

## NOTICE

Notice is hereby given that the 44th Annual General Meeting of Satia Industries Ltd. will be held on Tuesday, 30th September, 2025 at 10:30 A.M. At the Registered Office of the Company At VPO: Rupana, Malout-Muktsar Road, Distt Sri Muktsar Sahib (Punjab), 152032 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2025 and Profit and Loss Account for the year ended on that date along with the Report of the Auditors and Directors thereon.

2. To confirm the payment of interim dividend and declare Final dividend for Financial Year 2024-25 and in this regard:-

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

**“RESOLVED** that interim dividend of 20% (Rs. 0.20) per equity shares of Rs. 1 each on the paid-up equity share capital of the company and final dividend of 20% (Rs. 0.20) per equity shares of Rs. 1 each on the paid-up equity share capital of the company as recommended by the Board of Directors of the company be and is hereby declared out of the profits of the company for the financial year 2024-25.

3. To appoint a director in place of Mr. Hardev Singh, (DIN No 07943672) Director (Technical) who retires by rotation, being eligible and offer himself for re-appointment.

### Special Business

#### Item No 4

**Appointment of Mr. Deepak Kumar Kakkar (DIN No. 07977188) as an Independent Director for a period of five years.**

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the

Act”) and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) there for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Deepak Kumar Kakkar (DIN No : 07977188), who was appointed as Additional Director (Independent) at the Board Meeting of the Company held on 11th August, 2025, eligible for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from 11th August, 2025 to 10th August, 2030 (both days inclusive), not liable to retire by rotation.”

**“RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”.

#### Item No 5

**Re-appointment of Mr. Vinod Kumar Kathuria (DIN No. 06662559) as an Independent Director for the Second Term of five years.**

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company as well as based on the recommendation of

the Nomination and Remuneration Committee, Mr. Vinod Kumar Kathuria, (DIN No. 06662559), who was appointed as an Independent Non-Executive Director of the Company at the 39th Annual General Meeting of the Company for a period of five years i.e. from 01.10.2020 to 30.09.2025 has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 01.10.2025 to 30.09.2030 and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”

#### **Item No 6**

##### **Appointment of Mr. Vibhor Kapoor, (DIN No. 10335979) as an Independent Director for a period of five years.**

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, be and is hereby Mr. Vibhor Kapoor (DIN No: 10335979), who was appointed as Additional Director (Independent) at the Board Meeting of the Company held on 11th August, 2025, eligible for being appointed as an Independent Director and in respect of whom the Com-

pany has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from 11th August, 2025 to 10th August, 2030 (both days inclusive), not liable to retire by rotation.”

**“RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”

#### **Item No. 7**

##### **Appointment of M/s S. Parnami and Associates, Practising Company Secretaries as Secretarial Auditor of the Company.**

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

**“RESOLVED** that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and Rules framed thereunder, as amended or re-enacted from time to time, M/s. S. Parnami and Associates, Practising Company Secretaries, H. No. 396, Ganpati Enclave, Dabwali Road, Bathinda-151001, (COP No. 11181), be and is hereby appointed as the Secretarial Auditors of the Company to hold office for a period of five (5) consecutive years from the conclusion of 44th Annual General Meeting (“AGM”) of the Company, until the conclusion of 49th AGM of the Company to be held in the year 2030.”

**“RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all acts, deeds, matter and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this resolution.”

#### **Item No 8**

##### **To approve the appointment of Cost Auditor and ratify their remuneration.**

**To consider and, if thought fit to pass with or without**

**modification(s) the following resolution as ordinary resolution.**

**“RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules thereunder (including any statutory modifications and re-enactment thereof for the time being in force) and all other applicable provisions, if any, approval of the members of the company be and is hereby accorded to the Reappointment and remuneration payable to M/s HVMN & Associates, Cost Accountants, Delhi appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the Cost Records of the company for the financial year 2025-2026 amounting to Rs. 2,00,000/- plus applicable taxes along with reimbursement of out-of-pocket expenses at actuals.”

**“RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this resolution.”

**NOTES:**

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint proxy to attend and vote on poll instead of himself and the proxy need not be a Member of the Company. The proxies should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Statement pursuant to Section 102 of the Companies Act 2013, with respect to the Special Business set out in the Notice, is annexed herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to notify immediately any change in their address, to the Registered Office of the Company.
6. All documents as referred in the above notice and explanatory statement and other statutory registers are open for inspection at the Registered Office of the Company during office hours on all working days between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting.
7. Members seeking any information with regards to Annual Accounts at the time of Meeting, are requested to send their queries to the company so as to reach at least ten days before the date of Meeting, to enable the management to keep the relevant information ready at the time of Meeting.
8. Members are requested to note that, dividends if not encashed for a period of 7 (seven) years from the date of transfer of unclaimed dividend to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (‘IEPF’). The shares in respect of which dividend remain unclaimed for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline. Members whose equity shares and/ or unclaimed dividends have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive).

