary of the Company, and its Subsidiary M/s. Unisphere Industries Private Limited,

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

"RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company's Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Health Care Energy Foods Private Limited**, a Material Subsidiary of the Company to **grant loans and advances** to its Subsidiary **M/s. Unisphere Industries Private Limited**, step down subsidiary of the Company, for an amount not exceeding **Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only)** either in one or more tranches, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution."

10. Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited ("HCEFPL"), a Material Subsidiary of the Company and its Director Mr. Ankur Rawat

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

"RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company's Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Health Care Energy Foods Private Limited**, a Material Subsidiary of the Company to **pay remuneration** to its Director **Mr. Ankur Rawat**, for an amount not exceeding **Rs. 23,00,000/- (Rupees Twenty-Three Lacs Only)** per annum, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

11. Material Related Party Transaction(s) between M/s. Unisphere Industries Private Limited, a Subsidiary of the Company, and its Holding Company M/s. Health Care Energy Foods Private Limited, Material Subsidiary of the Company

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and pursuant to the recommendation of the Audit Committee of the Company, approval of the Shareholders of the Company be and is hereby accorded to **M/s. Unisphere Industries Private Limited**, a Subsidiary of the Company to **avail loan** from its Holding Company **M/s. Health Care Energy Foods Private Limited**, a Material Subsidiary of the Company for an amount not exceeding **Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only)** either in one or more tranches, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the aforesaid transaction, being a Material Related Party Transaction, be and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.”

**By Order of the Board
For Sai Capital Limited**

Sd/-

**Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396
Add: 95, Munirka Vihar, JNU,
South West Delhi-110067**

**Date : February 13, 2026
Place : New Delhi**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 & Section 108 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons, thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on **Friday, February 20, 2026** ('cut-off date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the cut-off date.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cu-toff date shall be eligible to cast their Votes through Postal Ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is, however, clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Company is providing remote e-voting facility to its Members, to enable them to cast their Votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Notes of this Notice.
5. The remote e-voting shall commence at **09:00 A.M. (IST) on Saturday, February 28, 2026** and shall end at **05:00 P.M. (IST) on Sunday, March 29, 2026**. During this period, Members of the Company holding Shares in physical or electronic form as on the cut-off date may cast their Vote electronically. The remote e-voting module shall be disabled by NSDL for voting immediately, thereafter.
6. A copy of this Notice is also available on the website of the Company at http://www.saicapital.co.in/Disclosure_of_events_2025-26.aspx, the website of BSE Limited ('BSE') at www.bseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The Vote in this Postal Ballot cannot be exercised through Proxy.
8. Members desirous of inspecting the Documents referred to, in the Notice or Explanatory Statement may send their requests to cs@saicapital.co.in from their registered e-mail addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
9. Once the vote on any Resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently.
10. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

11. Institutional/ Corporate Shareholders (i.e. other than Individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization, etc., authorizing their representative to vote on their behalf. The said Resolution/Authorization should be sent to the Scrutinizer by e-mail through their registered e-mail address to compliance@thecorpex.co.in.

12. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013, and the Rules framed there under, and Regulation 44 of the Listing Regulations, the Company is providing facility for voting by electronic means to its Members to enable them to cast their votes electronically through e-voting and for this purpose, the Company has engaged the services of M/s. National Securities Depository Limited (NSDL) and as such, the business set out in this Postal Ballot Notice shall be transacted through such voting.

13. The details of the process and manner for remote e-Voting are explained herein below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: How to Log-in to NSDL e-Voting website?

I. Login method for e-Voting for Individual Members 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 e-mail 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.	<p>A. OTP based login:</p> <ol style="list-style-type: none"> 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 2. Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. 3. Enter the OTP received on registered email Id./mobile number and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. 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. <p>B. NSDL IDeAS facility:</p> <p>If you are already registered, follow the below steps</p>

1. Visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile.
2. 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.
3. 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.
4. 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.

If you are not registered, follow the below steps

1. Option to register is available at <https://eservices.nsdl.com>.
2. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Please follow steps given above in points 1-4.

C. E-Voting website of NSDL

1. 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. (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. 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.

