

SAT KARTAR LIFE LIMITED

(Formerly known as Sat Kartar Shopping Limited)



Dated: **21.04.2026**

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

SYMBOL: SATKARTAR
ISIN: INE0NB801022

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: Notice of Extraordinary General Meeting (EGM) of the shareholders of the Company scheduled to be held on **Wednesday, May 13, 2026 at 10:00 A.M.** (IST).

Dear Madam/ Sir,

In continuation to our previous intimation dated April 18, 2026, the EGM of the Company will be held on Wednesday, **May 13, 2026 at 10:00 A.M.** IST through Video Conferencing / Other Audio-Visual Means. In accordance with circulars issued by the Ministry of Corporate Affairs (MCA), shareholders will be able to attend and participate in the EGM only through VC / OAVM.

We are submitting herewith the Notice of the EGM of the Company which is being sent through electronic mode to the Members of the Company.

The Company is providing electronic voting facility to its members to exercise their right to vote by electronic means on any or all the items of business as set out in the Notice, through Central Depository Services Limited (CDSL) e-voting platform, which will commence on **Sunday, May 10, 2026 at 9:00 A.M.** and ends on **Tuesday, May 12, 2026 at 5:00 p.m.** The E-Voting module will be disabled after 5 p.m. on Tuesday, May 12, 2026. The members who have not cast their votes by remote e-voting can exercise their voting rights through the e-voting system during the EGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **cut-off date i.e., Wednesday, May 06, 2026** only shall be entitled to avail the facility of remote e-voting or e-voting at the meeting.

Sonal
Seth

Digitally signed
by Sonal Seth
Date: 2026.04.21
18:35:07 +05'30'

Regd. Office: 603, 6th Floor, Mercantile House, KG Marg, New Delhi -110001
Tel No. +011-40550741, website: www.satkartar.in, Email id: info@satkartar.in
CIN: L52590DL2012PLC238241

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The Notice of the EGM is also uploaded on the website of the company www.satkartar.in under investors-information and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

Kindly take the same on record.

**Thanking you,
Yours faithfully,
For Sat Kartar Life Limited
(Formerly known as Sat Kartar Shopping Limited)**

Sonal Seth Digitally signed
by Sonal Seth
Date: 2026.04.21
18:35:20 +05'30'

**Sonal Seth
Company Secretary & Compliance Officer
Membership No. F13949**

Date: 21.04.2026

Place: New Delhi

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NOTICE

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Sat Kartar Life Limited (previously known as “Sat Kartar Shopping Limited”) will be held on Wednesday 13th May, 2026 at 10:00 A.M. through Video Conferencing / Other Audio-Visual Means, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:

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

RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the NSE Limited (the “NSE”), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (**including the NSE**) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches **50,400 (Fifty Thousand Four Hundred Only)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Equity Shares”) at a price of ₹ 172 /- (**Rupees One Seventy Two Only**)

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(including a premium of Rs. 162/- (Rupees One Sixty Two Only) each payable in cash (“Equity Issue Price”) aggregating upto ₹ 86,68,800 /- (Rupees Eighty Six Lakh Sixty Eight Thousand Eight Hundred Only) to Viney Growth Fund (“Proposed Allottees”) who belongs to non-promoter category on preferential basis for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Shares is **Monday, April 13, 2026**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.

(b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.

(c) The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock- in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(d) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(f) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari- passu in all respects including a right to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the **Form No.PAS-4 (“Offer cum Application Form”)** to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any director(s) and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Equity Share Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

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ITEM NO. 2: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other statutory or regulatory authorities, including the National stock Exchange of India Limited (the “**NSE**”), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“**Equity Shares**”) are listed (hereinafter collectively referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (**including the NSE**) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to **27,74,400 (Twenty Seven Lakh Seventy Four Thousand Four Hundred Only) Convertible Warrants**, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Convertible Warrant**”) **at a price of Rs . 172/- (Rupees One Hundred Seventy-Two Only) (including a premium of Rs. 162/-) (Rupees One Hundred Sixty Two Only) each payable in cash (“Warrant Issue Price”)** aggregating up to ₹ 47,71,96,800 /- (**Rupees Forty Seven Crore Seventy One Lakh Ninety Six Thousand Eight Hundred Only**) to persons who belongs to Non Promoter Category which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities:

