

# Satchmo Holdings Limited

January 09, 2026

Ref.: SATCHMO/034/2025-26

To,  
**BSE Limited,**  
(Stock Code: 533202)  
Floor 25, P J Towers  
Dalal Street, Mumbai-400 001

Dear Sir/Madam,

**Reg: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

**Sub. : Notice of Postal Ballot seeking the consent of the shareholders of the Company**

We hereby enclose a copy of Postal Ballot Notice dated **January 09, 2026** together with the Explanatory Statement, which will be sent to all the Members whose names appear on the Registrar of Members/ List of Beneficial Owner as on the cutoff date i.e., **Friday, January 02, 2026** seeking their consent, by way of special resolutions for:

***Resolution No. 1 - To approve the re-appointment and the remuneration payable to Mr. Nitesh Shetty (DIN:00304555), as Managing Director designated as Chairman and Managing Director of the Company for a further period of one year till 14.12.2026***

***Resolution No. 2 - To approve the re-appointment of Ms. Gayathri MN (DIN: 06742638), as Director (Independent Women Director) of the Company for the second term***

***Resolution No. 3 - To approve existing as well as proposed new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013***

The Company has engaged the services of KFin Technologies Limited (KFin) for providing e-voting facility to the Members. The voting through postal Ballot and e-voting will commence at **9:00 AM (IST) on Monday, January 12, 2026** and shall end at **5:00 PM (IST) on Tuesday, February 10, 2026** (both days inclusive).

The results of the postal ballot will be declared on or before **Wednesday, February 11, 2026**.

Request you to take the same on record.

Thanking you,

Yours faithfully,

For Satchmo Holdings Limited

Prasant Kumar

Company Secretary & Chief Compliance Officer



Encl.: a/a

## Satchmo Holdings Limited

CIN : L93000KA2004PLC033412

Regd Office: No. 110, A Wing, Level 1, Andrews Building, M. G. Road, Bangalore - 560 001.  
Tel: +91-080-2227 2220, W: [satchmoholdings.in](http://satchmoholdings.in), Email: [info@satchmoholdings.in](mailto:info@satchmoholdings.in)

## **SATCHMO HOLDINGS LIMITED**

CIN: L93000KA2004PLC033412

Regd. Office : No.110, A Wing, Andrews Building, Level 1, M. G. Road, Bengaluru-560 001

Ph. +91-80-2227 2220 Website: [www.satchmoholdings.in](http://www.satchmoholdings.in); email: [investor@satchmoholdings.in](mailto:investor@satchmoholdings.in),  
[cs@satchmoholdings.in](mailto:cs@satchmoholdings.in)

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### **POSTAL BALLOT NOTICE**

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

**TO**

**THE MEMBERS**

**SATCHMO HOLDINGS LIMITED**

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 3/2022 dated May 05, 2022, the General Circular No. 11/2022 dated December 12, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and pursuant to other applicable laws and regulations, for obtaining approval of the members, by way of special resolution, through Postal Ballot, including electronic means ("e-Voting"), for the businesses as set out in this Notice.

The draft of the resolutions to be passed together with the statement of material facts explaining the reasons thereof, pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered e-mail IDs.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through e-Voting by selecting appropriate options, in accordance with the provisions of the Act, 2013 and Regulation 44 of the Listing Regulations, 2015.

The Company, for this purpose, has engaged its Registrar and Share Transfer agent KFin Technologies Limited (RTA), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

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The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

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, January 02, 2026. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Satchmo Holding Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) in their meeting held on Friday, December 12, 2025 has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer of poll 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.

Members are, therefore, requested to carefully read and follow the instructions for voting by "electronic means", namely by

- (i) casting their votes electronically during the voting period from Monday, January 12, 2026, 9.00 A.M (IST) to Tuesday, February 10, 2026, 5.00 P.M (IST) by following the procedures as explained in the Notes herein below.

The Scrutinizer will submit his consolidated report on the results of voting by means of "electronic means" to the Chairman and Managing Director of the Company as authorized, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman and Managing Director of the Company, as authorized, at its registered office on or before Wednesday, February 11, 2026 and shall be communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited (RTA) and will also be displayed on the Company's website at [www.satchmoholdings.in](http://www.satchmoholdings.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on the website of National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of KFin Technologies i.e. <https://evoting.kfintech.com>

The last date of voting, i.e., Tuesday, February 10, 2026 will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the Special Resolution being not less than three times the votes cast against the resolution and being not less than half the votes cast against the resolution for Ordinary Resolution.

