

SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017
(CIN: L74110DL1995PLC069787), E mail: cs@saicapital.co.in, Ph: 011-40234681
Website: www.saicapital.co.in

December 05, 2025

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code-531931

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sirs,

In continuation to our letter dated **December 01, 2025**, informing about the decision of the Board of Directors of the Company to conduct the Postal Ballot process, please find attached the Notice of Postal Ballot together with the Explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 read with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulation, 2015, seeking approval of the Members of the Company on the following matters, by way of Postal Ballot:

S.No.	Description of Resolution
Ordinary Resolutions	
1.	Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Private Limited, also a Material Subsidiary of the Company
2.	Material Related Party Transaction(s) between Mr. Ankur Rawat, Non-Executive Director & Chief Financial Officer (CFO) of the Company and M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company

The e-voting details for Postal Ballot are as under:

Particulars	Details
e-Voting start time and date	09:00 A.M. (IST), Saturday, December 06, 2025
e-Voting end time and date	05:00 P.M. (IST), Sunday, January 04, 2026

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The Postal Ballot Notice is available on the Company's website www.saicapital.co.in and the website of NSDL at <https://www.evoting.nsdl.com/>.

Please acknowledge receipt and take the above information on record.

Thanking You,

Yours Truly,

For **Sai Capital Limited**

NIRAJ
KUMAR
SINGH

Digitally signed
by NIRAJ KUMAR
SINGH
Date: 2025.12.05
11:04:27 +05'30'

Dr. Niraj Kumar Singh
Chairman & Managing Director

Attachments: a/a

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POSTAL BALLOT NOTICE

(Pursuant to Section 108 & Section 110 of The Companies Act, 2013 ('Act') read with Rule 20 & Rule 22 of The Companies (Management and Administration) Rules, 2014 ('Rules'))

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (MCA) for holding General Meetings/ conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 03/2025 dated September 22, 2025, read with other relevant Circulars issued in this regard ('MCA Circular'), that the below appended Resolutions are proposed for approval of the Members of M/s. Sai Capital Limited ("the Company") through Postal Ballot (the "Postal Ballot") by way of remote e-voting ("e-voting") process only i.e., by casting votes electronically instead of submitting postal ballot forms.

The proposed Resolutions together with the Explanatory Statement(s) in terms of the provisions of Sections 102 and 110 of the Act, setting out the material facts and reasons thereof, form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice") for seeking the consent of the Members through remote e-voting.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/M/s. Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA') / M/s. National Securities Depository Limited ('NSDL') and/or M/s. Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively denote 'Depositories'). The communication of 'assent' or 'dissent' of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules, MCA Circular and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at http://www.saicapital.co.in/Disclosure_of_events_2025-26.aspx.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting commencing at **09:00 A.M. (IST) on Saturday, December 06, 2025, E-**

voting will close at 05:00 P.M. (IST) on Sunday, January 04, 2026, and the facility will be disabled by NSDL immediately, thereafter.

Special Business:

1. Material Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company, and M/s. Butterfly Ayurveda Private Limited, also a Material Subsidiary of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company’s Policy on Materiality of Related Party Transactions, and Dealing with Related Party Transactions, and the Resolutions approved by the Audit Committee and the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to approve the Corporate Guarantee given by **M/s. Butterfly Ayurveda Private Limited** in favour of **M/s Health Care Energy Foods Private Limited** (“Material Subsidiaries”) being a related party, to any Bank/Financial Institution, for securing credit facilities availed or to be availed by **M/s Health Care Energy Foods Private Limited**, for an amount not exceeding **Rs. 40 (Forty) Crores**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the above Guarantee, being a Material Related Party Transaction, is undertaken in the ordinary course of business, and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.

2. Material Related Party Transaction(s) between Mr. Ankur Rawat, Non-Executive Director & Chief Financial Officer (CFO) of the Company and M/s. Health Care Energy Foods Private Limited, a Material Subsidiary of the Company

To consider and, if thought fit, to pass the following Resolutions with or without modifications as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force], and pursuant to the Company’s Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions and the Resolutions approved by the Audit Committee and the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to the Company to approve the personal Guarantee to be

extended by **Mr. Ankur Rawat, Non-Executive Director & CFO of the Listed Company and Director of M/s Health Care Energy Foods Private Limited, a Material Subsidiary of the Company**, in favour of **M/s Health Care Energy Foods Private Limited, a Material Subsidiary of the Company**, being a Related Party, to any Bank/Financial Institution, for securing credit facilities availed or to be availed by **M/s Health Care Energy Foods Private Limited**, for an amount not exceeding **Rs. 40 (Forty) Crores**, on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the above Guarantee, being a Material Related Party Transaction, is undertaken in the ordinary course of business, and is hereby approved by the Shareholders of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.