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S. No.	Name of Investors	Category	No. of Warrant Proposed to be issued	Amount
1	Lighthouse Canton Special Opportunities Fund - I	Public	1,00,000	1,72,00,000
2	Viney Growth Fund	Public	50,400	86,68,800
3	Jamsaria Family Trust	Public	2,91,200	5,00,86,400
4	Ravi Kumar	Public	6,98,400	12,01,24,800
5	Kawaljit Singh	Public	3,34,400	5,75,16,800
6	Bimal Suri	Public	2,91,200	5,00,86,400
7	SLV Finvest Limited	Public	2,91,200	5,00,86,400
8	Lurk Estate Private Limited	Public	2,04,000	3,50,88,000
9	Vanilla Consultants	Public	1,15,200	1,98,14,400
10	Vandana Minhas	Public	1,00,000	1,72,00,000
11	Anita Jain	Public	87,200	1,49,98,400
12	Arun Sethi	Public	87,200	1,49,98,400
13	Divine Comex Enterprises Private Limited	Public	79,200	1,36,22,400
14	Inderjeet Singh	Public	24,800	42,65,600
15	EPSON Project Private Limited	Public	20,000	34,40,000
Total			27,74,400	₹47,71,96,800

(hereinafter referred to as “Proposed Allottees”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue”).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is **Monday, April 13, 2026**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and

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- regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of Rs **11,92,99,200** which is equivalent to 25 % (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of **Rs. 35,78,97,600** which is equivalent to 75% (seventy five percent) of the Warrants Issue size in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company (“Warrant Exercise Amount”).
 - c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
 - d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
 - e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
 - f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
 - g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“**Conversion Notice**”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“**Conversion Date**”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
 - h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
 - i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
 - j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of **Chapter V** of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in **Form No.PAS-4 (“Offer cum Application Form”)** together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For Sat Kartar Life Limited
(Formerly known as Sat Kartar Shopping Limited)

Sonal
Seth

Digitally signed
by Sonal Seth
Date: 2026.04.21
15:54:42 +05'30'

Sonal Seth
Company Secretary & Compliance Officer
Membership No. F13949
Sat Kartar Life Limited
603, 6th Floor, Mercantile House,
KG Marg, New Delhi -110001

Place: New Delhi
Date: 18.04.2026

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NOTES:

- 1) Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- 3) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed to be the venue of this EGM.
- 4) The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice.
- 5) Corporate Members intending their authorised representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorising them to attend and vote through VC/OAVM on their behalf at the EGM by email to info@satkartar.in.
- 6) In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company whose name appear in the register of members/list of beneficiaries received from the depositories as on **Friday, April 17, 2026**.
- 7) The EGM Notice will also be available on the Company’s website at www.satkartar.in.

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- 8) Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- 9) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 10) All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., **May 13, 2026**. Members seeking to inspect such documents can send an email to info@satkartar.in.
- 11) In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, April 17, 2026**. Members may note that Notice has been uploaded on the website of the Company at www.satkartar.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.
- 12) In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register /update their email addresses with their Depository Participant(s).
- 13) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 14) In the case of joint holders, the member whose name appears as the first holder in the order of

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names as per the register of members of the Company will be entitled to vote at the EGM.

- 15) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only
- 16) The format of the register of members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. Any requests for updating these details should be submitted in Form ISR-1.
- 17) The remote e-voting period commences on **Sunday 10th May 2026 (9.00 A.M. IST)** ends on **Tuesday 12th May, 2026 (5.00 P.M. IST)**. During this period, members of the Company holding shares as on **cut-off date i.e. Wednesday 06th May, 2026** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members (for voting through remote e-voting before the EGM and remote e-voting during the EGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the **cut-off date i.e. Wednesday 06th May, 2026**.
- 18) Members will be provided with the facility for voting through electronic voting system during the VC / OAVM at the EGM and members participating at the EGM, who have not already cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the EGM. Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- 19) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the EGM as well as remote e-voting during the EGM. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Any person holding shares and non-individual shareholders, who acquire shares of the Company and become a member of the Company after sending the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@cdsl.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.
- 20) The Chairman shall, at the EGM, allow voting by use of the remote e-voting system for all those members who are present during the EGM through VC / OAVM but have not cast their votes by availing the remote e-voting facility before the EGM. The remote e-voting module during the EGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the EGM.