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Members requiring any clarification may contact Mr. Prasant Kumar, Company Secretary at the registered office of the Company or through e-mail viz., [prasant.kumar@satchmoholdings.in](mailto:prasant.kumar@satchmoholdings.in) or [cs@satchmoholdings.in](mailto:cs@satchmoholdings.in).

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, February 10, 2026. Members who wish to inspect the documents are requested to send an email to Company Secretary and Chief Compliance Officer at [cs@satchmoholdings.in](mailto:cs@satchmoholdings.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

This Notice have also been placed on the Company's website viz, [www.satchmoholdings.in](http://www.satchmoholdings.in) for use by the Members.

**SPECIAL BUSINESS:**

**Resolution No. 1 - - To approve the re-appointment and the remuneration payable to Mr. Nitesh Shetty (DIN:00304555), as Managing Director designated as Chairman and Managing Director of the Company for a further period of one year till 14.12.2026.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

***"RESOLVED THAT pursuant to the provisions of Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") including any statutory modification or re-enactment thereof, read with Schedule V to the Act, approval be and is hereby accorded to the re-appointment of Mr. Nitesh Shetty (DIN:00304555) as Managing Director designated as Chairman and Managing Director of the Company for a further period of One year, with effect from 15<sup>th</sup> December, 2025 till 14<sup>th</sup> December, 2026.***

***RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013, Mr. Nitesh Shetty as a Managing Director of the Company, be paid such remuneration (including perquisites) and upon such terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. Nitesh Shetty with the authority to the Board of Directors ("the Board" which shall be deemed to include any Committee thereof) to alter or vary the terms and conditions of his re-appointment as may be agreed between the Board and Mr. Nitesh Shetty subject to the limits specified in Schedule V to the Act.***

***RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Mr. Nitesh Shetty as Managing Director, the remuneration (including perquisites) as set out in***

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*the aforesaid draft Agreement be paid to him as minimum remuneration, subject to the receipt of No Objection Certificate from the financial institutions including Banks.*

***RESOLVED FURTHER THAT*** subject to the provisions of Section 152 of the Companies Act, 2013, and Article 139 of the Articles of Association of the Company Mr. Nitesh Shetty shall not be liable to retire by rotation during his tenure as a Managing Director of the Company.

***RESOLVED FURTHER THAT*** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution and to accept any modification/conditions that may be prescribed by the Central Government while according its approval, if any.”

**Resolution No. 2 - To re-appoint Ms. Gayathri Muttur Nagaraj (DIN: 06742638), as an Independent Director of the Company for the second term:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

***“RESOLVED THAT*** pursuant to provisions of sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Gayathri Muttur Nagaraj (DIN: 06742638) also registered with Indian Institute of Corporate Affairs, who was earlier appointed as an Independent Director of the Company for a first term of Five years up to January 07, 2026, is eligible for being re-appointed as an Independent Director for a Second Term of five consecutive years, be and is hereby reappointed as an Independent Director of the Company, to continue to hold office upto January 07, 2031, and whose office shall not be liable to retire by rotation.

***RESOLVED FURTHER THAT*** the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above Resolution.”

**Resolution No. 3 - To approve existing as well as proposed new Material Related Party Transaction(s) In terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** by means of postal ballot and E-voting:

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**"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and regulations 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s) arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with any related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2025-2026 and upto the date of next Annual General Meeting to be held in the year 2026, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), not exceeding the limits prescribed over and above the limits as approved earlier, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."**

**"RESOLVED FURTHER THAT the Board of Directors which term shall be deemed to include any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."**

Dated : January 09, 2026  
Place : Bengaluru

By the Order of the Board of Directors  
For SATCHMO HOLDINGS LIMITED

Regd. Office: No. 110, A Wing, Level 1, Andrews Building,  
M. G. Road, Bangalore – 560001

PRASANT KUMAR  
Company Secretary & Chief Compliance Officer  
(Membership No. A18603)



Encls:

(1) A Statement of material facts in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through "electronic means".