**By Order of the Board
For Sai Capital Limited**

Sd/-

**Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396**

**Date : December 01, 2025
Place : New Delhi**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 & Section 108 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons, thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on **Wednesday, December 03, 2025** ('cut-off date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cutoff date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is, however, clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Notes of this Notice.
5. The remote e-voting shall commence at **09:00 A.M. (IST) on Saturday, December 06, 2025** and shall end at **05:00 P.M. (IST) on Sunday, January 04, 2026**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Notice is also available on the website of the Company at http://www.saicapital.co.in/Disclosure_of_events_2025-26.aspx, the website of BSE Limited ('BSE') at www.bseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. Members desirous of inspecting the documents referred to, in the Notice or Explanatory Statement may send their requests to cs@saicapital.co.in from their registered e-mail addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
9. Once the vote on any Resolution(s) is cast by the Members, the Members shall not be allowed to change it subsequently.
10. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

11. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization, etc., authorizing their representative to vote on their behalf. The said Resolution/Authorization should be sent to the Scrutinizer by e-mail through their registered e-mail address to compliance@thecorpex.co.in.

12. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013, and the Rules framed there under, and Regulation 44 of the Listing Regulations, the Company is providing facility for voting by electronic means to its Members to enable them to cast their votes electronically through e-voting and for this purpose, the Company has engaged the services of M/s. National Securities Depository Limited (NSDL) and as such, the business set out in this Postal Ballot Notice shall be transacted through such voting.

13. The details of the process and manner for remote e-Voting are explained herein below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- Step 2: Cast your vote electronically on NSDL e-Voting system.





Step 1: How to Log-in to NSDL e-Voting website?

I. Login method for e-Voting for Individual Members holding securities in Demat Mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. OTP based login:</p> <ol style="list-style-type: none">1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.2. Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.3. Enter the OTP received on registered email Id./mobile number and click on login.4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.5. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>B. NSDL IDeAS facility:</p> <p>If you are already registered, follow the below steps</p>

	<ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User Id. and Password. 3. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 4. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given above in points 1-4. <p>C. E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User Id. (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user Id. and Password. Option will be made available to reach e-Voting page without any further authentication. To login to Easi /Easiest users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my easi username & password.

with CDSL	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, users will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com by clicking on login & New System Myeasi Tab and then clicking on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period,

Important note: Members who are unable to retrieve their User Id./ Password are advised to use 'Forgot User Id.' and 'Forgot Password' options available on the above mentioned website.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

II. Login method for e-Voting for individual members holding securities in Demat mode and members holding securities in physical form

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile device.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- c) A new screen will open. You will have to enter your User Id, your Password/ OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login credentials. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically
- d) Your User Id. details are given below:

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

e) Password details for Members other than individual Members are given below:

- I. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- II. If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your

“initial password”, you need to enter the “initial password” and the system will prompt you to change your password.

III. How to retrieve your “initial password”?

- If your e-mail address is registered in your Demat account, or with the Company, your “initial password” is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit client Id. for NSDL account, last 8 digits of client Id. for CDSL account or folio number for Shares held in physical form. The .pdf file contains your ‘User Id.’ and your “initial password”.
 - If your e-mail address is not registered, please follow steps mentioned below in process for those Members whose e-mail addresses are not registered.
- f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
- i. Click on “**Forgot User Details/Password?**” (If you are holding Shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. “**Physical User Reset Password?**” (If you are holding Shares in Physical form) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/Folio Number, your PAN, your name and your registered address, etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) After you click on the “Login” button, Home page of e-Voting will open.

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

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

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” (e-Voting Event Number) in which you are holding shares and whose voting cycle.
- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period.
- c) Now you are ready for e-Voting as the Voting page opens.

- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@thecorpex.co.in with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those Members whose e-mail addresses are not registered with the Depositories for procuring User Id and password and registration of e-mail Ids for e-voting for the Resolutions set out in this Notice:

- a) In case shares are held in physical form, please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's email address at cs@saicapital.co.in.
- b) In case Shares are held in Demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's email address at cs@saicapital.co.in.
- c) If you are an individual Member holding Securities in Demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e. login method for e-Voting for Individual Members holding Securities in Demat mode.

- d) Alternatively, Members may send a request to NSDL at evoting@nsdl.com for procuring User Id. and password for e-Voting by providing above mentioned documents.
- e) In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their Demat account maintained with Depository Participant(s). Members are required to update their mobile number and email address correctly in their Demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION
102 AND 110 OF THE COMPANIES ACT, 2013**

ITEM NO.1: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN M/S. HEALTH CARE ENERGY FOODS PRIVATE LIMITED, a Material Subsidiary of the Company AND M/S. BUTTERFLY AYURVEDA PRIVATE LIMITED, also a Material Subsidiary of the Company

M/s. Health Care Energy Foods Private Limited ("HCEFPL") and M/s. Butterfly Ayurveda Private Limited ("BAPL") are Material Subsidiaries of the Company within the meaning of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In the ordinary course of business, HCEFPL and BAPL propose to enter into transaction(s) in the nature of Corporate Guarantee.

Based on projected business requirements, the estimated value of the proposed transaction(s) during the financial year – is expected to exceed the prescribed materiality threshold under Regulation 23(1) of SEBI LODR, i.e., 10% of the consolidated turnover of the Company, as per the last audited financial statements. Accordingly, the transactions qualify as Material Related Party Transactions ("MRPTs"), requiring prior approval of the Shareholders of the parent Company by way of an ordinary resolution under Regulation 23(4) of SEBI LODR.

The Audit Committee and the Board of Directors of the Company, after reviewing all relevant documents, terms, and justifications, have approved the proposal and recommended the same for Shareholders' approval.

Details of the proposed RPT between the M/s. Health Care Energy Foods Private Limited and M/s. Butterfly Ayurveda Private Limited (Material Subsidiaries), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are as follows:

A(1): Basic details of the related party:

S.No	Particulars of the information	Information provided by the management
1.	Name of the related party	M/s. Health Care Energy Foods Private Limited and M/s. Butterfly Ayurveda Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	M/s. Health Care Energy Foods Private Limited, New Delhi, is engaged in processing and supplying Fortified Nutrition Food Products such as Weaning Food, Nutro Dalia Premix, Nutro Ladoo Premix, etc. M/s. Butterfly Ayurveda Private Limited is an organization engaged in the research, development, manufacturing, and marketing of

		Ayurvedic products. It also offers a niche range of products that include Ayurvedic Teas, Herbal Infusions, Ayurvedic Medicines, and Herbal Supplements. The Company also has an Ayurveda-inspired bakery that develops freshly baked cookies and cakes. The entire product range is focused on helping people with lifestyle-related ailments, Thus generating a holistic sense of wellbeing in every individual through its range of Ayurveda-inspired products.
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A(2): Relationship and ownership of the related party:

S.No	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Both related parties are Material Subsidiaries of the Company.

A(3): Details of previous transactions with the related party:

S.No	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	No transaction(s) have been entered by the listed entity or Subsidiary with the related party during the last financial year.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is	Nil

	sought.	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by any related party.

A(4): Amount of the proposed transaction(s):

S.No	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 40 (Forty) Crores (The proposed transaction is in the form of a Corporate Guarantee).								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, current proposed transaction is a material RPT.								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4,707.33% (The proposed transaction is in the form of a Corporate Guarantee).								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	For M/s. Health Care Energy Foods Private Limited: Not Applicable, since standalone turnover is Zero. For M/s. Butterfly Ayurveda Private Limited: 4,707.33% (The proposed transaction is in the form of a Corporate Guarantee, and the Listed Entity is not a party to the transaction).								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	For M/s. Health Care Energy Foods Private Limited: 4,707.33% (The proposed transaction is in the form of a Corporate Guarantee). For M/s. Butterfly Ayurveda Private Limited: 4,707.33% (The proposed transaction is in the form of a Corporate Guarantee).								
6.	Financial performance of the related party for the immediately preceding financial year:	M/s. Health Care Energy Foods Private Limited <table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Turnover</td><td>Nil</td></tr><tr><td>Profit After Tax</td><td>Rs. 1,578.18 Lakhs</td></tr><tr><td>Net worth</td><td>Rs. 37,876.49 Lakhs</td></tr></table>	Particulars	FY 2024-25	Turnover	Nil	Profit After Tax	Rs. 1,578.18 Lakhs	Net worth	Rs. 37,876.49 Lakhs
Particulars	FY 2024-25									
Turnover	Nil									
Profit After Tax	Rs. 1,578.18 Lakhs									
Net worth	Rs. 37,876.49 Lakhs									