D. 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

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. To login to Easi /Easiest users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my easi username & password.

with CDSL	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, users will be able to see e-Voting page of the e-Voting service provider for casting their 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 by clicking on login & New System Myeasi Tab and then clicking 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 e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged 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. 3. 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 their User Id./ Password are advised to use 'Forgot User Id.' and 'Forgot Password' options available on the above mentioned website.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Members 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.

II. Login method for e-Voting for individual members holding securities in Demat mode and members holding securities in physical form

- a) 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 device.

- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- c) 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 e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login credentials. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically
- d) Your User Id. details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
i. 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*****
ii. 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*****
iii. 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***

e) Password details for Members other than individual Members are given below:

- I. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- II. 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 prompt you to change your password.

III. How to retrieve your “initial password”?

- If your e-mail address is registered in your Demat account, or with the Company, your “initial password” is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .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 e-mail address is not registered, please follow steps mentioned below in process for those Members whose e-mail addresses are not registered.

- f) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - i. 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.
 - ii. "**Physical User Reset Password?**" (If you are holding Shares in Physical form) option available on www.evoting.nsdl.com.
 - iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) 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?

- a) After successful login at Step 1, you will be able to see all the companies "EVEN" (e-Voting Event Number) in which you are holding shares and whose voting cycle.
- b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a) 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 compliance@thecorpex.co.in 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.
- b) 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.
- c) 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

Process for those Members whose e-mail addresses 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:

- a) In case shares are held in physical form, please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's email address at cs@saicapital.co.in.
- b) In case Shares are held in Demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's email address at cs@saicapital.co.in.
- c) If you are an individual Member holding Securities in Demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e. login method for e-Voting for Individual Members holding Securities in Demat mode.
- d) Alternatively, Members may send a request to NSDL at evoting@nsdl.com for procuring User Id. and password for e-Voting by providing above mentioned documents.
- e) In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their Demat account maintained with Depository Participant(s). Members are required to update their mobile number and email address correctly in their Demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION
102 AND 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1: ENHANCEMENT IN OVERALL BORROWING LIMITS OF THE COMPANY UNDER
SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013**

In order to support future expansion plans, diversification of business activities, enhancement of operational capacities, working capital requirements, capital expenditure, and to meet other corporate needs, the Company may be required to avail additional financial assistance from time to time.

Such financial assistance may be obtained in the form of loans, advances, credit facilities, overdrafts, cash credit facilities, inter-corporate loans, unsecured loans, or any other permissible financial arrangements, from Banks, Financial Institutions, Non-Banking FinancialC companies (NBFCs), Directors, or any other persons or entities, whether secured or unsecured, on such terms and conditions as may be considered appropriate by the Board of Directors to be in the best interest of the Company.

The existing borrowing limit of Rs. 5,00,00,000/- (Rupees Five Crores Only), as approved by the Members at their 24th Annual General Meeting, may not be adequate to cater the Company's present and future funding requirements. Accordingly, the Board of Directors, after due consideration, has deemed it necessary and prudent to revise and enhance the borrowing powers of the Board to an aggregate limit of Rs. 10,00,00,000/- (Rupees Ten Crores Only) either in one or more tranches to ensure uninterrupted business operations and sustained growth of the Company.

Pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow monies, where the total amount borrowed (together with the monies already borrowed by the Company) exceeds the aggregate of the Paid-up Share Capital, Free Reserves, and Securities Premium of the Company, except with the prior consent of the Members of the Company by way of a Special Resolution. The said provisions are intended to ensure transparency and Shareholder control over substantial Borrowings of the Company.

The proposed enhancement in the borrowing limit does not automatically result in immediate borrowings of the said amount but merely provides an enabling authority to the Board to raise funds, as and when required, based on business exigencies and financial prudence.

In view of the proposed enhancement in the borrowing limit beyond the aforesaid statutory threshold, it is proposed to obtain approval of the Members by way of a Special Resolution for this purpose to supersede the earlier Resolution passed at the 24th Annual General Meeting held on September 30, 2019 and to authorize the Board to borrow money within the enhanced limit of Rs. 10,00,00,000/- (Rupees Ten Crores Only).