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**NOTES:**

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. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Re-appointment of Managing Director and Independent Director is annexed.
2. Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 02, 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).
4. The notice of the Postal Ballot will also be placed at the Company's website [wwwsatchmoholdings.in](http://wwwsatchmoholdings.in) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
5. Draft of the resolutions to be passed together with the statement of material facts explaining the reasons thereof, pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered e-mail IDs
6. 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.
7. The voting period will commence from **Monday, January 12, 2026** at 0900 hours IST and ends on **Tuesday, February 10, 2026** at 1700 hours IST. The e-voting module shall thereafter be disabled.
8. 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.
9. 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 Company has provided facility to members to exercise their votes through electronic means and have engaged the services of its Registrar and Share Transfer agent KFin Technologies Limited (RTA) as the Authorised Agency to provide e-Voting facility.

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10. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
11. The members holding shares in physical form can opt for e-Voting.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
13. A member cannot exercise his / her vote by proxy on Postal Ballot.
14. The Board of Directors have appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru, as Scrutinizer to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website [www.satchmoholdings.in](http://www.satchmoholdings.in) and communicated to the Stock Exchanges in which the Company's Equity Shares are listed.
16. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., **Wednesday, February 11, 2026**.
17. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Krishna Priya M, Manager - Corporate Registry, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
18. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.

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**19. The instructions for Members for e-voting are as under:**

- a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c. Method of login for Individual Members holding the securities in demat mode:

**Step 1:**

<b>Members</b>	<b>Login Method</b>
Members holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>2. A new screen will open. Enter the existing User ID and Password. After successful authentication, Member will be able to see e-voting services. Click on “Access to e-voting” under e-voting services after which the e-voting page will be displayed.</li> <li>3. Click on options available against Company name or e-voting service provider and Members will be re-directed to the e-voting website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</p>

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	<p><b>C. Visit the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>2. Members will have to enter their USER ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, they will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider i.e. KFinTech, after which Members will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ol>
Members holding securities in demat mode with CDSL	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi Tab.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin Technologies Limited to cast your vote.</li> </ol>
	<p><b>B. Users who have not opted for Easi/Easiest:</b> Option to register for Easi/Easiest is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>C. Visit the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com/">https://www.cdslindia.com/</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account.</li> <li>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>



**Members (holding securities in demat mode) login through their depository participants**

1. Members can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged in, they will be able to see e-voting option.
2. Upon clicking on e-voting option, Members will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein they can see e-voting feature.
3. Click on options available against Company name or e-voting service provider- KFin Technologies Limited and Members will be redirected to e-voting website of KFin Technologies Limited for casting their vote during the 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 for technical assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email ID's or contact on the phone nos. provided below:

NSDL	CDSL
<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> <b>Toll free no.:</b> 1800 1020 990 / 1800 22 44 30	<b>Email :</b> <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> <b>Phone No.:</b> 1800 22 55 33



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 Tel: +91-080-2227 2220, W: [satchmoholdings.in](http://satchmoholdings.in), Email: [info@satchmoholdings.in](mailto:info@satchmoholdings.in)

### Step 2:

**Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:**

Members	Login Method
Members having their email IDs are registered with the Company / Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s):</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"><li>i. Launch internet browser and type the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li><li>ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.</li><li>iii. After entering the details appropriately, click on LOGIN.</li><li>iv. Members will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li><li>v. Members need to login again with the new credentials.</li><li>vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVEN 9260' and click on 'SUMBIT'.</li><li>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</li><li>viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account. Members may then cast their vote by selecting an appropriate option and click on "Submit".</li><li>ix. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once Members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution</li></ol>

**Satchmo Holdings Limited**

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<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p>x. Corporate/ Institutional members (corporate / FIs / FII / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:sudhindracsfcs@gmail.com">sudhindracsfcs@gmail.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p> <p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced:</b></p> <p>i. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</p>
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<p>Procedure for Registration of email and Mobile: securities in Physical</p>	<p><b>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</b></p> <p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a>.</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a>.</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>
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## Satchmo Holdings Limited