		For M/s. Butterfly Ayurveda Private Limited								
		<table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Turnover</td><td>Rs. 53.11 Lakhs</td></tr><tr><td>Profit After Tax</td><td>Rs. (420.54) Lakhs</td></tr><tr><td>Net worth</td><td>Rs. 1,195.45 Lakhs</td></tr></table>	Particulars	FY 2024-25	Turnover	Rs. 53.11 Lakhs	Profit After Tax	Rs. (420.54) Lakhs	Net worth	Rs. 1,195.45 Lakhs
Particulars	FY 2024-25									
Turnover	Rs. 53.11 Lakhs									
Profit After Tax	Rs. (420.54) Lakhs									
Net worth	Rs. 1,195.45 Lakhs									

A(5): Basic details of the proposed transaction:

S.No	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction is in the form of a Corporate Guarantee.
2.	Details of each type of the proposed transaction	M/s. Health Care Energy Foods Private Limited intends to avail credit facilities from any Bank. In support of this arrangement, M/s. Butterfly Ayurveda Private Limited has proposed to provide a Corporate Guarantee to HDFC Bank on behalf of M/s. Health Care Energy Foods Private Limited."
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Continuing Guarantee
4.	Whether omnibus approval is being sought?	Not Applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed transaction will be executed in the current financial year only.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited (HCEFPL) and M/s. Butterfly Ayurveda Private Limited (BAPL) are in the overall interest of the listed entity and its Shareholders for the following reasons:</p> <ul style="list-style-type: none"> a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the Company, or Equity Dilution, or liability of any kind on the Company; d) Enhances long-term Shareholder value

7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	N.A.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	N.A.

B(4).

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Guarantee is being extended to enable M/s. Health Care Energy Foods Private Limited to obtain credit facilities on favourable terms necessary for its operational and business requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	No, this transaction will not create any legal binding on the Listed Entity.

2.	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(i) No Commission is to be charged by M/s. Butterfly Ayurveda Private Limited and nor is any commission to be paid by M/s. Health Care Energy Foods Private Limited.</p> <p>Furthermore, the listed entity has no obligation to pay or receive any commission.</p> <p>(ii) As per the proposed contractual arrangement, the Corporate Guarantee is to be provided by the wholly owned subsidiary, M/s. Butterfly Ayurveda Private Limited, to its holding Company, M/s. Health Care Energy Foods Private Limited. As such, in the extreme eventuality of any such situation arising, the issue will be settled between the two Material Subsidiaries under the guidance and supervision of the Audit Committee and Board of the Listed Entity.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>The value of obligation to be undertaken by the Subsidiary Company i.e. M/s. Butterfly Ayurveda Private Limited is Rs. 40 (Forty) Crores.</p> <p>This will be disclosed as a contingent liability in the Notes to Accounts of the Subsidiary Company.</p>

C (3):

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not Applicable
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Net Cash flow/use from Operation activities</p>
	FY 2024-25	<p>For M/s. Health Care Energy Foods Private Limited: Rs. (6,142.03) Lakhs</p> <p>For M/s. Butterfly Ayurveda Private Limited: Rs. 35.07 Lakhs</p>
	FY 2023-24	<p>For M/s. Health Care Energy Foods Private Limited: Rs. (362.27) Lakhs</p> <p>For M/s. Butterfly Ayurveda Private Limited: Rs. (55.24) Lakhs</p>
	FY 2022-23	<p>For M/s. Health Care Energy Foods Private Limited: Rs. (612.93) Lakhs</p> <p>For M/s. Butterfly Ayurveda Private Limited: Rs. 336.71 Lakhs</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be</p>	<p>Rs. 40 (Forty) Crores.</p> <p>There is no obligation on the Listed Entity.</p>

4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <ul style="list-style-type: none"> a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	Not Applicable
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Additional Information provided to Shareholders as specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and NSE Circular No. NSE/CML/2025/29 dated June 26, 2025