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- 21) **Mr. Vivek Rawal, Proprietor of M/s. Rawal & Co., Company Secretaries Firm**, have been appointed as the Scrutinizer to scrutinise the remote e-voting before and during the EGM, in a fair and transparent manner.
- 22) The scrutinizer shall, immediately after the conclusion of remote e-voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and at the EGM) and make, **not later than two working days of conclusion of the EGM**, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 23) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.satkartar.in and on the website of CDSL www.evoting.cdsl.com immediately after the results are declared and the same shall be communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.
- 24) Subject to the receipt of the requisite number of votes, the resolutions forming part of the EGM Notice shall be deemed to have been passed on the date of the EGM i.e., **Wednesday 13th May 2026**.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on < 10th May, 2026 09: 00 A.M. > and ends on < 12th May, 2026 05:00 P.M. >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < Wednesday, 6th May, 2026> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-

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voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

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evoting@nsdl.co.in or call at : 022 - 4886 7000 and
022 - 2499 7000

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

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

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

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

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

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

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

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **02 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (info@satkartar.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **02 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (info@satkartar.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & Item No.2 of the accompanying Notice dated **April 18, 2026**:

In respect of Item No. 1:

The Board of Directors of the Company (“Board”) at their meeting held on **April 18, 2026**, has approved raising of funds aggregating up to ₹ 86,68,800 /- (Rupees Eighty Six Lakh Sixty Eight Thousand Eight Hundred Only) by way of issuance of up to **50,400 (Fifty Thousand Four Hundred Only) Only** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Equity Shares”) at a price of ₹ **172/- (Rupees One Hundred Seventy Two Only)** (including a premium of Rs. 162/- (Rupees One Hundred Sixty-Two Only) each payable in cash (“Equity Issue Price”) aggregating upto ₹ **86,68,800 /- (Rupees Eighty Six Lakh Sixty Eight Thousand Eight Hundred Only)** to **Viney Growth Fund (“Proposed Allottees”)** who belongs to non-promoter category. The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board, at its meeting held on **April 18, 2026**, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **50,400 (Fifty Thousand Four Hundred Only) Only** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Equity Shares”) at a price of ₹ **172/- (Rupees One Hundred Seventy Two Only)** (including a premium of Rs. 162/- (Rupees One Hundred Sixty Two Only) each payable in cash (“Equity Issue Price”) aggregating upto ₹ **86,68,800 /- (Rupees Eighty Six Lakh Sixty Eight thousand Eight Hundred Only)** to **Viney Growth Fund (“Proposed Allottees”)** who belong to non-promoter category on preferential basis for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

The proposed preferential issue shall not result in any change in control or management of the Company.

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2. Kinds of securities offered and the price at which security is being offered, and the total maximum number of securities to be issued:

The Company proposes to offer, issue and allot, in one or more tranches upto **50,400 (Fifty Thousand Four Hundred Only) Only** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Equity Shares**”) at a price of ₹ 172/- (**Rupees One Hundred Seventy Two Only**) (including a premium of Rs. 162/- (Rupees One Hundred Sixty-Two Only) each payable in cash (“**Equity Issue Price**”) aggregating upto ₹ **86,68,800** /- (**Rupees Eighty Six Lakh Sixty Eight Thousand Eight Hundred**), by way of a Preferential Issue.

3. Purpose/Objects of the Issue:

The proceeds raised through the Preferential Issue of equity shares and warrants (“**Issue Proceeds**”) shall be utilized as follows:

S. No.	Particulars	Amount (Rs. In Crore)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1.	<u>Healthcare Establishment and Expansion</u> For establishment, expansion and development of healthcare service infrastructure, including Ayurveda hospitals, clinics, therapy centres and allied wellness facilities, across multiple locations; including acquisition (on ownership or lease), construction, renovation, infrastructure development, equipment procurement, and all related capital and revenue expenditures, including pre-operative, gestation and initial operational costs until commissioning and stabilisation of such facility/ facilities.	30,00,00,000	24 Months from the receipt of funds.
2.	<u>Strategic Acquisitions and Global Expansion</u>		