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<b>Members who have forgotten the User ID and password</b>	<b>Members who have forgotten the user Id and password, may obtain / retrieve the same in the manner mentioned below:</b> <ul style="list-style-type: none"> <li>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD&lt;SPACE&gt;IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt;1402345612345678 Example for Physical: MYEPWD&lt;SPACE&gt;XXXX1234567890</li> <li>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>iii) Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li> <li>iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ul>
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- xi. In case of any queries or issues regarding the remote e-voting facility, Members may send an email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin Technologies Limited on toll free no. 1800 309 4001. All grievances with regard to remote e-voting facility may be addressed to Ms. Krishna Priya, Sr. Manager, KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032 or by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered email id. Members may also refer to the Frequently Asked Questions (FAQs) and E-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com>.
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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**Satchmo  
Holdings Limited**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 1:**

Mr. Nitesh Shetty was earlier re-appointed as Chairman & Managing Director of the Company for the period of 1 year by the Board w.e.f December 15, 2024 to December 14, 2025, on a remuneration of Rs. 1,50,00,000/- as approved by the Shareholders.

In view of the term of office ending on 14th December 2025, the Nomination & Remuneration Committee considered the proposal and recommend to the Board for re-appointment of Mr. Nitesh Shetty as Chairman & Managing Director for another period of One Consecutive year with effect from December 15, 2025 to December 14, 2026.

The Board further on the recommendation of the Nomination & Remuneration Committee in its meeting held on December 12, 2025 approved the re-appointment of Mr. Nitesh Shetty as Chairman & Managing Director of the Company for a period of one year by the Board (from December 15, 2025 to December 14, 2026) subject to the approval of the shareholders.

Shareholders are further informed that the re-appointment of Mr. Nitesh Shetty as Chairman & Managing Director of the Company after the expiry of the term has been done upon receipt of declaration that he is not subject to any disqualification for reappointment as Managing Director of the Company and also upon receipt of his consent regarding willingness to be re-appointed and was placed before the Board.

Shareholders of the Company are also informed that that the Company has been incurring losses since past few years with negative net worth of the Company and its group Companies.

Shareholders are further informed that the reasons for the Company incurring losses in past few years was the turn-down in the business activities and also Company has ventured into new business which is yet to commence its significant operations, apart from the shortfall in collections, leading to pressures on resources and overall debt accumulation.

Shareholders are further informed that Mr. Nitesh Shetty as Chairman & Managing Director of the Company, apart from performing the executive functions of the Company has been instrumental in various negotiations and closing of exits deals and One Time Settlement with its lenders. He has been actively involved formulating business plans for turnaround of the Company including starting of new ventures into food & catering and facility service business.

Shareholders are also informed that the remuneration payable to Mr. Nitesh Shetty as Managing Director of the Company shall be subject to the approval of Shareholders and upon receipt of NOC from various financial institutions including banks. Further the remuneration as proposed to the shareholders is also lower than the normal industry standard.

**Satchmo Holdings Limited**

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The re-appointment of Mr. Nitesh Shetty and the remuneration payable to him are subject to the consent of the shareholders by way of special resolution in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013, in view of the inadequacy of profits.

**The material terms of the draft Agreement to be entered into between the Company and Mr. Nitesh Shetty are set out herein below :**

- I. Basic salary of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum.
- II. Use of telephone(s) in Mr. Nitesh Shetty's residence; mobile phone and blackberry phone, the rent, call charges for the Company's business and other outgoings in respect thereof being paid by the Company;
- III. A chauffeur driven motor car, all expenses for the running, maintenance and upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;
- IV. Reimbursement of medical expenses reasonably incurred by Mr. Nitesh Shetty as approved by the Board;
- V. Reimbursement of entertainment expenses reasonably incurred by Mr. Nitesh Shetty wholly and exclusively for the purpose of the business of the Company and approved by the Board;
- VI. Eligible for Employee Group medical insurance and benefit of personal accident insurance policy, the premium of which shall be borne by the Company.
- VII. Benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being provided that the Company's contribution thereto shall not exceed 12% (twelve per cent) of Mr. Nitesh Shetty's salary as laid down in the Income-tax Rules, 1962 in force for the time being and from time to time;
- VIII. Leave on full remuneration in accordance with the rules of the Company in force for the time being and amended from time to time;
- IX. He is also eligible to participate in the Company's Employee Stock Option Plan/ Scheme, if announced; and
- X. Two club membership, the annual fee will be payable by the Company.

Income-tax, if any, on or in respect of the remuneration stated above shall be borne and paid by Mr. Nitesh Shetty.

