

Satchmo

Holdings Limited

October 07, 2025

Ref.: SATCHMO/019/2024-25

To,

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

Dear Sir/Madam,

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

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

We hereby enclose a copy of Postal Ballot Notice dated October 06, 2025 together with the Explanatory Statement, which will be sent to all the Members whose names appear on the Registrar of Members/ List of Beneficial Owner as on the cutoff date i.e., Friday, October 03, 2025 seeking their consent, by way of special resolutions for:

Resolution No. 1 - To re-appoint Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) as an Independent Director of the Company for the second term

The Company has engaged the services of KFin Technologies Limited (KFin) for providing e-voting facility to the Members. The voting through postal Ballot and e-voting will commence at **9:00 AM (IST) on Wednesday, October 08, 2025** and shall end at **5:00 PM (IST) on Thursday, November 06, 2025** (both days inclusive).

The results of the postal ballot will be declared on or before **Friday, November 07, 2025**.

Request you to take the same on record.

Thanking you,

Yours faithfully,

For **Satchmo Holdings Limited**


Prasant Kumar
Company Secretary & Chief Compliance Officer



Encl.: a/a

Satchmo Holdings Limited

(Formerly known as NEL Holdings South Limited)

CIN : L93000KA2004PLC033412

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

SATCHMO HOLDINGS LIMITED

CIN: L93000KA2004PLC033412

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

Ph. +91-80-2227 2220 Website: www.satchmoholdings.in; email: investor@satchmoholdings.in ,
cs@satchmoholdings.in**POSTAL BALLOT NOTICE**

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

TO**THE MEMBERS****SATCHMO HOLDINGS LIMITED**

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

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

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

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



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

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, October 03, 2025. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Satchmo Holding Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) in their meeting held on Monday, October 06, 2025 has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer of poll for conducting the postal ballot process (voting through "electronic means") in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

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

- (i) casting their votes electronically during the voting period from Wednesday, October 08, 2025, 9.00 A.M (IST) to Thursday, November 06, 2025, 5.00 P.M (IST) by following the procedures as explained in the Notes herein below.

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

The results will be announced by the Chairman and Managing Director of the Company, as authorized, at its registered office on or before Friday, November 07, 2025 and shall be communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited (RTA) and will also be displayed on the Company's website at www.satchmoholdings.in, on the website of BSE Limited at www.bseindia.com, on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com and on the website of KFin Technologies i.e. <https://evoting.kfintech.com>

The last date of voting, i.e., Thursday, November 06, 2025 will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the special resolution being not less than three times the votes cast against the resolution.

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



All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Thursday, November 06, 2025. Members who wish to inspect the documents are requested to send an email to Company Secretary and Chief Compliance Officer at cs@satchmoholdings.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

This Notice have also been placed on the Company's website viz, www.satchmoholdings.in for use by the Members.

SPECIAL BUSINESS:

Resolution No. 1 - To re-appoint Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) as an Independent Director of the Company for the second term:

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

"RESOLVED THAT pursuant to provisions of sections 149, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) also registered with Indian Institute of Corporate Affairs, who was earlier appointed as an Independent Director of the Company for a first term of Five years up to November 08, 2025, is eligible for being re-appointed as an Independent Director for a Second Term of five consecutive years, be and is hereby reappointed as an Independent Director of the Company, to continue to hold office upto November 08, 2030, and whose office shall not be liable to retire by rotation.

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

Dated : October 06, 2025

Place : Bengaluru



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

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

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

Encls:

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

NOTES:

1. A Statement of material facts pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Re-appointment of Managing Director and Independent Director is annexed.
2. Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, October 03, 2025 (cut-off date).
3. The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
4. The notice of the Postal Ballot will also be placed at the Company's website www.satchmoholdings.in on the website of BSE Limited at www.bseindia.com and also on the website of www.evoting.kfintech.com.
5. Draft of the resolutions to be passed together with the statement of material facts explaining the reasons thereof, pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered e-mail IDs
6. Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. The voting period will commence from **Wednesday, October 08, 2025** at 0900 hours IST and ends on **Thursday, November 06, 2025** at 1700 hours IST. The e-voting module shall thereafter be disabled.
8. Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
9. Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of its Registrar and Share Transfer agent KFin Technologies Limited (RTA) as the Authorised Agency to provide e-Voting facility.



10. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
11. The members holding shares in physical form can opt for e-Voting.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
13. A member cannot exercise his / her vote by proxy on Postal Ballot.
14. The Board of Directors have appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru, as Scrutinizer to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.satchmoholdings.in and communicated to the Stock Exchanges in which the Company's Equity Shares are listed.
16. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., **Thursday, November 06, 2025**.
17. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Krishna Priya M, Manager - Corporate Registry, at evoting@kfintech.com or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
18. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.



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

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

Step 1:

Members	Login Method
Members holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ 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. 2. A new screen will open. Enter the existing User ID and Password. After successful authentication, Member will be able to see e-voting services. Click on “Access to e-voting” under e-voting services after which the e-voting page will be displayed. 3. Click on options available against Company name or e-voting service provider and Members will be re-directed to the e-voting website for casting their vote during the remote e-voting period. B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/.



	C. Visit the e-voting website of NSDL 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. 2. Members will have to enter their USER ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, they will be redirected to NSDL Depository site wherein they can see e-voting page. 3. Click on options available against Company name or e-voting service provider i.e. KFintech, after which Members will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.
Members holding securities in demat mode with CDSL	A. Users who have opted for Easi/Easiest: 1. Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is www.cdslindia.com and click on New System Myeasi Tab. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin Technologies Limited to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. C. Visit the e-voting website of CDSL 1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in https://www.cdslindia.com/ home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.



Members (holding securities in demat mode) login through their depository participants	1. Members can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged in, they will be able to see e-voting option. 2. Upon clicking on e-voting option, Members will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein they can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- KFin Technologies Limited and Members will be redirected to e-voting website of KFin Technologies Limited for casting their vote during the e-voting period.
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Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website for technical assistance:

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

NSDL	CDSL
Email: evoting@nsdl.co.in Toll free no.: 1800 1020 990 / 1800 22 44 30	Email : helpdesk.evoting@cdslindia.com Phone No.: 1800 22 55 33



Step 2:

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

Members	Login Method
Members having their email IDs are registered with the Company / Depository Participant(s)	A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s): Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: - Launch internet browser and type the URL: https://evoting.kfintech.com/ - Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes. - After entering the details appropriately, click on LOGIN. - Members will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. - Members need to login again with the new credentials. - On successful login, the system will prompt you to select the EVENT i.e. 'EVEN 9260' and click on 'SUMBIT'. - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account. Members may then cast their vote by selecting an appropriate option and click on "Submit". - A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once Members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution

Members whose email IDs are not registered with the Company / Depository Participant(s)	x. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to sudhindracsfc@gmail.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name". B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced: i. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.				
Procedure for Registration of email and Mobile: securities in Physical	Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx. ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td></tr> </table> c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				

Members who have forgotten the User ID and password	Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below: i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting. iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
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- xi. In case of any queries or issues regarding the remote e-voting facility, Members may send an email to evoting@kfintech.com or call KFin Technologies Limited on toll free no. 1800 309 4001. All grievances with regard to remote e-voting facility may be addressed to Ms. Krishna Priya, Sr. Manager, KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032 or by email to einward.ris@kfintech.com from their registered email id. Members may also refer to the Frequently Asked Questions (FAQs) and E-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com>.
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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

Item No 1:

Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) was appointed by the Board as an Independent Director of the Company on November 09, 2020 for a term of 5 years and his tenure expires on November 08, 2025.

Mr. Kumar Nellore Gopalakrishna has not attained the age of 75 years and hence provisions as mentioned in Regulation 17 (1A) of SEBI (LODR) shall not apply.