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	Strategic acquisitions and takeovers that are complementary to our business operations, including opportunities that can help us further improve our technology system, profitability and market reach. Identifying target business acquisition in India or outside India.	6,58,65,600	
3.	<u>Technology, Branding, and Market Expansion</u> Digital infrastructure, technology platforms, brand building, product development, and marketing and promotional activities across various channels.	9,00,00,000	
4	General Corporate Purpose	3,00,00,000	
Total		48,58,65,600	

(*This total amount raised, amounting to ₹48,58,65,600/- (Rupees forty-eight crore fifty-eight lakh sixty-five thousand six hundred Only), includes funds raised through both the issuance of equity shares and warrants.)

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

4. Monitoring of utilisation of funds:

Given that the issue size is less than Rs. 100 Crore (Indian Rupees One Hundred Crore), the company is not required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

5. Relevant Date:

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The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for shares to be issued is **Monday, April 13, 2026 i.e. 30 (thirty) days** prior to the date of this Extra Ordinary General Meeting which is May 13, 2026 to approve the proposed preferential issue.

6. Basis on which the price has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on National Stock Exchange Limited (“NSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the floor price at which the shares shall be issued not less than higher of the following:

- a) 90 (Ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.158.21/- per equity share;**
- b) 10 (Ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.171.89 /- per equity share.**
- c) Floor price determined in accordance with the provisions of the articles of association of the Company.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

However, the articles of association of the Company contain the provisions of the requirement of Valuation Report from the Registered Valuer in case of preferential issue thereby report has been obtained from Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is **₹ 171.89/- per Equity Shares**. The **issue price is ₹ 172/- (Rupees One Hundred and Seventy-Two Only) per Equity Shares** which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

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The valuation was performed by Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045 in accordance with regulation 164 of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days up to the date of EGM and uploaded on the website of the Company. The link to the Valuation Report is available on <https://backendapi.satkartar.me/assets/investor/Valuation-Report-Preferential-Issue.pdf>

7. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. ₹ 86,68,800 /- (Rupees Eighty-Six Lakh Sixty-Eight Thousand Eight Hundred Only).

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottee, who is identified non-promoter person.

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2026-27.

10. Maximum number of securities to be issued.

The Company proposes to offer, issue and allot, in one or more tranches, upto **50,400 (Fifty Thousand Four Hundred Only) Only** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Equity Shares”) at a price of ₹ 172/- (Rupees One Hundred Seventy Two Only) (including a premium of Rs. 162/- (Rupees One Hundred Sixty-Two Only) each payable in cash (“Equity Issue Price”) aggregating upto ₹ 86,68,800 /- (Rupees Eighty Six Lakh Sixty Eight thousand Eight Hundred Only) to the persons belonging to non – promoter category by way of a Preferential Issue.

11. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

The equity shares shall not be issued to any person belonging to Promoter and Promoter Group of Company. They have indicated their intention not to subscribe to the Equity Share on Preferential basis.

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None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

12. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Shareholding pattern of the Company before and after the Preferential Issue:

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31,2026)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	42,94,356	27.28	42,94,356	23.13
b)	Bodies Corporate	57,22,000	36.34	57,22,000	30.81
	Sub-Total (A)(1)	1,00,16,356	63.62	1,00,16,356	53.94
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	1,00,16,356	63.62	1,00,16,356	53.94

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B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0
b)	FPI	0	0	0	0
c)	Alternate Investment Funds	356000	2.26	556800	3.00
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
f)	NBFCs registered with RBI	0	0	0	0
	Sub-Total (B)(1)	356000	2.26	556800	3.00
2	Institutions (foreign)				
	Foreign Direct Investment	0	0	0	0
	Foreign Ventures Capital Investors	0	0	0	0
	Foreign Portfolio Investors category-I	20000	0.13	20000	0.11
	Foreign Portfolio Investors category-II	0	0	0	0
	Sub-Total (B)(2)	20000	0.13	20000	0.11
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Resident Individuals	4296296	27.29	5919496	31.88
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify	0	0	0	0

