November 4, 2026

To,

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

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

NSE Symbol : SGMART

Scrip Code: 512329

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice dated November 4, 2026.

This notice will also be available on website of the Company i.e. http://www.sgmart.co.in

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

Thanking you
Yours faithfully
For SG Mart Limited

SACHIN KUMAR
Digitally signed by SACHIN KUMAR
Date: 2026.11.04 12:19:45 +05'30'

Sachin Kumar
Company Secretary & Compliance Officer
M. No. F13972
Place: Noida

Encl: a/a

SG Mart Limited
(Formerly known as Kintech Renewables Limited)
CIN: L46102DL1985PLC426661
Regd. Office: House No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi -110092
Corporate Office: SG Centre, Plot No. 37C, Block-B, Sector 132, Maharishi Nagar, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201304
Tel.: 0120-6918000; **E-mail:** compliance@sgmart.co.in; **Website:** www.sgmart.co.in

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 **("the Act")** read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 **("Rules")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 09/2024, dated September 19, 2024 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025, dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means **("remote e-Voting")**.

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

The proposed resolution, together with the Explanatory Statement setting out the material facts and reasons thereof pursuant to Section 102(1) of the Act, is being sent to the Members in electronic form at their registered e-mail addresses.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, October 30, 2026. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

Members are, therefore, requested to carefully read and follow the instructions for voting by electronic means and cast their votes electronically during the voting period from Thursday, November 5, 2026, 9:00 A.M (IST) to Friday, December 4, 2026, 5.00 P.M (IST) by following the procedures as explained in the Notes herein below.

The last date of remote e-voting, i.e., Friday, December 4, 2026, 5.00 P.M, will be taken as the date of passing of the resolution(s) by the members of the Company. The remote e-voting facility shall be disabled by NSDL immediately after 5:00 P.M. (IST) on Friday, December 4, 2026, and Members shall not be permitted to cast their votes thereafter.

All documents referred in this Notice and the accompanying Explanatory Statement shall be available for inspection by the Members at the Corporate Office of the Company during business hours on all working days between 10:00 A.M. and 12:00 Noon up to Friday, December 4, 2026. Members desirous of inspecting the documents electronically may send a request to compliance@sgmart.co.in from their registered e-mail addresses.

Members requiring any clarification may contact Mr. Sachin Kumar, Company Secretary at the corporate office of the Company or through e-mail viz compliance@sgmart.co.in.

SPECIAL BUSINESS

ITEM NO. 1: TO APPOINT SHRI JITENDRA AGARWAL (DIN: 10495483) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act") read with relevant rules made thereunder and Schedule IV to the Act and Regulations 16, 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof), Shri Jitendra Agarwal (DIN: 10495483), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from October 10, 2026 in terms of Section 161 of the Act and who is eligible for appointment as Director (Non-Executive Independent Director) and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive-Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 10, 2026 and whose office shall not be liable to retire by rotation.

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

By order of the Board of Directors
For SG Mart Limited

Sd/-
Sachin Kumar
Company Secretary

Place: Noida
Date: November 4, 2026

NOTES FOR MEMBER'S ATTENTION:

(1) A Statement of material facts pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto.

(2) Notice is being sent to the members whose names appear in the register of members / list of beneficial owners as per records of Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, October 30, 2026 (cut-off date).

(3) The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members may note that the Postal Ballot Notice will also be available on the Company's website at www.sgmart.co.in, the websites of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com, and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. Any member seeking e-copy of this notice may write to us at compliance@sgmart.co.in.

(4) Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

(5) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.

(6) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the MCA Circulars and SS-2, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.

(7) Members holding shares either in physical or dematerialised form may cast their votes only through remote e-voting, as no physical Postal Ballot Forms are being issued for this Postal Ballot.

(8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the remote e-Voting process through e-Voting platform provided by NSDL by typing the URL: https://www.evoting.nsdl.com.

(9) A member cannot exercise his / her vote by proxy on Postal Ballot.