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical, members holding shares in physical form are requested to consider converting their holdings into dematerialized form.

12. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Beetal Financial and Computer Services Private Ltd, in case the shares are held in physical form.

14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

15. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic -mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website [www. satigroup.com](http://www.satiagroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www. nseindia. com](http://www.nseindia.com) respectively, and the website [https:// www.evoting. cdsl.com](https://www.evoting.cdsl.com). Any shareholder of the Company interested in obtaining a physical copy of the said Annual Report may write to the company secretary at:- [satia. secretarial@ satigroup.com](mailto:satia.secretarial@satiagroup.com).

16. In compliance with the provisions of Section 108 of

the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL). The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed Mr. Gaurav Bansal, Chartered Accountant as scrutinizer for scrutinizing e-voting process in a fair and transparent manner.

**a. The instructions for shareholders voting electronically are as under: -**

i. The voting period begins on 27.09.2025 09.00 AM and ends on 29.09.2025 at 5.00 PM. During these period shareholders holding share either in physical form or in dematerialized form as on the cut-off date 23.09.2025 (record date) may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting thereafter.

1. Pursuant to SEBI Circular No. **SEBI/ HO/CFD / CMD / CIR / P / 2020 / 242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public no institutional shareholders/retail shareholders is at a negligible level.





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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e- Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in Demat Account.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.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. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/ SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “Log-in” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on</li> </ol>

Type of shareholders	Login Method
	<p>company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by holding sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by holding sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

## Step 2

### Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e- voting website [www.evotingindia.com](http://www.evotingindia.com).

2. Click on “Shareholders” module.

3. Now enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5.If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

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

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN of Satia Industries Ltd on which

you choose to vote.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking

on “Click here to print” option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [satiagroup@gmail.com](mailto:satiagroup@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-

attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your emailid & mobile no. with your respective Depository Participant (DP)

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533

M/s Gaurav Bansal, Chartered Accountant has been appointed as the Scrutinizer. the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall with in a period of two working days for the conclusion e-voting period, unblock the votes presence of at least 2 witnesses not in employment of the Company and make a report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be placed in the Company website i.e [www.satiagroup.com](http://www.satiagroup.com).

**SAKSHAM NIVESHAK - MANNER OF REGISTERING KYC INCLUDING BANK DETAILS FOR RECEIVING DIVIDEND:**

Pursuant to the MCA circular dated July 16, 2025, Satia Industries Ltd has initiated a 100 days campaign for updation of KYC and other related details of members including bank details to prevent transfer of unpaid / unclaimed dividends to IEPF. Details of unpaid / unclaimed dividend lying with the Company are available on <https://www.satiagroup.com/unpaid-unclaimed-amount-for-unclaimed-and-unpaid-amount-dividend/>

**For claiming the unpaid / unclaimed dividends, the members are requested to update their KYC as given below:**

The members holding shares in Physical form - with the Company’s registrars at M/s. Beetal Financial and Computer Services Private Limited, Address: Beetal

House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062. Contact No:-011-29961281 83, Email: beetal@beetalfinancial.com.

**b) For shares held in dematerialized form** -with the Depository Participant (DP) where the demat account is maintained as per the process advised by DP.

Upon updation of KYC & bank details members are requested to intimate the same to the RTA so that the unpaid/unclaimed dividend can be credited to their bank account.

## **EXPLANATORY STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No 4**

Based on the recommendations of the NRC, the Board of Directors of the Company, on 11 August, 2025, in terms of Section 161 of the Act, appointed Mr. Deepak Kumar Kakkar (DIN No : 07977188) as an Additional Director (Independent) of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Deepak Kumar Kakkar (DIN No: 07977188) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing 11th August 2025. Mr. Deepak Kumar Kakkar (DIN No: 07977188) is eligible for appointment as a director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Deepak Kumar Kakkar (DIN No : 07977188) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mr Deepak Kumar Kakkar (DIN No: 07977188)

has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Deepak Kumar Kakkar has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Deepak Kumar Kakkar (DIN No: 07977188) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Deepak Kumar Kakkar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA. The profile and specific areas of expertise of Mr. Deepak Kumar Kakkar are provided as annexure 1 to this Notice.