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d)	Directors and Their Relatives	0	0	0	0
e)	Key Managerial Personnel	0	0	0	0
f)	IEPF	0	0	0	0
g)	Trusts	0	0	0	0
h)	Foreign National	0	0	0	0
i)	Non-Nationalised Banks	0	0	0	0
j)	Non-Resident Indians	26400	0.17	26400	0.14
k)	Clearing Member	0	0	0	0
l)	Bodies Corporate	776616	4.93	1371016	7.38
m)	Any other	253208	1.61	659608	3.55
	Sub-Total (B)(4)	5352520	34.00	7976520	42.95
	Total Public Shareholding (B)	5728520	36.38	85,53,320	46.06
	Total (A)+(B)	15744876	100	18569676	100

- *Pre-issue shareholding is as on 31.03.2026*
- *The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 50,400 equity shares and full conversion of 27,74,400 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

14. Change in Control, if any, in the Company consequent to the preferential issue.

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group only in terms of percentage consequent to preferential allotment.

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15.Principal terms of assets charged as securities.

Not applicable.

16.Material terms of raising such securities.

The Equity shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

17.The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

Name of the Proposed Allottee	Current Status of proposed Allottee	Proposed Status of allottees post Preferential Issue
Viney Growth Fund	Non-Promoter	Non-Promoter

18.Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Shares proposed to be allotted	Post- Issue Shareholding	
			No. of Shares	% of holding		No. of Shares	% of holding
Viney Growth Fund	Public	Manick Wadhwa	0	0	50,400	50,400	0.27*

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*(*Note: Post % is based on considering only equity shares of Viney Growth Fund to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full subscription of 50,400 equity shares and full conversion of 27,74,400 warrants to be allotted under the present issue to the non-promoters through previous preferential allotment).*

19. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

NIL.

20. Undertaking

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

22. Lock-in period

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Practising Company Secretary's Certificate

The certificate from **M/s Rawal & Co. (Company Secretaries)**, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at <https://backendapi.satkartar.me/assets/investor/PCS-Compliance-Certificate.pdf>

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24. Other disclosures

- a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- g) No person belonging to the promoters / promoter group has previously subscribed to any Equity Shares of the Company during the last one year.
- h) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 1** of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at **Item No. 1** of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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In respect of Item No. 2

The Board of Directors of the Company (“Board”) at their meeting held on April 18, 2026, has approved raising of funds aggregating up to ₹ 47,71,96,800 /- (**Rupees Forty Seven Crore Seventy One Lakh Ninety Six Thousand Eight Hundred Only**), by way of issuance of up to 27,74,400 (Rupees Twenty Seven Lakhs Seventy Four Thousand and Four Hundred Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Convertible Warrant”) to certain identified non-promoter persons as mentioned below (“Warrant Holders”/“Proposed Allottees”) at a price of Rs. 172/- (Rupees One Hundred Seventy Two) each payable in cash (including the warrant subscription price and the warrant exercise price”), aggregating up to ₹ 47,71,96,800 /- (**Rupees Forty Seven Crore Seventy One Lakh Ninety Six Thousand Eight Hundred Only**), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following people:

Sr. No.	Name of the Proposed Allottee(s)	Convertible Warrants to be allotted	Consideration (in ₹)
01	Lighthouse Canton Special Opportunities Fund – I	1,00,000	1,72,00,000.00
02	Viney Growth Fund	50,400	86,68,800.00
03	Jamsaria Family Trust	2,91,200	5,00,86,400.00
04	Ravi Kumar	6,98,400	12,01,24,800.00
05	Kawaljit Singh	3,34,400	5,75,16,800.00
06	Bimal Suri	2,91,200	5,00,86,400.00
07	SLV Finvest Limited	2,91,200	5,00,86,400.00
08	Lurk Estate Private Limited	2,04,000	3,50,88,000.00
09	Vanilla Consultants	1,15,200	1,98,14,400.00
10	Vandana Minhas	1,00,000	1,72,00,000.00
11	Anita Jain	87,200	1,49,98,400.00
12	Arun Sethi	87,200	1,49,98,400.00
13	Divine Comex Enterprises Private Limited	79,200	1,36,22,400.00
14	Inderjeet Singh	24,800	42,65,600.00
15	EPSON Project Private Limited	20,000	34,40,000.00
	Total	27,74,400	47,71,96,800.00

(referred to as the “Proposed Allottees”), by way of a preferential issue through private placement offer (the “Preferential Issue”). In this regard, the Board, pursuant to its resolution dated April 18, 2026, has noted and accepted the investment commitment letters issued by the Proposed Allottees to the Company for investment of aggregate amount up to an amount of ₹ 47,71,96,800 /- (**Rupees Forty Seven Crore Seventy One Lakh Ninety Six Thousand Eight Hundred Only**) in the Company, subject to customary closing conditions.