(10) The Board of Directors (the Board) has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as the Scrutinizer, at its meeting held on Tuesday, October 27, 2026, for conducting the postal ballot process (voting through "electronic means") in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

(11) The Scrutinizer shall submit his report alongwith voting results to the Chairman or, in his absence, to any other Director/KMP duly authorised by the Board of Directors, who shall countersign the same. The results of the Postal Ballot shall be declared by the Chairman or any other Director/KMP as authorised by the Board on or before Monday, December 7, 2026, at its registered office and corporate office of the Company. The results, together with the Scrutinizer's Report, shall be displayed on the Company's website at www.sgmart.co.in and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

(12) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of remote e-voting, i.e., Friday, December 4, 2026.

(13) In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) and the e-voting user manual available in the Downloads section of www.evoting.nsdl.com or contact NSDL at 022-48867000 or through e-mail at evoting@nsdl.com.

(14) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited / Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

(15) Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.

(16) To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.

(17) The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is MCS Share Transfer Agent Ltd. All documents, transfers, dematerialization requests, KYC and other communications in relation thereto should be addressed directly to the MCS Share Transfer Agent Limited office situated at 3B3, 3rd Floor, B-Wing, Gundecha Onclave Premises Co-op. Society Ltd. Kherani Road, Saki Naka, Andheri (E), Mumbai – 400072; Ph: 022 – 28516021 / 6022, 46049717 Website : www.mcsregistrars.com; Email: subodh@mcsregistrars.com.

(18) Important Communications & Awareness Material for Shareholders:

a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.

b) Members may please note that SEBI vide its Circular dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.
Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at https://sgmart.co.in/investor-relations/.

c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at https://sgmart.co.in/investor-relations/.
Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI(scores.sebi.gov.in). Web-link to access the said portal is https://smartodr.in. Detailed circulars in regard to this facility

are available on the investor section of the website of the Company at https://sgmart.co.in/investor-relations/.

e) SEBI has opened a one-time special window from February 5, 2026 to February 4, 2027 for transfer and compulsory dematerialisation of physical securities purchased prior to April 1, 2019, including previously rejected cases. Eligible investors holding original share certificates and executed transfer deeds may apply, subject to prescribed conditions. Securities transferred under this window will be credited only in demat form and will be subject to a one-year lock-in. Investors are advised to refer to the SEBI circular dated January 30, 2026 for details.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@sgmart.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@sgmart.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "**Companies Act**"), the following Explanatory Statement sets out all material facts relating to the special business set out under Item No. 1 of the accompanying Notice:

ITEM NO. 1

The Members are informed that, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company appointed Shri Jitendra Agarwal (DIN: 10495483) as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from October 10, 2026, for a term of five (5) consecutive years, subject to the approval of the Members of the Company by way of Special Resolution.

Brief Profile

Shri Jitendra Agarwal was a Partner with the Audit & Assurance practice of Deloitte Haskins & Sells and its network entities for 28 years and superannuated on March 31, 2026. He is a Fellow Chartered Accountant of the Institute of Chartered Accountants of India (ICAI) and a Commerce (Hons.) graduate from Shri Ram College of Commerce, Delhi. He has extensive experience in statutory audits and has served as the lead audit partner for some of the firm's largest clients, including leading domestic and multinational companies listed on Indian, US and UK stock exchanges.

During his professional career, he has acquired extensive experience across diverse industries and sectors, including automobiles and auto ancillaries, energy and resources comprising oil and gas, mining, thermal and renewable power (solar and wind), power distribution and transmission, information technology, media, consumer durables, and non-banking financial companies (NBFCs), particularly housing finance and microfinance. He possesses in-depth knowledge and experience of financial reporting under various regulatory frameworks, including Indian GAAP, International Financial Reporting Standards (IFRS) and US GAAP. He is also conversant with audits conducted in accordance with the requirements of the Public Company Accounting Oversight Board (PCAOB), with a record of clean inspections.