Save as aforesaid, Mr. Nitesh Shetty shall not be entitled to any other payment, benefit or perquisite, whether by way of remuneration, compensation or otherwise, for or in respect or by virtue of his employment with the Company as a Managing Director.

In the event of any loss or inadequacy of profit in any of the financial year during the revised tenure of Mr. Nitesh Shetty as Managing Director, the remuneration (including perquisites) as set out in the aforesaid draft Agreement be paid to him as minimum remuneration.

The Board including the committee thereof is authorised to alter or amend the terms of appointment and the benefits within the overall remuneration as approved supra.

The Company having inadequate profit, the approval of the Members is being sought by way of special resolution in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013 for Mr. Nitesh Shetty's, re-appointment as Managing Director and for the aforesaid remuneration proposed to be paid to him.

## **Satchmo Holdings Limited**

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The Company also has outstanding borrowings from one of its Lending Bank. As per the requirement specified under Section II (ii) Part II of Schedule V of the Companies Act, 2013, the Company shall obtain no objections from the secured creditors for the appointment and for the aforesaid remuneration payable to Mr. Nitesh Shetty and the remuneration payable to him shall be subject to the approval from Lending Bank and the shareholders.

Mr. Nitesh Shetty has further provided an undertaking to the Company that he shall not accept any Salary or other Remuneration as Managing Director of the Company retrospectively from the date of re-appointment till NOC has been formally obtained.

The Board considers that the remuneration and perquisites proposed to be paid to Mr. Nitesh Shetty are commensurate with his duties and responsibilities as a Managing Director. Therefore it is recommended to consider the resolution set out at Item No.1 of the Notice for your approval.

Mr. Nitesh Shetty holds 6,52,73,350 equity shares amounting to 44.76 % of total equity share capital of the Company.

**The statement as per Section II (iv) of Part II of Schedule V to the Companies Act, 2013 and Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re- appointment of Mr. Nitesh Shetty as Managing Director is set out below:**

#### **I. General Information**

<b>1. Nature of industry</b>	The Company is currently into business of trading in land and plotted development, servicing business, which comprises wide areas of facilities/ catering/restaurant along with Long-term investment and trading in equities.		
<b>2. Date or expected date of commencement of commercial production</b>	2004 ( Date of Incorporation : 20 <sup>th</sup> February 2004)		
<b>3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable		
<b>4. Financial performance based on given indicators</b>			
	<b>Rs. Cr</b>		
	<b>Details</b>	<b>2022-23</b>	<b>2023-24</b>
	Paid Up Capital	145.83	145.83
	Reserves & Surplus	(1,111.87)	(1,108.36)
		(1,092.56)	

#### **Satchmo Holdings Limited**

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**Satchmo**  
**Holdings Limited**

	Turnover	170.23	95.10	5.30
	Profit/(Loss) Before Tax	(56.93)	2.46	15.51
	Profit/(Loss) After Tax	(56.93)	3.56	15.51
5. Export performance and net foreign exchange collaborations	No foreign exchange earnings on account of Export			
6. Foreign Investment or Collaboration (Amt in Rs Cr.)	Nil in last three years			

**II. Information about the appointee**

(1) Background details	Mr. Nitesh Shetty is a Promoter Director of the Company. On graduation he ventured into business in Advertising and promoted a real estate Company in the name of Nitesh Estates Private Limited (now known as Satchmo Holdings Limited) in 2004.
(2) Past 3 (Three) Financial years remuneration	For FY 2022-23 – NIL For FY 2023-24 – NIL For FY 2024-25 – NIL For FY 2025-till date - NIL
(3) Recognition or awards	NA
(4) Job profile and his suitability	Chairman & Managing Director
(5) Remuneration proposed	<p><b>Proposal:</b></p> <p>(i) Basic salary of 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum.</p> <p>(ii) Use of telephone(s) in Mr. Nitesh Shetty's residence; mobile phone and blackberry phone, the rent, call charges for the Company's business and other outgoings in respect thereof being paid by the Company;</p> <p>(iii) A chauffeur driven motor car, all expenses for the running, maintenance and upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;</p> <p>(iv) Reimbursement of medical expenses reasonably incurred by Mr. Nitesh Shetty as approved by the Board;</p> <p>(v) Reimbursement of entertainment expenses reasonably incurred by Mr. Nitesh Shetty wholly and exclusively for the purpose of the business of the Company and approved by the Board;</p>