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The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are set out below:

1) Particulars of the Preferential Issue including date of passing of Board resolution.

The Board, at its meeting held on April 18, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **27,74,400 (Twenty Seven Lakh Seventy Four Thousand Four Hundred Only)** warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Warrant”) at a price of **₹172/- (Rupees One Hundred Seventy-Two Only)** (including a premium of Rs. 162/-) (Rupees One Hundred Sixty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to ₹ 47,71,96,800 /- (Rupees Forty-Seven Crore Seventy-One Lakh Ninety-Six Thousand Eight Hundred Only) for a cash consideration, by way of a preferential issue on a private placement basis.

The proposed preferential issue shall not result in any change in control or management of the Company.

2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

The Company proposes to offer, issue and allot, in one or more tranches upto **27,74,400 (Twenty-Seven Lakh Seventy-Four Thousand Four Hundred Only)** warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Warrant”) at a price of **₹172/- (Rupees One Hundred Seventy Two Only)** (including a premium of Rs. 162/-) (Rupees One Hundred Sixty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to ₹ **47,71,96,800 /- (Rupees Forty-Seven Crore Seventy-One Lakh Ninety Six Thousand Eight Hundred Only)** (“Total Issue Size”) by way of a Preferential Issue.

3) Purpose/Objects of the Issue

The proceeds raised through the Preferential Issue of equity shares and warrants (“Issue Proceeds”) shall be utilized as follows:

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S. No.	Particulars	Amount (Rs. In Crore)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1.	<p><u>Healthcare Establishment and Expansion</u></p> <p>For establishment, expansion and development of healthcare service infrastructure, including Ayurveda hospitals, clinics, therapy centres and allied wellness facilities, across multiple locations; including acquisition (on ownership or lease), construction, renovation, infrastructure development, equipment procurement, and all related capital and revenue expenditures, including pre-operative, gestation and initial operational costs until commissioning and stabilisation of such facility/ facilities.</p>	30,00,00,000	24 Months from the receipt of funds.
2.	<p><u>Strategic Acquisitions and Global Expansion</u></p> <p>Strategic acquisitions and takeovers that are complementary to our business operations, including opportunities that can help us further improve our technology system, profitability and market reach. Identifying target business acquisition in India or outside India.</p>	6,58,65,600	
3.	<p><u>Technology, Branding, and Market Expansion</u></p> <p>Digital infrastructure, technology platforms, brand building, product</p>	9,00,00,000	

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	development, and marketing and promotional activities across various channels.		
4	General Corporate Purpose	3,00,00,000	
Total		48,58,65,600*	

(*This total amount raised, amounting to ₹48,58,65,600/- (Rupees forty-eight crore fifty-eight lakh sixty-five thousand six hundred Only), includes funds raised through both the issuance of equity shares and warrants.)

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

9) Monitoring of utilisation of funds

Given that the issue size is less than Rs. 100 Crore (Indian Rupees One Hundred Crore), the company is not required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations

10) Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Monday April 13,2026 i.e. 30 (thirty)** days prior to the date of this Extra Ordinary General Meeting which is 13th May,2026 to approve the proposed preferential issue.

11) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on National Stock Exchange Limited (“NSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the floor price at which the warrants shall be issued not less than higher of the following:

- 90 (Ninety) trading days volume weighted average price (VWAP) of the equity shares of the

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- Company preceding the Relevant Date: i.e. **Rs.158.21/- per equity share;**
- b) 10 (Ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.171.89 /- per equity share.**
- c) Floor price determined in accordance with the provisions of the articles of association of the Company.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

However, the articles of association of the Company contain the provisions of the requirement of Valuation Report from the Registered Valuer in case of preferential issue thereby report has been obtained from Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is **₹ 171.89/- per Equity Shares.** The **issue price is ₹ 172/- (Rupees One Hundred and Seventy-Two Only) per Convertible Warrant** which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045 in accordance with regulation 164 of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days up to the date of EGM and uploaded on the website of the Company. The link to the Valuation Report is available on <https://backendapi.satkartar.me/assets/investor/Valuation-Report-Preferential-Issue.pdf>