In the opinion of the Board, Mr. Deepak Kumar Kakkar is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Deepak Kumar Kakkar, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

### **Item No. 5**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 39th Annual General Meeting held on 30th September, 2020, Mr. Vinod Kumar Kathuria was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from his date of appointment as Directors i.e. 01.10.2020 Since, Mr Vinod Kumar Kathuria shall complete his initial term as an Independent Director of the Company, He is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 11.08.2025 subject to approval of Members at this Annual General Meeting and pursuant to the provisions

of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members for reappointment of Mr Vinod Kumar Kathuria as an Independent Non-Executive Director of the Company for the second term of 5 (five) years is sought and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received declarations from Mr Vinod Kumar Kathuria that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and applicable provisions of listing regulations.

Further, Mr. Vinod Kumar Kathuria (DIN No:06662559) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Vinod Kumar Kathuria has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Vinod Kumar Kathuria (DIN No: 06662559) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Vinod Kumar Kathuria (DIN No: 06662559) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA. The profile and specific areas of expertise of Mr. Vinod Kumar Kathuria are provided as annexure 1 to this Notice. In the opinion of the Board, Mr. Vinod Kumar Kathuria is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

Brief Resume and other specific details as required pursuant to provisions of Regulations 36 (3) of listing

regulations and SS 2 issued by ICSI are provided in Annexure I of the notice.

#### **Item No. 6**

Based on the recommendations of the NRC, the Board of Directors of the Company, on 11 August, 2025, in terms of Section 161 of the Act, appointed Mr. Vibhor Kapoor (DIN No: 10335979) as an Additional Director (Independent) of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Vibhor Kapoor (DIN No: 10335979) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing August 2025. Mr. Vibhor Kapoor (DIN No: 10335979) is eligible for appointment as a director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Vibhor Kapoor (DIN No: 10335979) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mr. Vibhor Kapoor (DIN No: 10335979) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Vibhor Kapoor has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Vibhor Kapoor (DIN No: 10335979) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Vibhor Kapoor (DIN No: 10335979) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA. The profile and specific areas of expertise of Mr. Vibhor Kapoor are provided as annexure 1 to this Notice.

In the opinion of the Board, Mr. Vibhor Kapoor is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vibhor Kapoor, to whom the resolution relates, are concerned or interested in the Resolution mentioned Item No. 6 of the Notice.

#### **Item No 7**

The Board of Directors, at its meeting held on 11.08.2025, has proposed the appointment of M/s. S.Parnami and Associates, Practising Company Secretaries, H.No. 396, Ganpati Enclave, Dabwali Road, Bathinda - 151001, (COP No. 11181), a Practising Company Secretary, as the Secretarial Auditor of the Company for a term of five years, commencing from the conclusion of 44th Annual General Meeting ("AGM") of the Company, until the conclusion of 49th AGM of the Company to be held in the year 2030."

In accordance with the provisions of Section 204 of the Companies Act, 2013, the Company is required to appoint a Secretarial Auditor who will conduct the secretarial audit of the Company's compliance with the applicable laws, rules, and regulations. The Board has considered and approved the appointment of M/s. S.Parnami and Associates, Practising Company Secretaries, is peer reviewed and who has the requisite qualifications and experience to carry out the duties of a Secretarial Auditor.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

#### **Item No 8**

The Board, on the recommendation of the Audit committee, has approved the re-appointment and remuneration of M/s HMVN & Associates, Cost Accountants, as cost auditors to conduct the audit of the cost records of the company for the financial year 2025-2026 subject to approved or shareholders at remuneration as specified in the resolution plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Your board recommends the passing of ordinary resolution set out at Item No.7 of the notice for approval by the shareholders is in the interest of the company. None of the Directors and/ or key Managerial personnel of the Company and/ or their relatives is concerned or interested financially or otherwise in the resolution set out at item no. 7 of the Notice.

**By order of the Board  
For Satia Industries Limited**

**(Rakesh Kumar Dhuria)  
Company Secretary**

**Place: Chandigarh**

**Date: 11-08-2025**

## Annexure-I

The details of director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI(LODR) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India:

### Item No. 3 of the AGM Notice

Name	Mr. Hardev Singh
DIN No.	07943672
Date of Birth/Age	2nd Oct. 1957
Date of Appointment	1st Oct. 2017
Qualification	Diploma Production Development
Brief Resume including Experience/expertise	Serving the Company as Director (Technical), having wide experience of installation of projects.
Inter-se Relationship between Directors/Managers/KMP	Not related to any Directors/ Managers/ KMP of the Company.
Directorship in other listed entities	NIL
Chairman/Member of Committee of the Board of other listed entities in which they are Directors*	NIL
No. of shares held in the company	100
Names of Listed companies from which resigned in past three years	NIL
Terms and conditions of appointment	Executive Director, liable to retire by rotation
Remuneration Last Drawn	Refer the Corporate Governance Report
Number of Board Meetings Attended during the Financial Year 2024-25	3

\*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (listed and unlisted) except Foreign Companies, Private Companies, Companies registered under section 8 of the Act and this company, have been considered.