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	<p>(vi) Eligible for Employee Group medical insurance and benefit of personal accident insurance policy, the premium of which shall be borne by the Company.</p> <p>(vii) Benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being provided that the Company's contribution thereto shall not exceed 12% (twelve per cent) of Mr. Nitesh Shetty's salary as laid down in the Income-tax Rules, 1962 in force for the time being and from time to time;</p> <p>(viii) Leave on full remuneration in accordance with the rules of the Company in force for the time being and amended from time to time;</p> <p>(ix) He is also eligible to participate in the Company's Employee Stock Option Plan/ Scheme, if announced; and</p> <p>(x) Two club membership, the annual fee will be payable by the Company.</p> <p>Income-tax, if any, on or in respect of the remuneration stated above shall be borne and paid by Mr. Nitesh Shetty.</p> <p>Save as aforesaid, Mr. Nitesh Shetty shall not be entitled to any other payment, benefit or perquisite, whether by way of remuneration, compensation or otherwise, for or in respect or by virtue of his employment with the Company as a Managing Director.</p>												
<p><b>(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b></p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; padding: 5px;"><b>Name of the employee and Employer</b></th> <th style="text-align: center; padding: 5px;"><b>Position, Qualification, Exp</b></th> <th style="text-align: center; padding: 5px;"><b>Remuneration as disclosed in Annual Report for F.Y. 2024-25 (Rs. In Crores)</b></th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Mr. Guruprasad Srinivasan, Quess Corp Limited</td><td style="padding: 5px;">Executive Director &amp; Group CEO, 25+ Yrs</td><td style="padding: 5px; text-align: center;">2.18 Crores</td></tr> <tr> <td style="padding: 5px;">Mr. Sameer Khetarpal Jubilant FoodWorks Limited</td><td style="padding: 5px;">Chief Executive Officer and Managing Director, 25+ Yrs</td><td style="padding: 5px; text-align: center;">7.20 Crores</td></tr> <tr> <td style="padding: 5px;">Mr. Sanjiv Puri, ITC Limited</td><td style="padding: 5px;">Chairman &amp; Managing Director, 35+ Yrs</td><td style="padding: 5px; text-align: center;">20 Crores</td></tr> </tbody> </table>	<b>Name of the employee and Employer</b>	<b>Position, Qualification, Exp</b>	<b>Remuneration as disclosed in Annual Report for F.Y. 2024-25 (Rs. In Crores)</b>	Mr. Guruprasad Srinivasan, Quess Corp Limited	Executive Director & Group CEO, 25+ Yrs	2.18 Crores	Mr. Sameer Khetarpal Jubilant FoodWorks Limited	Chief Executive Officer and Managing Director, 25+ Yrs	7.20 Crores	Mr. Sanjiv Puri, ITC Limited	Chairman & Managing Director, 35+ Yrs	20 Crores
<b>Name of the employee and Employer</b>	<b>Position, Qualification, Exp</b>	<b>Remuneration as disclosed in Annual Report for F.Y. 2024-25 (Rs. In Crores)</b>											
Mr. Guruprasad Srinivasan, Quess Corp Limited	Executive Director & Group CEO, 25+ Yrs	2.18 Crores											
Mr. Sameer Khetarpal Jubilant FoodWorks Limited	Chief Executive Officer and Managing Director, 25+ Yrs	7.20 Crores											
Mr. Sanjiv Puri, ITC Limited	Chairman & Managing Director, 35+ Yrs	20 Crores											
<p><b>(7) Pecuniary relationship directly/ indirectly with the Company, or relationship with the managerial personnel, if any.</b></p>	<p>There is no pecuniary relationship direct or indirect with the Company and Mr. Nitesh Shetty is not related to any Director of the Company.</p>												