The Board of Directors, accordingly, recommend the **Special Resolution** set out at Item No. 1 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 2: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND MR. KARAN MEHRA, COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee and the Audit Committee of the Company, proposes to seek approval of the Shareholders for payment of remuneration to Mr. Karan Mehra, Company Secretary & Compliance Officer of the Company.

Mr. Karan Mehra is a Key Managerial Personnel of the Company and qualifies as a Related Party in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, the proposed transaction of payment of remuneration constitutes a Related Party Transaction.

The remuneration proposed to be paid to Mr. Karan Mehra shall not exceed ₹15,00,000/- (Rupees Fifteen Lakhs Only) per annum, on such terms and conditions as may be mutually agreed between the Company and Mr. Karan Mehra. The remuneration is commensurate with his qualifications, experience, responsibilities, and the industry benchmarks.

As the value of the transaction exceeds the materiality threshold prescribed under the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, the transaction qualifies as a Material Related Party Transaction and therefore requires approval of the Shareholders of the Company.

The Nomination & Remuneration Committee and Audit Committee of the Company have reviewed the proposed transaction and have recommended the same to the Board subject to the approval of the Shareholders of the Company, after considering that the transaction is in the ordinary course of business and at arm's length basis, and is in the best interest of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Karan Mehra, are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution set out at **Item No. 2** in the accompanying Notice for approval of the Shareholders.

ITEM NO. 3: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED ("BAPL"), A MATERIAL SUBSIDIARY OF THE COMPANY, AND ITS DIRECTOR MS. AKSHI KHANDELWAL

M/s. Butterfly Ayurveda Private Limited ("BAPL"), a **Material Subsidiary** of the Company, in order to meet its operational and business requirements, proposes to enter into a borrowing arrangement with its Director **Ms. Akshi Khandelwal**, who falls within the definition of "**related party**" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of BAPL, at its Meeting held on **January 12, 2026**, approved the proposal to borrow funds not exceeding an aggregate amount of **Rs. 10,00,00,000/- (Rupees Ten Crore Only)**, either in one or more tranches, at any point of time, from Ms. Akshi Khandelwal.

As the value of the transaction exceeds the materiality threshold prescribed under the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, the transaction qualifies as a Material Related Party Transaction and, therefore, requires approval of the Shareholders of the Company.

In compliance with Regulation 23(2) of the SEBI LODR Regulations, the Audit Committee of the Company, at its Meeting held on February 13, 2026, reviewed and approved the proposed Material Related Party Transaction of BAPL with Ms. Akshi Khandelwal, after considering all relevant factors, including the arm's length nature of the transaction and overall impact on the Company and its Shareholders and recommended the same to the Board subject to the approval of the Shareholders of the Company as the proposed transaction qualifies as a Material Related Party Transaction, for which prior approval of the shareholders of the Company is required in accordance with Regulation 23(4) of the SEBI LODR Regulations.

INFORMATION REQUIRED TO BE DISCLOSED IN THE EXPLANATORY STATEMENT PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/93 DATED JUNE 26, 2025 read with Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ARE AS FOLLOWS:

A (1): Basic details of the related party:

S.No	Particulars of the information	Information provided by the management
1.	Name of the related party	M/s. Butterfly Ayurveda Private Limited (BAPL) and Ms. Akshi Khandelwal.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	<p>M/s. Butterfly Ayurveda Private Limited is an organization engaged in the research, development, manufacturing, and marketing of Ayurvedic products. It also offers a niche range of products that include Ayurvedic Teas, Herbal Infusions, Ayurvedic Medicines, and Herbal Supplements. The Company also has an Ayurveda-inspired Bakery that develops freshly baked cookies and cakes. The entire product range is focused on helping people with lifestyle-related ailments, thus generating a holistic sense of wellbeing in every individual through its range of Ayurveda-inspired products.</p> <p>Ms. Akshi Khandelwal is employed as a Director of BAPL, and is also in the service of M/s. Carbyne Infrastructure Private Limited, from which she derives remuneration.</p>

A(2): Relationship and ownership of the related party:

S.No	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>Ms. Akshi Khandelwal holds Directorship in BAPL.</p> <p>Listed Entity indirectly holds 98% equity shares in BAPL and the counter party is an Individual.</p>

A(3): Details of previous transactions with the related party:

S.No	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	BAPL has made borrowings of Rs. 1,41,03,142/- (Rupees One Crore Forty One Lacs Three Thousand One Hundred & Forty Two Only) from a Related Party i.e., Ms. Akshi Khandelwal during the previous Financial Year.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	M/s. Butterfly Ayurveda Private Limited has made borrowings of Rs. 34,00,000/- (Rupees Thirty-Four Lacs Only) from a Related Party i.e., Ms. Akshi Khandelwal during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by any related party.