**Item No. 4 of the AGM Notice**

The details of director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI(LODR) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India:

Name	Mr. Deepak Kumar Kakkar
DIN No.	07977188
Date of birth/Age	03rd April 1962
Date of Appointment	11th August 2025
Qualification	B.Com, CAIIB
Brief Resume including Experience/expertise	Rich experience in Banking Sector
Inter-se Relationship between Directors/Managers/KMP	Not related to any Directors/ Managers/ KMP of the Company.
Directorship in other listed entities	NIL
Chairman/Member of Committee of the Board of other listed entities in which they are Directors*	NIL
Names of Listed companies from which resigned in past three years	NIL
No. of shares held in the company	NIL
Terms and conditions of appointment	Mr. Deepak Kumar Kakkar is entitled to sitting fees for attending the meetings of the Board.
Remuneration Last Drawn	NIL

\*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (listed and unlisted) except Foreign Companies, Private Companies, Companies registered under section 8 of the Act and this company, have been considered.

**Item No. 5 of the AGM Notice****The details of director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI(LODR) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India:**

Name	Mr.Vinod Kumar Kathuria
DIN No.	06662559
Date of birth/Age	23rd July 1958
Date of Appointment	08th Feb., 2020
Qualification	M.Com, CAIIB
Brief Resume including Experience/expertise	Rich experience in Banking Sector
Inter-se Relationship between Directors/Managers/KMP	Not related to any Directors/ Managers/ KMP of the Company.
Directorship in other listed entities	5
Chairman/Member of Committee of the Board of other listed entities in which they are Directors*	4
Names of Listed companies from which resigned in past three years	NIL
No. of shares held in the company	NIL
Terms and conditions of appointment	Mr.Vinod Kumar Kathuria is entitled to sitting fees for attending the meetings of the Board and Committees..
Remuneration Last Drawn	Refer Corporate Governance Report
Number of Board Meetings Attended during the Financial Year 2024-25	4

\*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (listed and unlisted) except Foreign Companies, Private Companies, Companies registered under section 8 of the Act and this company, have been considered.

**Item No. 6 of the AGM Notice**

The details of director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI(LODR) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India:

Name	Mr. Vibhor Kapoor
DIN No.	10335979
Date of birth/Age	29 <sup>th</sup> December 1980
Date of Appointment	11 August 2025
Qualification	C.A., C.F.A. Level II, LL.B., B.Com (Hons.)
Brief Resume including Experience/expertise	Over 20 years of experience in Corporate Banking and Financial Advisory. Held senior roles in IndusInd Bank, ING Vysya, Barclays, and ICICI Bank, leading large teams and managing multi-billion portfolios. Strong track record in deal structuring, client relationship management, and delivering high-quality credit solutions.
Inter-se Relationship between Directors/Managers/KMP	Not related to any Directors/ Managers/ KMP of the Company.
Directorship in other listed entities	NIL
Chairman/Member of Committee of the Board of other listed entities in which they are Directors*	NIL
Names of Listed companies from which resigned in past three years	NIL
No. of shares held in the company	NIL
Terms and conditions of appointment	Mr. Vibhor Kapoor is entitled sitting fees for attending the meetings of the Board.
Remuneration Last Drawn	NIL

\*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (listed and unlisted) except Foreign Companies, Private Companies, Companies registered under section 8 of the Act and this company, have been considered.

## Information at Glance

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	30th September, 2025 At 10.30 AM
2	Mode	Physical
3	Book Closure	24th September, 2025 to 30th September, 2025
4	Cut-off date for e-voting	23-09-2025
5	Period of remote e-voting	27.09.2025 09.00 AM and ends on 29.09.2025 at 5.00 PM
6	Help-Line details for e-voting	you can write an email to helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542/43.
7	Name, Address and contact details of Registrar and Transfer Agent	Beetal Financial & Computer Services (P) Ltd Register & Transfer Agent, if any. Beetal House,3rd Floor, 99 Madangir, Behind Local Shopping Complex Near Dada Harsukhdas Mandir, New Delhi-110062 Contact No:- 011-29961281-83
8	Satia Industries Limited-Contact Details	Phone No:- 01633-262001, 262215
9	Registered Office	VPO: Rupana, Malout-Muktsar Road, Sri Muktsar Sahib, Punjab-152032
10	Website	<a href="http://www.satiagroup.com">www.satiagroup.com</a>
11	E-mail	<a href="mailto:satia.secretarial@satiagroup.com">satia.secretarial@satiagroup.com</a>