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# SAT KARTAR SHOPPING LIMITED

Our Company was incorporated as a private limited company with the name of "Sat Kartar Shopping Private Limited" under the Companies Act, 1956 vide certificate of incorporation dated June 29, 2012, issued by Registrar of Companies, Delhi, bearing CIN U52590DL2012PTC238241. Further, our company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 15, 2021 & name of our Company changed from "Sat Kartar Shopping Private Limited" to "Sat Kartar Shopping Limited" & Registrar of Companies, Delhi has issued a new certificate of incorporation consequent upon conversion dated July, 12, 2021. As on date of the Red Herring Prospectus, the Corporate Identification Number of our Company is U52590DL2012PLC238241. For further details of incorporation please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page 185 of the Red Herring Prospectus.

Registered Office: 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001 India.  
Tel: +91-9319888634; Fax: N.A., Website: [www.satkartar.in](http://www.satkartar.in), E-mail: [info@satkartar.in](mailto:info@satkartar.in)  
Company Secretary and Compliance Officer: Ms. Himanshu Malik

**PROMOTERS: MR. MANPRIT SINGH CHADHA, MR. PRANAV SINGH CHADHA, MS. SIMRATI KAUR & M/S AJOONI WELLNESS PRIVATE LIMITED**

## THE ISSUE

INITIAL PUBLIC OFFERING UP TO 41,72,800 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF SAT KARTAR SHOPPING LIMITED ("SKSL" OR THE "COMPANY") FOR CASH AT A PRICE OF RS. [•] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. [•] THOUSANDS ("THE ISSUE"). OUT OF THE ISSUE, 2,33,600 EQUITY SHARES AGGREGATING TO RS. [•] THOUSANDS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 39,39,200 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [•] PER EQUITY SHARE AGGREGATING TO RS. [•] THOUSANDS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.02%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

### ALLOCATION OF THE ISSUE

<b>QIB PORTION (EXCLUDING ANCHOR INVESTOR)</b>	<b>NOT MORE THAN 7,88,800 EQUITY SHARES</b>
<b>ANCHOR INVESTOR PORTION</b>	<b>NOT MORE THAN 11,79,200 EQUITY SHARES</b>
<b>RETAIL PORTION</b>	<b>NOT LESS THAN 13,79,200 EQUITY SHARES</b>
<b>NON-INSTITUTIONAL PORTION</b>	<b>NOT LESS THAN 5,92,000 EQUITY SHARES</b>
<b>MARKET MAKER PORTION</b>	<b>UPTO 2,33,600 EQUITY SHARES</b>

**PRICE BAND: ₹ 77/- to ₹ 81/- PER EQUITY SHARE**

**THE FLOOR PRICE IS 7.7 TIMES THE FACE VALUE AND CAP PRICE IS 8.1 TIMES THE FACE VALUE OF THE EQUITY SHARES. BIDS CAN BE MADE FOR A MINIMUM OF 1600 EQUITY SHARES AND IN MULTIPLES OF 1600 EQUITY SHARES THEREAFTER.**

THIS ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS, IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED READ WITH RULE 19(2)(B) OF SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED.

FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 318 OF THE RED HERRING PROSPECTUS. A COPY OF THE RED HERRING PROSPECTUS HAS BEEN DELIVERED FOR REGISTRATION TO THE REGISTRAR OF COMPANIES, DELHI AS REQUIRED UNDER SECTION 26 OF THE COMPANIES ACT, 2013.

## BID/ISSUE PROGRAM

**ANCHOR BID OPENS ON JANUARY 09, 2025**

**BID OFFER OPENS ON JANUARY 10, 2025**

**BID OFFER CLOSES ON JANUARY 14, 2025**

### ASBA\*

Simple, safe, smart way of Application!!!!

\*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Mandatory in Public issues No cheque will be accepted



UPI-Now available in ASBA for Retail Individual Investors ("RII") \*\*

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI - Now available in ASBA for Retail Individual Bidders applying through Registered Brokers, DPs & RTA. Retail Individual Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

\*ASBA has to be availed by all the investors except Anchor Investors (if any). UPI may be availed by RIIs.

For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 318 of the Red Herring Prospectus. The process is also available on the website of SEBI and Stock Exchanges in the General Information Document. ASBA Forms can be downloaded from the website of Emerge platform of NSE ("NSE Emerge" or "Stock Exchange") and can be obtained from the list of banks that is displaying on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

\*\* List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). For the list of UPI Apps and Banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). ICICI Bank Limited has been appointed as Sponsor Bank for the Issue in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended.

IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015, DATED NOVEMBER 10, 2015 AND THE ALL-POTENTIAL INVESTORS SHALL PARTICIPATE IN THE ISSUE ONLY THROUGH AN APPLICATION SUPPORTED BY BLOCKED AMOUNT ("ASBA") PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS ("SCSBS") FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/TPD1/CIR/P/2023/140, FOR IMPLEMENTATION OF PHASED III FOR UPI FACILITY, WHICH IS EFFECTIVE FROM DECEMBER 01, 2023 ON MANDATORY BASIS, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT ("ASBA") PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNTS OR UPI ID (IN CASE OF RIIs), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBS OR UNDER THE UPI MECHANISM, AS APPLICABLE. FOR DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO "ISSUE PROCEDURE" ON PAGE NO. 318 OF THE RED HERRING PROSPECTUS. IN CASE OF DELAY, IF ANY IN UNBLOCKING/REFUND THE FUND, OUR COMPANY SHALL PAY INTEREST ON THE APPLICATION MONEY AT THE RATE OF 15% PER ANNUM FOR THE PERIOD OF DELAY. THE ISSUE IS BEING MADE UNDER PHASE III OF THE UPI (ON A MANDATORY BASIS).

**BASIS OF ISSUE PRICE:**

1) Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20.

On the basis of financials:

Financial Year	EPS (Basic & Diluted)	Weight
2023-24	22.52	3
2022-23	3.58	2
2021-22	1.98	1
Weighted Average EPS	12.78	
For the period ended on December 15, 2024 *	5.10	

\*Not Annualized

2) Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [•] per Equity Share of face value ₹ 10/- each fully paid up.

On the basis of Financials:

Particulars	P/E Ratio at floor price	P/E Ratio at cap price
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	3.42	3.60
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-23	21.51	22.63
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-22	38.89	40.91
P/E ratio based on the Weighted Average EPS, as restated	15.36	16.16

Industry P/E\*

*Highest	64.90
**Lowest	(182.66)
***Average ^	64.90

\*We have taken the lowest P/E from the P/E of Listed Industry Peers.

\*\* We have taken the highest P/E from the P/E of Listed Industry Peers.

\*\*\* Average of Lowest and Highest Industry P/E.

^ Negative P/E ratio is not considered

3) Return on Net Worth (RONW)

On the basis of Financials:

Financial Year	Return on Net Worth (%)	Weight
2023-24	66.84%	3
2022-23	76.53%	2
2021-22	180.42%	1
Weighted Average	89.00%	
For the period ended on December 15, 2024	34.12%	

\*Not Annualized

4) Net Asset Value per Equity Share

On the basis of financials:

Particulars	Net Asset Value (NAV) in Rs.
2023-24	33.69
2022-23	4.68
2021-22	1.10
December 15, 2024	14.93
NAV after the Offer- at Cap Price	32.44
NAV after the Offer- at Floor Price	31.88
Issue Price	[•]

### 5) Comparison with industry peers

S No.	Name of the company	Face Value (Per Share)	CMP**	EPS	P/E Ratio***	PAT (Amount in Thousand)
1	Sat Kartar Shopping Limited	10.00	-	22.52	-	63,054.96
<b>Peer Group</b>						
2	Jeena Sikho Lifecare Limited	10.00	2,360.60	27.84	64.90	6,92,063.00
3	Kerala Ayurveda Limited	10.00	428.10	(1.47)	(182.66)	(27.05)

\* Sourced from Annual Reports, Audited Financials, NSE or BSE.

\*\*Current Market Price is taken as closing price on January 03, 2025.

\*\*\*We have mentioned P/E Ratio as available on the website of NSE and BSE.

Notes:

• Considering the nature and turnover of business of the Company, the peers are not strictly comparable. However, the same have been included for broader comparison.

• The figures for Sat Kartar Shopping are based on the restated results for the year ended March 31, 2024.

• The figures for the peer group are based on standalone audited results for the year ended March 31, 2024.

• Current Market Price (CMP) is the closing price of respective scrip as on January 03, 2025.

For further details see section titled Risk Factors beginning on page 27 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 233 of the Red Herring Prospectus for a more informed view.

### Key financial and operational performance indicators ("KPIs")

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 11, 2024. Further, the KPIs herein have been certified by M/s Nidhi Bansal & Co., Chartered accountants, by their certificate dated January 03, 2025, vide UDIN 25503070BMHBQP4859. Additionally, the Audit Committee on its meeting dated January 03, 2025, have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Red Herring Prospectus.