A(4): Amount of the proposed transaction(s):

S.No	Particulars of the information	Information provided by the management																		
1.	Amount of the proposed transactions being placed for approval in the Meeting of the Audit Committee/ Shareholders.	Rs. 10,00,00,000/- (Rupees Ten Crore Only).																		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, current proposed transaction is a material RPT.																		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1882.88.%																		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	1882.88.%																		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1882.88.%																		
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th colspan="2">For M/s. Butterfly Ayurveda Private Limited</th> </tr> <tr> <th>Particulars</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 53,10,863</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. (4,20,53,697)</td> </tr> <tr> <td>Net worth</td> <td>Rs. 1,195.45 Lacs</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="2">For Ms. Akshi Khandelwal</th> </tr> <tr> <th>Particulars</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 1,69,44,639</td> </tr> <tr> <td>Net worth</td> <td>Rs. 1400 Lacs</td> </tr> </tbody> </table>	For M/s. Butterfly Ayurveda Private Limited		Particulars	FY 2024-25	Turnover	Rs. 53,10,863	Profit After Tax	Rs. (4,20,53,697)	Net worth	Rs. 1,195.45 Lacs	For Ms. Akshi Khandelwal		Particulars	FY 2024-25	Turnover	Rs. 1,69,44,639	Net worth	Rs. 1400 Lacs
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Turnover	Rs. 1,69,44,639																			
Net worth	Rs. 1400 Lacs																			

A(5): Basic details of the proposed transaction:

S.No	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction is in the form of a Borrowing.

2.	Details of each type of the proposed transaction	M/s. Butterfly Ayurveda Private Limited has proposed to borrow funds from Ms. Akshi Khandelwal.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Continuing Borrowings for a period of Five Financial Years.
4.	Whether omnibus approval is being sought?	Not Applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 10,00,00,000/- (Rupees Ten Crore)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited & Ms. Akshi Khandelwal are in the overall interest of the listed entity and its Shareholders for the following reasons:</p> <ul style="list-style-type: none"> a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the Listed Company, or Equity Dilution, or liability of any kind on the Listed Company;
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

B(5).

S.No	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	<p>Nature of Transaction The proposed transaction is in the nature of borrowing, wherein M/s. Butterfly Ayurveda Private Limited proposes to borrow funds from Ms. Akshi Khandelwal by way of an unsecured loan.</p> <p>Amount The loan amount shall be up to ₹10,00,00,000 (Rupees Ten Crores Only).</p> <p>Interest The loan shall be interest-free, and no interest shall be payable by the Company on the loan amount.</p> <p>Security The loan shall be unsecured, and no charge or lien shall be created on the assets of the Company.</p> <p>Repayment Terms The principal amount shall be repayable at the end of the tenure or earlier, as may be agreed between the parties.</p> <p>Purpose of Borrowing The loan proceeds shall be utilised for meeting the Company's working capital requirements and/or Business purposes.</p> <p>Arm's Length Basis The transaction shall be carried out at an arm's length basis and on terms no less favourable than those available from unrelated parties.</p>
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not Applicable (Interest free Loan will provided by the Director i.e. Ms. Akshi Khandelwal)
3.	Cost of borrowing	Not Applicable. Borrowing by the Company from the Director is interest free
4.	Maturity / due date	On Demand
5.	Repayment schedule & terms	Repayment will be made on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	N.A.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The Subsidiary will utilize the fund for expansion of its business.

C(4).