S. No.	Particulars of the information	Information provided by the Management
1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	<p>The proposed Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited (HCEFPL) and M/s. Butterfly Ayurveda Private Limited (BAPL) is/are in the overall interest of the listed entity and its Shareholders for the following reasons:</p> <ul style="list-style-type: none"> a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the Company, or Equity Dilution, or liability of any kind on the Company; d) Enhances long-term Shareholder value
2.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee of the Listed Entity has considered the Certificate provided by the Managing Director and CFO of the Listed Entity.
3.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed RPT has been approved by the Audit Committee and the Board of Directors of the Listed Entity.
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

5.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
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None of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 1 of the accompanying Notice.

The Board of Directors, accordingly, recommends the **Ordinary Resolution** set out at Item No. 1 of the Notice for the approval of the Members.

ITEM NO.2: MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN MR. ANKUR RAWAT, NON-EXECUTIVE DIRECTOR AND CFO OF THE COMPANY AND M/S. HEALTH CARE ENERGY FOODS PRIVATE LIMITED

M/s. Health Care Energy Foods Private Limited ("HCEFPL") is a Material Subsidiary of the listed entity and Mr. Ankur Rawat is a related party pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 ("SEBI LODR"), by virtue of his position and relationship with the Company, and its Material Subsidiary, i.e. being a Non-Executive Director & CFO of the Company and a Director of HCEFPL, a Material Subsidiary of the Company.

HCEFPL proposes to enter into certain transactions with Mr. Ankur Rawat, in the nature of Mr. Rawat extending a Personal Guarantee. The transaction(s) is/are essential to support ongoing business operations, management oversight, and execution of strategic and functional responsibilities.

Based on projected business requirements, the estimated value of the proposed transaction(s) during the financial year – is/are expected to exceed the prescribed materiality threshold under Regulation 23(1) of SEBI LODR, i.e., 10% of the consolidated turnover of the Company, as per the last audited financial statements. Accordingly, the transaction(s) qualify as Material Related Party Transactions ("MRPTs"), requiring prior approval of the Shareholders by way of an ordinary resolution under Regulation 23(4) of SEBI LODR.

The Audit Committee and the Board of Directors of the Company, after reviewing all relevant documents, terms, and justifications, have approved the proposal and recommended the same for Shareholders' approval.

Details of the proposed RPT between the Mr. Ankur Rawat and M/s. Health Care Energy Foods Private Limited, and including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are as follows:

A(1): Basic details of the related party:

S.No	Particulars of the information	Information provided by the Management
1.	Name of the related party	M/s. Health Care Energy Foods Private Limited and Mr. Ankur Rawat
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	<p>HCEFPL is engaged in the business of processing and supplying Fortified Nutrition Food Products such as Weaning Food, Nutro Dalia Premix, Nutro Ladoo Premix, etc.</p> <p>Mr. Ankur Rawat is a Non-Executive Director and CFO of the Listed entity and a Director of M/s. Health Care Energy Foods Private Limited.</p>

A(2): Relationship and ownership of the related party:

S.No	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>M/s. Health Care Energy Foods Private Limited is a Material Subsidiary of the Company and Mr. Ankur Rawat holds the position of Non-Executive Director & CFO in the Listed Company and position of Director in M/s. Health Care Energy Foods Private Limited.</p> <p>The Listed entity holds 98.10 % of the Shareholding in the Material Subsidiary</p>

A(3): Details of previous transactions with the related party:

S.No	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S.No.	Nature of Transactions	FY 2024-25
		1.	Remuneration	Rs. 18 Lakhs

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	S.No	Nature of Transactions	Till September Quarter
		1.	Remuneration	9.63 Lakhs
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by any related party.		

A(4): Amount of the proposed transaction(s):

S.No	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 40 (Forty) Crores (The proposed transaction is in the form of extending a Personal Guarantee).
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes, current transaction is a material RPT.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4,707.33% (The proposed transaction is in the form of extending a Personal Guarantee).
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	For M/s. Health Care Energy Foods Private Limited: Not Applicable, since standalone turnover is Zero. (The proposed transaction is in the form of extending a Personal Guarantee).
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	For M/s. Health Care Energy Foods Private Limited: 4,707.33%(The proposed transaction is in the form of extending a Personal Guarantee).