Further as per the Regulation 17 (1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

In compliance with the above stated requirement, it is proposed to appoint Mr. Kumar Nellore Gopalakrishna (DIN: 07197031), as Non-Executive Independent Director for his second term.

It is further informed that the re-appointment of Mr. Kumar Nellore Gopalakrishna as Non-Executive Independent Director has been recommendation by the Nomination & Remuneration Committee to the Board of the Company.

Mr. Kumar Nellore Gopalakrishna is a Mechanical Engineer who holds a Post-graduation and Ph.D. in Management, with an overall 39 years of varied, vast, hands-on, practical and pragmatic business experience. He has held Top Management, Director / Managing Director positions in various industries. He was involved in different business sectors such as Contracting and Construction Services, Manufacturing and trading services, Architecture, Design Engineering and Project Management Consultancy Services.

He had set up businesses in Singapore and UAE. He was involved in delivery of building services projects to Residential, Commercial, Hospitality, Industrial and Infrastructure sectors. He has managed and delivered successfully companies with growth and profitability.

He is also a business consultant running a "Business Growth Consultancy Services", to put to use his knowledge & skills and to help companies grow bigger & better.

He is also a qualified and certified Independent Director.



Brief particulars and relevant information of Mr. Kumar Nellore Gopalakrishna (DIN: 07197031) pursuant to the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as under:

Name of Directors	Mr. Kumar Nellore Gopalakrishna
Age	66
Qualification(s)	Mr. Kumar Nellore Gopalakrishna has a Ph. D degree in Strategic Management and a B.E degree in Mechanical from Andhra University. He has a rich experience of 39 years in the field of Strategic Development and Planning, Project Management Consultancy and is currently a Business Coach and Mentor in various Industries. He is also an excellent Speaker and has been invited by various industry associations and in various forums from time to time.
Date of first Appointment	November 09, 2020
Expertise in specific Functional areas	Mr. Kumar Nellore Gopalakrishna, has a good experience in planning and executing business turnaround. He has developed clear realistic strategic business plans, re-organized the organization to be in line with the strategic plans. Aligned the office team to believe in new development plans and work on a shared vision. He has also hired right members and let go un-suitable team members, aligned HR team to be in line with the organization development & growth and developed deliveries in line with the clients' needs and expectations. He has been earlier associated as Managing Director in PM Group (Irish MNC), CEO & Regional Director in Firepro Systems International LLC – Dubai, Business Head in ABB India and National Head – Projects in Tyco Fire and Security, Bangalore.
Name of listed entities in which the person also holds the directorship	NIL
Membership of Committees in Listed Companies	Satchmo Holdings Limited 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member 3. Stakeholders Relationship Committee - Member
No. of shares held in the Company as on the date of the notice	NIL



The Board considering his rich knowledge and immense experience in the field of finance and business brings balance to the Board in various decisions making and strategic planning of the Company and appointing him as an Independent Director on the Board would take care the combination of the Board as per the Companies Act and SEBI Regulations.

The Board is further informed that the sitting fees paid to Mr. Kumar Nellore Gopalakrishna is within the limits prescribed under the Companies Act 2013 and also complies with the limits as mentioned in Regulation 17 of the SEBI (LODR).

The Company has received the following consent, declaration, and confirmation from Mr. Kumar Nellore Gopalakrishna

- a) Consent in writing from to act as Director in Form DIR - 2 pursuant to section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules');
- b) Form DIR - 8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and rules made there under;
- c) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- d) Declaration that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- e) Confirmation that he is not aware of any circumstances or situation, which exists or may be reasonably anticipated, that will impair or impact the ability of discharging his duty as an Independent Director;

Your Board recommends the Special Resolution as set out in Item no. 1 for the approval of the Members.

Except Shri Subramanian Mr. Kumar Nellore Gopalakrishna, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the said Resolution.

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

Dated: October 06, 2025

Place : Bengaluru

Regd. Office: No. 110, A Wing, Level 1, Andrews Building,

M. G. Road, Bangalore – 560001



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

PRASANT KUMAR

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