S.No	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements A. Before transaction B. After transaction	A. 0.75:1 B. 1.26 :1
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements A. Before transaction B. After transaction	A. -0.1 Times B. -0.06 Times

Additional Information provided to Shareholders as specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and NSE Circular No. NSE/CML/2025/29 dated June 26, 2025

S. No.	Particulars of the information	Information provided by the Management
1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited & Ms. Akshi Khandelwal are in the overall interest of the listed entity and its Shareholders for the following reasons: a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the Listed Company, or Equity Dilution, or liability of any kind on the Listed Company; d) Enhance long-term Shareholder value
2.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee of the Listed Entity has considered the Certificate provided by the Managing Director and CFO of the Listed Entity.

3.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material Related Party Transaction have been duly reviewed and approved by the Audit Committee of the Company, and the Board of Directors have recommended the proposed transaction(s) to the Shareholders for their approval.
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
5.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable

The Board of Directors, accordingly, recommend the **Ordinary Resolution** set out at Item No. 3 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 4: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED (“BAPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND ITS KEY MANAGERIAL PERSONNEL, MR. SACHIN CHAUHAN.

M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, at the Meeting of its Board of Directors held on January 16, 2026, approved a proposed contractual arrangement with Mr. Sachin Chauhan, Company Secretary and Compliance Officer of BAPL, for payment of remuneration not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs Only) per annum.

Mr. Sachin Chauhan qualifies as a Related Party in terms of Regulation 2(1)(zb) of the SEBI LODR Regulations, read with Section 2(76) of the Companies Act, 2013, as he is a Key Managerial Personnel of the Material Subsidiary of the Company i.e. BAPL.

Although the proposed remuneration is in the ordinary course of business and at arm’s length basis, considering the applicable materiality thresholds prescribed under Regulation 23 of the SEBI LODR Regulations, the transaction qualifies as a Material Related Party Transaction, thereby necessitating prior approval of the Shareholders of the Company.

In compliance with Regulation 23(2) of the SEBI LODR Regulations, the Audit Committee of the Company, at its meeting held on February 13, 2026, reviewed and approved the proposed Material

Related Party Transaction of BAPL with Mr. Sachin Chauhan, after considering all relevant factors, including the arm's length nature of the transaction and overall impact on the Company and its Shareholders.

Since the proposed transaction qualifies as a Material Related Party Transaction, prior approval of the Shareholders of the Company is required in accordance with Regulation 23(4) of the SEBI LODR Regulations.

The Board of Directors, accordingly, recommend the **Ordinary Resolution** set out at Item No. 4 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 5: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED ("BAPL"), A MATERIAL SUBSIDIARY OF THE COMPANY, AND M/S. BUTTERFLY AYURVEDA BAKERY PRIVATE LIMITED, BEING A RELATED PARTY BY VIRTUE OF HAVING COMMON DIRECTORSHIP

M/s. Butterfly Ayurveda Private Limited ("BAPL"), a Material Subsidiary of the Company, proposes to enter into certain related party transaction(s) with M/s. Butterfly Ayurveda Bakery Private Limited ("BABPL").

BABPL qualifies as a related party in terms of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI LODR Regulations, as both Entities have Common Directors.

The proposed transaction(s) involve the **grant of loans and/or advances** by BAPL to BABPL, in the ordinary course of business, for an aggregate amount not exceeding **Rs. 55,00,000/- (Rupees Fifty-Five Lacs Only)** in one or more tranches at any particular point of time.

The Audit Committee of the Company, at its meeting held on **February 13, 2026**, reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same, having satisfied itself that the transaction(s) are:

- i. In the ordinary course of business;
- ii. At an arm's length basis; and
- iii. In the best interest of the Company and its Shareholders.

The Audit Committee further noted that the proposed transaction(s) is/are expected to result in operational synergies, improved efficiency in business operations, and optimal utilization of resources within the Group.

In accordance with Regulation 23 of the SEBI LODR Regulations, the proposed transaction(s) qualify as Material Related Party Transaction(s), as the total value of such transaction(s), whether undertaken individually or cumulatively during a financial year, is expected to cross the prescribed materiality threshold. Consequently, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 5 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 6: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED (“BAPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND M/S. BUTTERFLY AYURVEDA BAKERY PRIVATE LIMITED, BEING A RELATED PARTY BY VIRTUE OF HAVING COMMON DIRECTORSHIP

M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, proposes to enter into certain related party transaction(s) with M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”).

BABPL is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, by virtue of having common directors with BAPL.