6.	Financial performance of the related party for the immediately preceding financial year:	M/s. Health Care Energy Foods Private Limited	
		Particulars	FY 2024-25
		Turnover	Nil
		Profit After Tax	Rs. 1,578.18 Lakhs
		Net worth	Rs. 37,876.49 Lakhs
		For Mr. Ankur Rawat:	
		Particulars	FY 2024-25
		Turnover	18,00,000
		Net worth	50,00,000

A(5): Basic details of the proposed transaction:

S.No	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction is in the nature of a Personal Guarantee.
2.	Details of each type of the proposed transaction	M/s Health Care Energy Foods Private Limited is desirous of availing credit facilities from any Bank and Mr. Ankur Rawat is extending Personal Guarantee to HDFC Bank on behalf of M/s Health Care Energy Foods Private Limited.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Continuing Guarantee
4.	Whether omnibus approval is being sought?	Not Applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Transaction will be executed in the current financial year only.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited (HCEFPL) and Mr. Ankur Rawat are in the overall interest of the listed entity and its Shareholders for the following reasons:</p> <ul style="list-style-type: none"> a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the

		Company, or Equity Dilution, or liability of any kind on the Company; d) Enhances long-term Shareholder value.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

B(4).

S. No.	Particular of Information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Personal Guarantee is being extended to enable M/s. Health Care Energy Foods Private Limited to obtain credit facilities on favourable terms necessary for its operational and business requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	No, this transaction will not create any legal binding on the Company.

2.	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(i) No Commission is to be charged by Mr. Ankur Rawat nor is any commission to be paid by M/s. Health Care Energy Foods Private Limited.</p> <p>Furthermore, the listed entity has no obligation to pay or receive any commission.</p> <p>(ii) As per the contractual arrangement, the Corporate Guarantee shall be provided by Mr. Ankur Rawat in his Individual capacity as Director of the Material Subsidiary, M/s. Health Care Energy Foods Private Limited and in the case of any extreme eventuality, no liability of any nature will fall on the Material Subsidiary or the Listed Entity.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>The value of obligation to be undertaken by Mr. Ankur Rawat is Rs. 40 (Forty) Crores.</p>

C (3):

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not Applicable
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Net Cash flow/use from Operation activities</p> <p>Salary</p>

	<i>FY 2024-25</i>	For M/s. Health Care Energy Foods Private Limited: Rs. (6,142.03) Lakhs For Mr. Ankur Rawat: Rs. 18 Lakhs
	<i>FY 2023-24</i>	For M/s. Health Care Energy Foods Private Limited: Rs. (362.27) Lakhs For Mr. Ankur Rawat: Rs. 18.00 Lakhs
	<i>FY 2022-23</i>	For M/s. Health Care Energy Foods Private Limited: Rs. (612.93) Lakhs For Mr. Ankur Rawat: Rs. 13.50 Lakhs
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	No obligation to be undertaken by the Listed Entity or any of its subsidiary.

4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <ul style="list-style-type: none"> a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	Not Applicable
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Additional Information provided to Shareholders as specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and NSE Circular No. NSE/CML/2025/29 dated June 26, 2025

S. No.	Particulars of the Information	Information provided by the Management
1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	<p>The proposed Related Party Transaction(s) between M/s. Health Care Energy Foods Private Limited (HCEFPL) and Mr. Ankur Rawat are in the overall interest of the listed entity and its Shareholders for the following reasons:</p> <ul style="list-style-type: none"> a) The proposed transaction(s) will help in establishing Credit Lines for the Material Subsidiary which are vital for Business Expansion; b) Enhances operational synergies within the Group while strengthening the financial flexibility of its Material Subsidiary; c) Supports Business Expansion without any requirement of Funding from the Company, or Equity Dilution, or liability of any kind on the Company; d) Enhances long-term Shareholder value.
2.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee of the Company has considered the Certificate provided by the CFO of the Listed Entity.
3.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed RPT has been approved by the Audit Committee and the Board of Directors of the Company.
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

5.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
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None of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 2 of the accompanying Notice.

The Board of Directors, accordingly, recommends the **Ordinary Resolution** set out at Item No. 2 of the Notice for the approval of the Members.

**By Order of the Board
For Sai Capital Limited**

Date : December 01, 2025
Place : New Delhi

**Sd/-
Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396**