For further details of our key performance indicators, see "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 27, 133 and 266 respectively. We have described and defined them, where applicable, in "Definitions and Abbreviations" section on page no. 2. Our Company confirms that it shall continue to disclose all the KPIs included in the section "Basis for Offer Price", on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

Key metrics like revenue growth, EBITDA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.

### KPI indicators

(Rupees in Thousand, except EPS, % and ratios)

Particulars	For the Period April 01, 24 to December 15, 2024	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
Revenue from operations <sup>(1)</sup>	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
Growth in revenue from operations <sup>(2)</sup>	-	54.16%	59.81%	-
EBITDA <sup>(3)</sup>	87,828.31	1,02,392.99	52,302.51	23,007.24
EBITDA (%) Margin <sup>(4)</sup>	8.03%	8.01%	6.30%	4.43%
EBITDA Growth year on year <sup>(5)</sup>	-	95.77%	127.87%	-
ROCE (%) <sup>(6)</sup>	47.52%	91.55%	68.84%	27.57%
Current Ratio <sup>(7)</sup>	1.89	1.01	0.71	1.27
Operating cash flow <sup>(8)</sup>	(25,098.60)	70,425.27	79,742.17	22,725.07
PAT <sup>(9)</sup>	58,971.42	63,054.96	25,061.37	13,868.81
ROE/ RoNW <sup>(10)</sup>	34.12%	66.84%	76.53%	180.42%
EPS <sup>(11)</sup>	5.10	22.52	3.58	1.98

Notes:

<sup>(1)</sup>Revenue from operations is the revenue generated by our Company.

<sup>(2)</sup>Growth in Revenue in percentage, Year on Year

<sup>(3)</sup>EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(4)</sup>EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(5)</sup>EBITDA Growth Rate Year on Year in Percentage

<sup>(6)</sup>ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term debt

<sup>(7)</sup>Current Ratio: Current Asset over Current Liabilities

<sup>(8)</sup>Operating Cash Flow: Net cash inflow from operating activities.

<sup>(9)</sup>PAT is mentioned as PAT for the period

<sup>(10)</sup>ROE/RoNW is calculated as PAT divided by shareholders' equity

<sup>(11)</sup>EPS is mentioned as EPS for the period.

## RISKS TO INVESTORS

- At the date of the Red Herring Prospectus, the average cost of acquisition per Equity Share by our Promoters, i.e., M/s Ajooni Wellness Private Limited, Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur are 0.63, 2.27, 0.25, 53.75 respectively.
- At the date of the Red Herring Prospectus, the Weighted Average cost of acquisition per Equity Share by our Promoters i.e., M/s Ajooni Wellness Private Limited, Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur is Nil, 1.28, Nil, 53.75 Respectively.
- Weighted Average Return on Net worth on for Financial Year ending 2024, 2023 and 2022 is 89%.



Continued from previous page...

1) Our Company may, in consultation with the BRLM, consider participation by the Anchor Investor. The Anchor Investor Bid/Offer period shall be one working day prior to the Bid/Offer opening date in accordance with SEBI ICDR Regulations, 2018.

2) Our Company may, in consultation with the BRLM, consider closing the Bid/Offer period for QIB one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations, 2018.

**The details of the Equity Shares held by our Promoters, which are locked in for a period of 3 years from the date of Allotment in the Offer are given below:**

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition Price per Equity Share (Rs.)	Percentage of post-Offer paid-up capital (%)	Lock in Period
Ajooni Wellness Private Limited	June 20, 2024	Bonus Issue	31,50,400	10	N.A.	20.01%	3 Years

In case of revision in the price band, the bid/ Issue period shall be extended for at least three (3) additional working days after such revision in the price band, subject to the bid/issue period not exceeding a total of ten (10) working days any revision in the price band, and the revised bid/ Issue period, if applicable shall be widely disseminated by notification to the Stock Exchange by issuing press release and by also by indicating the change on the website of BRLMs and by intimation to Self-Certified Syndicate Banks (SCSB's), the sponsor banks and the designated intermediaries, as applicable. In case of force majeure, Banking strike or similar unforeseen circumstances, the company may for the reason recorded in writing, extend the Bid/ Issue period by at least One (1) additional working day subject to total bid/ Issue period not exceeding Ten (10) working days.