The proposed transaction(s) involve the **Purchase of Goods** by BAPL from BABPL, in the ordinary course of business of BAPL. The aggregate value of such transaction(s) shall not exceed **Rs. 50,00,000/- (Rupees Fifty Lacs Only)** at any point of time.

The Audit Committee of the Company, at its Meeting held on February 13, 2026, reviewed and approved the proposed related party transaction(s), after considering all relevant factors and being satisfied that the transaction(s) are in the best interest of the Company and its Shareholders.

The Audit Committee of the Company is of the view that the proposed transaction(s) will result in operational synergies, enhanced efficiency in business operations, and optimal utilization of resources within the Group.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following disclosures are being made to the Members with respect to the proposed Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”), a related party.

S. No	Particulars	Information	
1.	Name of Related Party	M/s. Butterfly Ayurveda Private Limited (“BAPL”)	M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”)
2.	Name of the Director Or Key Managerial Personnel who is related, if any	Ms. Akshi Khandelwal & Mr. Suresh Kumar holding Directorship in both the Companies i.e. BAPL & BABPL.	
3.	Nature of relationship	Both Companies are Related by virtue of Common Directorship	
4.	Nature of the contract or arrangements	Purchase of Goods by BAPL from BABPL	
5.	Material terms of the contract or arrangements	The pricing of the goods shall be determined at an arm’s length basis and shall be comparable with prevailing market prices. Payment terms shall be as per standard industry practices, unless otherwise mutually agreed between the parties.	

6.	Monetary value of the contract or arrangements	The maximum aggregate value of the proposed transaction(s) shall be Rs. 50,00,000/- (Rupees Fifty Lacs Only).
7.	Particulars of the contract or arrangements	Purchase of goods in the ordinary course of business on recurring basis as per purchase orders and invoices.
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	The Audit Committee of the Company is of the opinion that the proposed transaction(s) will enable operational synergies, efficiency in business operations and optimal utilization of resources.

In terms of Regulation 23 of the SEBI LODR Regulations, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the value of such transaction(s), whether entered into individually or cumulatively during a financial year, is likely to exceed the prescribed materiality threshold.

Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**. The Board of Directors recommend the **Ordinary Resolution** set out at Item No. 6 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 7: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED (“BAPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND M/S. BUTTERFLY AYURVEDA BAKERY PRIVATE LIMITED, BEING A RELATED PARTY BY VIRTUE OF HAVING COMMON DIRECTORSHIP

M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, proposes to enter into related party transaction(s) with M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”).

BABPL qualifies as a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on account of the presence of common Directors on the Boards of BAPL and BABPL.

The proposed related party transaction(s) involve the **Sale of Goods** by BAPL to BABPL, which shall be carried out in the ordinary course of business of BAPL. The aggregate value of such transaction(s), whether entered into individually or cumulatively, shall not exceed **Rs. 50,00,000/- (Rupees Fifty Lacs Only)**.

The Audit Committee of the Company, at its Meeting held on **February 13, 2026**, has reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same. The Audit Committee has, inter alia, considered the nature of the transaction(s), pricing mechanism, commercial rationale and compliance with applicable legal and regulatory requirements, and has opined that the proposed transaction(s) is/are in the best interests of the Company and its Shareholders.

The Audit Committee is further of the view that the proposed transaction(s) will facilitate operational synergies, enhance efficiency in business operations, and lead to optimal utilization of resources within the Group.

DISCLOSURES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following disclosures are being made to the Members with respect to the proposed material related party transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”), a related party.

S. No	Particulars	Information	
1.	Name of Related Party	M/s. Butterfly Ayurveda Private Limited (“BAPL”)	M/s. Butterfly Ayurveda Bakery Private Limited (“BABPL”)
2.	Name of the director or key managerial personnel who is related, if any	Ms. Akshi Khandelwal & Mr. Suresh Kumar holding Directorship in both the Companies i.e. BAPL & BABPL.	
3.	Nature of relationship	Both Companies are related by virtue of Common Directorship	
4.	Nature of the contract or arrangements	Sale of Goods by BAPL to BABPL	
5.	Material terms of the contract or arrangements	The pricing of the goods shall be determined at an arm’s length basis and shall be comparable with prevailing market prices. Payment terms shall be as per standard industry practices, unless otherwise mutually agreed between the parties.	
6.	Monetary value of the contract or arrangements	The maximum aggregate value of the proposed transaction(s) shall be Rs. 50,00,000/- (Rupees Fifty Lacs Only).	
7.	Particulars of the contract or arrangements	Sale of goods in the ordinary course of business on a recurring basis, carried out through sale orders and invoices.	
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	The Audit Committee is of the opinion that the proposed transaction(s) will enable operational synergies, efficiency in business operations and optimal utilization of resources.	