12) Amount which the company intends to raise by way of such securities

Aggregating up to **₹ 47,71,96,800 /- (Rupees Forty-Seven Crore Seventy-One Lakh Ninety-Six Thousand Eight Hundred Only)**, out of which Rs. ₹ 11,92,99,200 /- (Rupees Eleven Crore Ninety

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Two Lakh Ninety-Nine Thousand Two Hundred Only), which is 25% of the warrants issue, will be raised at the time of allotment and balance **Rs. 35,78,97,600** which is equivalent to 75% (seventy five percent) of the Warrants Issue Size in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company.

13) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees being strategically identified individuals and entities from the public.

14) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2026- 27.

15) Maximum number of securities to be issued.

The Company proposes to offer, issue and allot, up to 27,74,400 (Twenty-Seven Lakh Seventy-Four Thousand Four Hundred Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Convertible Warrant”) at a price of Rs.172/- (Rupees One Hundred Seventy-Two Only) (including a premium of Rs. 162/-) (Rupees One Hundred Sixty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to ₹ 47,71,96,800/- (Rupees Forty-Seven Crore Seventy-One Lakh Ninety-Six Thousand Eight Hundred Only) by way of a Preferential Issue.

Minimum amount of Rs. 43 /- per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 129 /- for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 172/- (Rupees One Hundred and Seventy Two Only) per Convertible Warrant.

16) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer.

The Convertible Warrants shall not be issued to any person belonging to Promoter and Promoter Group of Company. They have indicated their intention not to subscribe to the Equity Share on Preferential basis. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any

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of the convertible warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

17) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

18) Shareholding pattern of the Company before and after the Preferential Issue:

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31,2026)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	42,94,356	27.28	42,94,356	23.13
b)	Bodies Corporate	57,22,000	36.34	57,22,000	30.81
	Sub-Total (A)(1)	1,00,16,356	63.62	1,00,16,356	53.94
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	1,00,16,356	63.62	1,00,16,356	53.94

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B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0
b)	FPI	0	0	0	0
c)	Alternate Investment Funds	356000	2.26	556800	3.00
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
f)	NBFCs registered with RBI	0	0	0	0
	Sub-Total (B)(1)	356000	2.26	556800	3.00
2	Institutions (foreign)				
	Foreign Direct Investment	0	0	0	0
	Foreign Ventures Capital Investors	0	0	0	0
	Foreign Portfolio Investors category-I	20000	0.13	20000	0.11
	Foreign Portfolio Investors category-II	0	0	0	0
	Sub-Total (B)(2)	20000	0.13	20000	0.11
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Resident Individuals	4296296	27.29	5919496	31.88
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify	0	0	0	0

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d)	Directors and Their Relatives	0	0	0	0
e)	Key Managerial Personnel	0	0	0	0
f)	IEPF	0	0	0	0
g)	Trusts	0	0	0	0
h)	Foreign National	0	0	0	0
i)	Non-Nationalised Banks	0	0	0	0
j)	Non-Resident Indians	26400	0.17	26400	0.14
k)	Clearing Member	0	0	0	0
l)	Bodies Corporate	776616	4.93	1371016	7.38
m)	Any other	253208	1.61	659608	3.55
	Sub-Total (B)(4)	5352520	34.00	7976520	42.95
	Total Public Shareholding (B)	5728520	36.38	85,53,320	46.06
	Total (A)+(B)	15744876	100	18569676	100

- *Pre-issue shareholding is as on 31.03.2026*
- *The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 50,400 equity shares and full conversion of 27,74,400 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

19) Change in Control, if any, in the Company consequent to the preferential issue.

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group only in terms of percentage consequent to preferential allotment.

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20) Principal terms of assets charged as securities

Not applicable.

21) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. **Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. **Conversion and other related matters:**

- I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion (“**Conversion Notice**”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“**Conversion Date**”).
- II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder’s demat account within 7 (seven) business days from the Conversion Date.
- VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in

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which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(I) above.