He was a member of the Coordinating Board of Deloitte South Asia (DSA) for seven years, where he was entrusted with responsibilities relating to oversight of financial processes and the risk framework of DSA. He was also responsible for reviewing the financial statements of Deloitte India entities. During his tenure, he chaired certain Board Committees and served as a member of other Committees of DSA, contributing to governance, financial oversight and risk management.

He has also contributed to the development of accounting and auditing standards in India and has served as an invitee member of the Accounting Standards Board and the Auditing Standards Board of ICAI. He has delivered lectures at ICAI and other industry forums and served as faculty for the IFRS course conducted by ICAI.

Pursuant to Schedule II, Part D(A)(1A) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI Listing Regulations"), the NRC has evaluated the existing balance of skills, knowledge and experience on the Board and considered the role and capabilities required of an Independent Director, particularly in the areas of financial reporting, audit and assurance, corporate governance, risk management and regulatory compliance.

The NRC observed that Shri Jitendra Agarwal possesses extensive professional experience and expertise in the aforesaid areas, together with substantial exposure to diverse industries and international accounting and auditing frameworks. His professional experience with Deloitte Haskins & Sells, association with the Coordinating Board of Deloitte South Asia and contributions to the Accounting Standards Board and Auditing Standards Board of ICAI are expected to strengthen the Board's collective expertise. Accordingly, the NRC recommended his appointment as an Independent Director of the Company.

Shri Jitendra Agarwal has conveyed his consent to act as a Director of the Company and has submitted the requisite declarations and disclosures, including Form DIR-2, Form DIR-8, Form MBP-1 and a declaration of independence confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. He is also registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Shri Jitendra Agarwal possesses the requisite integrity, expertise, experience and proficiency, fulfils the conditions specified under the Companies Act, 2013 and the rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director, and is independent of the management of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members for the appointment of a Director is required to be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Further, Regulation 25(2A) of the SEBI Listing Regulations requires the appointment of an Independent Director to be approved by the Members by way of a Special Resolution.

Accordingly, approval of the Members is being sought for the appointment of Shri Jitendra Agarwal as a Non-Executive Independent Director of the Company for the first term of five (5) consecutive years commencing from October 10, 2026, whose office shall not be liable to retire by rotation.

Shri Jitendra Agarwal shall be entitled to receive sitting fees for attending meetings of the Board of Directors and its Committees, as may be determined by the Board from time to time, in accordance with the applicable provisions of law.

The additional details of Shri Jitendra Agarwal, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are provided in the Annexure to this Notice.

Except Shri Jitendra Agarwal and his relatives, to the extent of their interest, if any, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying

Postal Ballot Notice for the approval of the Members of the Company.

By order of the Board of Directors
For SG Mart Limited

Sd/-
Sachin Kumar
Company Secretary

Place: Noida
Date: November 4, 2026

DETAILS OF DIRECTOR SEEKING APPOINTMENT AND REAPPOINTMENT

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

Name of Director	**Shri Jitendra Agarwal**
Age	65 Years
Director Identification Number (DIN)	10495483
Nationality	Indian
Date of first appointment on the Board	October 10, 2026
Nature of expertise in specific functional areas	Statutory audits, Financial Reporting & Accounting Standards
Qualification	Fellow Chartered Accountant (ICAI); B.Com. (Hons.), Shri Ram College of Commerce, University of Delhi.
Shareholding in the Company directly or as beneficial holder	Nil
Terms and conditions of appointment / re-appointment	Appointment as an Independent Director of the Company for the first term of five (5) consecutive years commencing from October 10, 2026.
Remuneration last drawn from the Company	Not applicable (new appointment).
Remuneration proposed to be paid	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee(s).
Directorships held in other companies	Nil
Membership / Chairmanship of Committee(s) of other Companies:	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year (till the date of this notice)	Nil
Listed entities from which the person has resigned in the past three years	None
Brief Profile & experience	Detailed in the Explanatory Statement under Item No. 1.