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the aggregate value of such transaction(s) is likely to exceed the prescribed materiality thresholds. Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 7 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 8: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED (“BAPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND M/S. NUFLOWER FOODS & NUTRITION PRIVATE LIMITED (RELATED PARTY)

M/s. Butterfly Ayurveda Private Limited (“BAPL”), a Material Subsidiary of the Company, proposes to enter into related party transaction(s) with M/s. Nuflower Foods & Nutrition Private Limited (“NFPL”).

NFPL qualifies as a related party under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI LODR Regulations.

The proposed Related Party Transaction(s) comprise(s) the leasing of Property situated at **Plot No. 303, Sector-7-II, IMT-Manesar, Gurugram, Haryana – 122502**, by BAPL to NFPL,

The aggregate value of the proposed transaction(s) shall not exceed **Rs. 15,00,000/- (Rupees Fifteen Lacs Only) Per Annum**.

The Audit Committee of the Company, at its Meeting held on **February 13, 2026**, has reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same. The Audit Committee has, inter alia, considered the nature of the transaction(s), commercial rationale and compliance with applicable legal and regulatory requirements, and has opined that the proposed transaction(s) are in the best interests of the Company and its Shareholders.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following disclosures are being made to the Members with respect to the proposed Material Related Party Transaction(s) between M/s. Butterfly Ayurveda Private Limited (“BAPL”), a material subsidiary of the Company, and M/s. Nuflower Foods & Nutrition Private Limited (“NFPL”), a related party.

S. No	Particulars	Information	
		1.	Name of Related Party
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Naveen Khandelwal and Mr. Akshat Khandelwal, Directors of NFPL, are Relatives of Ms. Akshi Khandelwal, Director of BAPL	
3.	Nature of relationship	Companies in which a Director or his/her relative is a Member or Director.	
4.	Nature of the contract or arrangements	Leasing of Property situated at Plot No 303, Sector-7-II, IMT- Manesar, Gurugram, Harayana- 122502 by BAPL to NFPL	
5.	Material terms of the contract or arrangements	Lease of premises on monthly rent for business purposes as per Lease Agreement.	
6.	Monetary value of the contract or arrangements	The maximum aggregate value of the proposed transaction(s) shall be Rs. 15,00,000/- (Rupees Fifteen Lacs Only).	
7.	Particulars of the contract or arrangements	Lease of premises for business operations on agreed terms and conditions.	
8.	Any other information	Not Applicable	

	relevant or important for the members to take a decision on the proposed resolution	
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In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the aggregate value of such transaction(s) is likely to exceed the prescribed materiality thresholds. Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 8 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 9: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. HEALTH CARE ENERGY FOODS PRIVATE LIMITED (“HCEFPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND ITS SUBSIDIARY M/S. UNISPHERE INDUSTRIES PRIVATE LIMITED

M/s. Health Care Energy Foods Private Limited (“HCEFPL”), a Material Subsidiary of the Company, proposes to enter into related party transaction(s) with M/s. Unisphere Industries Private Limited (“UIPL”), a Subsidiary of HCEFPL and a Step-down Subsidiary of the Company.

UIPL qualifies as a related party under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI LODR Regulations, by virtue of a holding–subsidiary relationship existing between HCEFPL and UIPL.

The proposed related party transaction(s) comprise(s) the grant of loans and/or advances by HCEFPL to UIPL.

The aggregate value of such transaction(s), whether entered into individually or cumulatively during the relevant financial year, shall not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only).

The transaction(s) are proposed to be undertaken:

- i. At an arm’s length basis;
- ii. At prevailing market rates; and
- iii. On commercial terms comparable to those available to unrelated third parties under similar circumstances.