C. **Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. **Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

22) **The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Name of the Proposed Allottee	Current Status of proposed allottee	Proposed Status of allottees post Preferential Issue
Lighthouse Canton Special Opportunities Fund - I	Non-Promoter-Public Category	Non-Promoter-Public Category
Viney Growth Fund	Non-Promoter-Public Category	Non-Promoter-Public Category
Jamsaria Family Trust	Non-Promoter-Public Category	Non-Promoter-Public Category
Ravi Kumar	Non-Promoter-Public Category	Non-Promoter-Public Category
Kawaljit Singh	Non-Promoter-Public Category	Non-Promoter-Public Category
Bimal Suri	Non-Promoter-Public Category	Non-Promoter-Public Category
SLV Finvest Limited	Non-Promoter-Public Category	Non-Promoter-Public Category
Lurk Estate Private Limited	Non-Promoter-Public Category	Non-Promoter-Public Category
Vanilla Consultants	Non-Promoter-Public Category	Non-Promoter-Public Category
Vandana Minhas	Non-Promoter-Public Category	Non-Promoter-Public Category
Anita Jain	Non-Promoter-Public Category	Non-Promoter-Public Category
Arun Sethi	Non-Promoter-Public Category	Non-Promoter-Public Category
Divine Comex Enterprises Private Limited	Non-Promoter-Public Category	Non-Promoter-Public Category
Inderjeet Singh	Non-Promoter-Public Category	Non-Promoter-Public Category
EPSON Project Private Limited	Non-Promoter-Public Category	Non-Promoter-Public Category

23) **Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

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Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrant proposed to be allotted	Post- Issue Shareholding	
			No. of Shares	% of holding		No. of Shares	% of holding
Lighthouse Canton Special Opportunities Fund - I	Public	Anant Aggarwal	0	0	1,00,000	1,00,000	0.54
Viney Growth Fund	Public	Manick Wadhwa	0	0	50,400	50,400	0.27
Jamsaria Family Trust	Public	Satyendra Jain	0	0	2,91,200	2,91,200	1.57
Ravi Kumar	Public	Not Applicable	4,000	0.03	6,98,400	7,02,400	3.78
Kawaljit Singh	Public	Not Applicable	0	0	3,34,400	3,34,400	1.80
Bimal Suri	Public	Not Applicable	0	0	2,91,200	2,91,200	1.57
SLV Finvest Limited	Public	Sachin Jain	0	0	2,91,200	2,91,200	1.57
Lurk Estate Private Limited	Public	Tarun Chaudhary	0	0	2,04,000	2,04,000	1.10
Vanilla Consultants	Public	Abhishek Garg & Utkarsh Patel	0	0	1,15,200	1,15,200	0.62

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Vandana Minhas	Public	Not Applicable	0	0	1,00,000	1,00,000	0.54
Anita Jain	Public	Not Applicable	0	0	87,200	87,200	0.47
Arun Sethi	Public	Not Applicable	0	0	87,200	87,200	0.47
Divine Comex Enterprises Private Limited	Public	Anshul Aggarwal	0	0	79,200	79,200	0.43
Inderjeet Singh	Public	Not Applicable	0	0	24,800	24,800	0.13
EPSON Project Private Limited	Public	Mehul Agarwal	0	0	20,000	20,000	0.11

(*Note: Post % is of only warrants to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full subscription of 50,400 equity shares and full conversion of 27,74,400 warrants to be allotted under the present issue to the non-promoters through previous preferential allotment).

24) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

NIL

25) Undertaking:

The Company hereby undertakes that:

- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.

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- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

26) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not Applicable

27) Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

28) Practising Company Secretary's Certificate

The certificate from M/s Rawal & Co. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://backendapi.satkartar.me/assets/investor/PCS-Compliance-Certificate.pdf>

29) Other disclosures

- a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of Warrants.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of

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the Company during the last one year.

h) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 2** of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at **Item No. 2** of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For Sat Kartar Life Limited
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Sonal
Seth

Digitally signed
by Sonal Seth
Date: 2026.04.21
15:55:00 +05'30'

Sonal Seth
Company Secretary & Compliance Officer
Membership No. F13949
Sat Kartar Life Limited
603, 6th Floor, Mercantile House,
KG Marg, New Delhi -110001

Place: New Delhi
Date: 18.04.2026

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