## Satchmo Holdings Limited

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**III. Other Information:**

(1) Reasons of loss or inadequate profits	The Company has achieved lower Turnovers since past few Years as the Company has shifted its business from real estate sector to other business including Catering, Facilities Management, Trading and other new ventures.
(2) Steps taken or proposed to be taken for improvement:	<p><b>The Company's Ongoing projects (on a consolidated basis)</b></p> <p>The Company is now exiting from its residential real estate business post completion of few pending projects and is now entering into Commercial real estate business including facility management and warehousing businesses along with Food and Catering Business.</p> <p>The Company is currently planning to diversify its business and scouting for a partner for raising funds thought its subsidiary as Special Purpose Vehicle.</p> <p>The Company is selectivity looking at opportunities into new geographies and businesses for a sustainable growth</p> <p><b>Significant and Material Orders Passed</b> – The Company has recently settled its one of the lender under one time settlement and is under negotiation with the other lender/Bank.</p>
(3) Expected increase in productivity and profits in measurable terms	Company Net worth is expected to be positive post settlement of outstanding debts.
(4) Date of first Appointment as Director	Since Incorporation (Appointed as Managing Director since December 15, 2006)
(5) Name of listed entities in which the person also holds the directorship	NIL
(6) Membership of Committees in Listed Companies	Satchmo Holdings Limited - Stakeholders Relationship Committee - Member
(7) No. of shares held in the Company as on the date of the notice	6,52,73,350 equity shares amounting to 44.76 % of total equity share capital of the Company

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs other than Mr. Nitesh Shetty is concerned or interested in the Special Resolution set out at item no. 1 of the accompanying notice.

All documents pertaining to the appointment will be available for inspection at the Registered Office of the Company and any members who wish to inspect can send an email to [cs@nelholdings.in](mailto:cs@nelholdings.in)

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# Satchmo

## Holdings Limited

### Item No 2:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and the Articles of the Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee in its meeting held on December 12, 2025 have re-appointed Ms. Gayathri Muttur Nagaraj (DIN: 06742638), as the Independent Director of the Company for the second term to continue to hold office upto January 07, 2031 and whose office shall not be liable to retire by rotation.

Ms. Gayathri Muttur Nagaraj was earlier appointed as an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years from January 08, 2021 to January 07, 2026

The profile and other details of Ms. Gayathri Muttur Nagaraj are set out in the Annexure below. The Board of Directors also considers that based on her varied experience, her association would be of immense benefit to the Company.

She is a qualified member of ICSI with enriching 15 plus years of experience in Business Development, technology collaboration and Product promotions. Her rich knowledge and immense experience in the field of Compliance and Business Strategy shall bring balance to the Board in various decisions making and strategic planning of the Company and appointing her as an Independent Director on the Board would take care the combination of the Board as per the Companies Act and SEBI Regulations.

The Company has received from Ms. Gayathri Muttur Nagaraj (i) consent in writing to act as Independent Director in accordance to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act. The Company has also ensured that she is not debarred from holding the office of a director by virtue of any SEBI order or any such other authority.

Further, pursuant to the provisions of Sections 149, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations, 2015, it is proposed to re-appoint Ms. Gayathri Muttur Nagaraj as an Independent Women Director of the Company for the second term to hold office for a further period of 5 (Five) consecutive years from January 08, 2026 to January 07, 2031. Accordingly, the resolution set in Item No.2 is submitted before the Shareholders for the appointment of Ms. Gayathri Muttur Nagaraj as an Independent Director for a further term of 5 years.

Your Board recommends the Special Resolution as set out in Item no. 2 for the approval of the Members.

Except Ms. Gayathri Muttur Nagaraj, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

All documents pertaining to the appointment will be available for inspection at the Registered Office of the Company and any members who wish to inspect can send an email to [cs@satchmoholdings.in](mailto:cs@satchmoholdings.in)

## Satchmo Holdings Limited

CIN : L93000KA2004PLC033412

Regd Office: No. 110, A Wing, Level 1, Andrews Building, M. G. Road, Bangalore - 560 001.  
Tel: +91-080-2227 2220, W: [satchmoholdings.in](http://satchmoholdings.in), Email: [info@satchmoholdings.in](mailto:info@satchmoholdings.in)



**Satchmo**  
**Holdings Limited**

**Brief particulars and relevant information of Ms. Gayathri Muttur Nagaraj (DIN: 06742638) pursuant to the applicable provisions of Companies Act, 2013 and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2) are provided as under:**