The issue is being made in terms of Rule 19 (2)(b)(i) of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of SEBI ICDR Regulations, the issue is being made for at least 25% of the post issue paid up Equity Share capital of our Company. The issue is being made through the Book Building Process wherein not more than 50% of the issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB's" and such portion to the "QIB Portion") provided that our company may in consultation with the BRLMs may allocate upto 60% of the QIB portion to the Anchor Investor on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"). One third of the Anchor Investor Portion shall be reserved for the Domestic Mutual Funds, subject to valid bids being received from the domestic mutual funds at or above the Anchor Investor allocation price. Further, 5% of the QIB portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual funds only, and the remainder of the QIB portion shall be available for allocation on proportionate basis to all QIBs Bidders (other than Anchor Investors), including mutual funds, subject to valid bids being received at or above the issue price. Further, not less than 15% of the issue shall be available for allocation on proportionate basis to Non- Institutional Bidder and not less than 35% of the issue shall be available for allocation to the Retail Individual bidders in accordance with the SEBI ICDR Regulations subject to valid bids being received or above the issue price. All potential bidders, other than Anchor Investor, are required to mandatorily utilize the application supported by blocked amount ("ASBA") process providing details of their respective bank account (including UPI ID in case of RIBs) which will be blocked by SCSBs, or the bank account linked with the UPI ID, as applicable, to participate in the issue. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For Details, please see the section titled "Issue Procedure" on page 318 of the Red Herring Prospectus.

**PROPOSED LISTING:**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated December 24, 2024, from National Stock Exchange of India Limited for using its name in the offer document for listing of our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Offer Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not issue any observations on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "SEBI Disclaimer Clause" on 375 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (DESIGNATED STOCK EXCHANGE):**

It is to be distinctly understood that the permission given by the National Stock Exchange of India Limited ("NSE") should not in any way be deemed or construed that the contents of the Red Herring Prospectus or the price band at which the Equity Shares are offered for bidding has been cleared, solicited or approved by NSE nor does it certify the correctness accuracy or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of the Emerge Platform of the National Stock Exchange of India Limited" on page 303 of the Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE:**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each and the offer price is [•] times of the face value of the equity shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 98 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

Bidders/ Applicants should note that on the basis of PAN, DP ID And Client ID as provided in the bid cum application form, the Bidder/ Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic details of the Bidders/ Applicants as available on the records of the depositories. These Demographic details may be used, among other things, for or unblocking of ASBA account or for other correspondence related to an issue. Bidders/ Applicants are advised to update any changes to their demographic details as available in the records of the depository participants to ensure accuracy of records. Any delay resulting from failure to update the demographic details would be at the applicant's sole risk. Bidders/ Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the bid cum application form. The PAN, DP ID and the Client ID provided in the bid cum application form should match with the PAN, DP ID and the Client ID available in the depository database, otherwise the bid cum application form is liable to be rejected. Bidders/ Applicant should ensure that the beneficiary account provided in the Bid cum application form is active.

**GENERAL RISK:**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 27 of Red Herring Prospectus.

**CREDIT RATING:** This being the issue of Equity Shares, no credit rating is required.

**DEBENTURE TRUSTEES:** This being the issue of Equity Shares, the appointment of Trustees is not required.

**IPO GRADING:** Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

**BASIS OF ISSUE PRICE:** The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in section "Basis of Issue Price" on page no. 98 of the Red Herring Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the section titled "Risk factors" and "Restated Financial Statement" on page no. 27 and 233 respectively of the Red Herring Prospectus.

**ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 185 of the Red Herring Prospectus. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 420 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS OF THE COMPANY:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorized share capital of the Company is Rs. 18,00,00,000/- divided into 1,80,00,000 Equity Shares. The Issued, Subscribed and Paid-Up share capital of the Company before the Issue is Rs. 11,57,20,760/- divided into 1,15,72,076 Equity Shares of ₹ 10/- each. For details of the Capital Structure, see chapter titled "Capital Structure" beginning on page 62 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company:

Mr. Manprit Singh Chadha – 5000 Equity Shares and Mrs. Archana Chadha - 5000 Equity Share of ₹10/- each.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<div><b>Narnolia</b></div> <div><b>NARNOLIA FINANCIAL SERVICES LIMITED</b> <b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India <b>Telephone:</b> +91-8130678743; <b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a>; <a href="mailto:ipo@narnolia.com">ipo@narnolia.com</a> <b>Contact Person:</b> Mr. Pankaj Pasi <b>Website:</b> <a href="http://www.narnolia.com">www.narnolia.com</a> <b>SEBI registration number:</b> INM000010791 <b>CIN:</b> U51909WB1995PLC072876</div>	<div><b>Skyline</b> <small>Financial Services Pvt. Ltd.</small></div> <div><b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> <b>Address:</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 <b>Telephone:</b> +91-11-40450193-97 <b>Fax No:</b> +91-11-26812683 <b>Email:</b> <a href="mailto:compliances@skylinert.com">compliances@skylinert.com</a> <b>Website:</b> <a href="http://www.skylinert.com">www.skylinert.com</a> <b>Contact Person:</b> Mr. Pawan Bisht <b>SEBI Registration Number:</b> INR000003241 <b>CIN:</b> U74899DL1995PTC071324</div>	<div><b>Ms. Himanshu Malik</b> 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001 India. <b>Tel:</b> +91-9319888634 <b>Email:</b> <a href="mailto:info@satkartar.in">info@satkartar.in</a> <b>Website:</b> <a href="http://www.satkartar.in">www.satkartar.in</a></div> <div>Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.</div>

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the website of the Lead Manager to the Issue at [www.narnolia.com](http://www.narnolia.com), website of company at [www.satkartar.in](http://www.satkartar.in) and website of stock exchange at [www.nseindia.com](http://www.nseindia.com).

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Sat Kartar Shopping Limited (Telephone: +91-9319888634), Lead Manager: Narnolia Financial Services Limited (Telephone: +91- 8130678743). Bid-cum-application forms will also be available on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchange and SEBI.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** The investors are required to fill the application form and submit the same to the relevant SCSBs at the specific locations or registered brokers at the broker centers or RTA or DP's. The SCSB's will block the amount in the account as per the authority contained in application form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund. For more details on the ASBA process, please refer to the details given in application forms and Red Herring Prospectus and also please refer to the chapter titled "Issue Procedure" on page 318 of the Red Herring Prospectus.

**APPLICATION SUPPORTED WITH UNIFIED PAYMENTS INTERFACE:** Investors are advised to carefully refer SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and as modified through its SEBI circular (SEBI/HO/CFD/ DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard for the procedure to be followed for applying through UPI. Retail Individual Investor have to apply through UPI Mechanism. Retail Individual Investor whose bank is not live on UPI as on date of this circular, may use the other alternate channels available to them viz. Submission of application form with SCSBs/ using the facility linked online trading, demat and bank account list. For further details, please refer the chapter titled "Issue Procedure" beginning on page 318 of the Red Herring Prospectus.

**Banker to the Issue, Escrow Collection Bank and Refund and Sponsor Banker:** ICICI Bank Limited

Investor should read the Red Herring Prospectus carefully, including the "Risk Factors" beginning on page 27 of the Red Herring Prospectus before making any investment decision.

All capitalized terms used herein and not specifically defined shall have the same meaning as prescribed to them in the Red Herring Prospectus.

**For Sat Kartar Shopping Limited  
On Behalf of the Board of Directors**  
**Sd/-**  
**Ved Prakash**  
**(Managing Director)**

**Place: Delhi**  
**Date: January 05, 2025**

Sat Kartar Shopping Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Red Herring Prospectus with Registrar of Companies, Delhi on January 04, 2025, website of lead manager to the issue at [www.narnolia.com](http://www.narnolia.com), website of company at [www.satkartar.in](http://www.satkartar.in) and website of NSE i.e. [www.nseindia.com](http://www.nseindia.com), respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 27 of the Red Herring Prospectus. Potential investors should not rely on the Red Herring Prospectus for making any investment decision.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. There will be no public offering in the United States and the securities being offered in this announcement are not being offered or sold in the United States.

सूरा सो पहचानिए जु लरे दीन के हेत ॥  
पुजा पुजा कटि मरै कबहू न छाडै खेतु ॥

**‘Deg Teg Fateh’**

**Heartiest Greetings on the Prakash Parv of**

**Sahib-E-Kamal**

**Sri Guru Gobind Singh Ji**

**6 January, 2025**

“मैं श्री गुरु गोबिन्द सिंह जी को उनके प्रकाश पर्व के पावन अवसर पर शीश नवाता हूँ तथा मानवता की सेवा में उनके योगदान का स्मरण करता हूँ।  
उनका अद्वितीय साहस सदैव लोगों को प्रेरित करता रहेगा।”

**- नरेन्द्र मोदी**

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