The Audit Committee of the Company, at its Meeting held on **February 13, 2026**, has reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same. The Audit Committee has, inter alia, considered the nature of the transaction(s), commercial rationale and compliance with applicable legal and regulatory requirements, and has opined that the proposed transaction(s) is/are in the best interests of the Company and its Shareholders.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the aggregate value of such transaction(s) is likely to exceed the

prescribed materiality thresholds. Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 9 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives except Mr. Ankur Rawat, are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 10: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. HEALTH CARE ENERGY FOODS PRIVATE LIMITED (“HCEFPL”), A MATERIAL SUBSIDIARY OF THE COMPANY, AND ITS DIRECTOR MR. ANKUR RAWAT

The Members are informed that M/s. Health Care Energy Foods Private Limited (“HCEFPL”), a Material Subsidiary of the Company, proposes to enter into certain related party transaction(s) with its Director Mr. Ankur Rawat who is also a Non-Executive Director and Chief Financial Officer of the Company.

Accordingly, Mr. Ankur Rawat qualifies as a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI LODR Regulations, by virtue of being a Director of HCEFPL.

The proposed related party transaction(s) comprise(s) payment of remuneration by HCEFPL to Mr. Ankur Rawat, for services rendered in his professional capacity, in the ordinary course of business of HCEFPL.

The aggregate value of the proposed transaction(s) shall not exceed **Rs. 23,00,000/- (Rupees Twenty Three Lacs Only) Per Annum**.

The remuneration proposed to be paid shall be:

- i. In the ordinary course of business of HCEFPL;
- ii. At an arm’s length basis;
- iii. Commensurate with the roles, responsibilities, experience and qualifications of Mr. Ankur Rawat; and
- iv. On terms and conditions comparable to those prevailing in the industry for similar positions.

The Audit Committee of the Company, at its Meeting held on **February 13, 2026**, has reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the aggregate value of such transaction(s) is likely to exceed the prescribed materiality thresholds. Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 10 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives except Mr. Ankur Rawat, are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their Shareholding, if any, in the Company.

ITEM NO. 11: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. UNISPHERE INDUSTRIES PRIVATE LIMITED, STEP-DOWN SUBSIDIARY OF THE COMPANY, AND ITS HOLDING COMPANY M/S. HEALTH CARE ENERGY FOODS PRIVATE LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY

M/s. Unisphere Industries Private Limited (“UIPL”), a Step-down Subsidiary of the Company, proposes to enter into related party transaction(s) with its Holding Company M/s. Health Care Energy Foods Private Limited (“HCEFPL”), a Material Subsidiary of the Company.

UIPL qualifies as a related party under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI LODR Regulations, by virtue of a Holding–Subsidiary relationship existing between HCEFPL and UIPL.

The proposed transaction(s) comprise taking of loan by M/s. Unisphere Industries Private Limited (“UIPL”) from M/s. Health Care Energy Foods Private Limited (“HCEFPL”).

The aggregate value of such transaction(s) shall not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only). These transactions are proposed to be undertaken at an arm’s length basis and in the ordinary course of business and on terms comparable to those available to unrelated third parties.

The Audit Committee of the Company, at its meeting held on **February 13, 2026**, has reviewed the proposed related party transaction(s) in detail and, after due deliberation, approved the same. The Audit Committee has, inter alia, considered the nature of the transaction(s), commercial rationale and compliance with applicable legal and regulatory requirements, and has opined that the proposed transaction(s) are in the best interests of the Company and its Shareholders.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the proposed transaction(s) qualify as “Material Related Party Transaction(s)”, as the aggregate value of such transaction(s) is likely to exceed the prescribed materiality thresholds. Accordingly, prior approval of the Shareholders of the Company is required by way of an **Ordinary Resolution**.

Accordingly, the Board of Directors recommend the **Ordinary Resolution** set out at Item No. 11 of the Notice for the approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives except Mr. Ankur Rawat, are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their Shareholding, if any, in the Company.

**By Order of the Board
For Sai Capital Limited**

Sd/-

**Dr. Niraj Kumar Singh
Chairman & Managing Director**

DIN: 00233396

**Add: 95, Munirka Vihar, JNU,
South West Delhi-110067**

Date : February 13, 2026

Place : New Delhi