<b>Name of Directors</b>	Ms. Gayathri Muttur Nagaraj
<b>DIN</b>	06742638
<b>Age</b>	42
<b>Qualification(s)</b>	Ms. Gayathri MN is a qualified member of Institute of Company Secretaries of India (ICSI) with enriching 15 plus years of experience in Business Development, technology collaboration and Product promotions.
<b>Date of first Appointment</b>	08.01.2021
<b>Expertise in specific Functional areas</b>	<p>Ms. Gayathri Muttur Nagaraj is a qualified member of Institute of Company Secretaries of India (ICSI) with enriching 15 plus years of experience in Business Development, technology collaboration and Product promotions. She has earlier held leadership positions at ICICI Prudential Life Insurance, MetLife Insurance, Samasta Microfinance and Snowman Logistics Limited.</p> <p>She has also won "Dr D Veerendra Hegde Pattabhisheka" award for academic excellence and has secured 2nd rank in her Masters (MBA).</p> <p>She holds a valid Director Identification Number (DIN) and has successfully qualified the Online Proficiency Test for Independent Directors conducted by IICA under the aegis of Ministry of Corporate Affairs (MCA).</p>
<b>Remuneration proposed to be paid</b>	They will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
<b>Name of listed entities in which the person also holds the directorship</b>	M/s Nivaka Fashions Limited and M/s ISF Limited
<b>Membership of Committees in Listed Companies</b>	<p>Satchmo Holdings Limited</p> <p>1. Nomination and Remuneration Committee - Member</p>
<b>No. of shares held in the Company as on the date of the notice</b>	NIL

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# Satchmo

## Holdings Limited

### Item No 3:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party (ies).

The provisions of the SEBI Listing Regulations, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the period 2025-26, the Company has entered into transactions with certain related parties as listed below exceeding the prescribed limits and such material related party transactions were duly approved by the Audit Committee and needs specific approval by the Shareholders.

Further in the financial year 2025-26 and till next Annual General Meeting, the Company is expecting to undergo other related party transactions with the entities upto the limits as mentioned below, in the aggregate, and as such prior approval of the Members is being sought for all such arrangements/ transactions to be undertaken by the Company. All the transactions to be entered into would be in the ordinary course of business of the Company and on an arm's length basis.

The Company proposes to enter into transactions with its related party mentioned in Resolution at Item no. 3 of the Notice, during the financial year 2025-2026, as per the terms and conditions as mutually agreed upon between the parties. The Audit Committee of the Company has also approved the said related party transactions earlier its meeting held on November 07, 2025 and has noted that the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis.



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**Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated October 13, 2025 is provided herewith:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name of Related Parties</b>	Satchmo Foods Private Limited (WOS) Satchmo Services Private Limited (WOS) (under incorporation) Nitesh Infrastructure & Constructions Nitesh Residency Hotels Private Limited Piliventura Technologies Private Limited Singita Kosha Trading Private Limited NIRPL Ventures Private Limited Nitesh Land Private Limited Nitlogis Private Limited Northroof Ventures Private Limited Marathalli Ventures Private Limited
2.	<b>Nature and Material Terms of Contract</b>	Sale of goods, rendering of services and receiving of services and providing advances towards the services to be rendered.
3.	<b>Whether in Ordinary Course of Business</b>	Yes
4.	<b>Material terms and particulars of the proposed transaction</b>	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract.
5.	<b>Whether at Arm's Length basis</b>	Yes
6.	<b>Estimated Value of Approval being sought</b>	10% of annual consolidated turnover maximum upto 100 Crores in aggregate
7.	<b>Tenure of the Proposed transactions</b>	One year till Next AGM to be held in 2026
8.	<b>Justification as to how these RPTs is in the interest of the Company</b>	Contracts / Arrangement(s) are commercially beneficial for your company
9.	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	More than 100%
10.	<b>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b> i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans,	Not Applicable

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	intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
11.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company.

Your Board of Directors considered the same and recommends for passing the resolution contained in Item No. 3 of the accompanying Notice.

**Dated: January 09, 2026**

**Place : Bengaluru**

**Regd. Office: No. 110, A Wing, Level 1, Andrews Building,  
M. G. Road, Bangalore – 560001**

By the Order of the Board of Directors  
For SATCHMO HOLDINGS LIMITED

  
**PRASANT KUMAR**  
Company Secretary & Chief Compliance Officer  
(Membership No. A18603)



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