



Date: 27<sup>th</sup> June 2026

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400051  Symbol: SAPPHIRE	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001  Scrip Code: 543397
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Dear Sir/ Madam,

**Subject: Notice of 17<sup>th</sup> Annual General Meeting (AGM) alongwith Annual Report for the Financial year 2025-26 of Sapphire Foods India Limited (“Company”).**

This is in furtherance to our letter dated 26<sup>th</sup> June 2026, whereby the Company has given intimation of 17<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of Sapphire Foods India Limited (“Company”) scheduled on **Tuesday, 21<sup>st</sup> July 2026 at 05:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable circulars as issued by “Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”), in relation to the subject matter.

In connection with the aforesaid, enclosed herewith the Notice convening 17<sup>th</sup> AGM and Annual Report of the Company for the Financial year 2025-26, which is being sent to the members through electronic mode. The same are also available on the website of the Company and can be accessed using the below given links:

AGM Notice	<a href="#">Click here to view AGM Notice</a>
Annual Report	<a href="#">Click here to view Annual Report 2025-2026</a>

You are requested to kindly take the above on record and disseminate the same on exchange website.

Thanking you,

Yours faithfully,

**For Sapphire Foods India Limited**



**Sachin Dudam**  
**Company Secretary and Compliance Officer**

**Encl:** a/a



# Future-proofing Growth





# *Future-proofing* **GROWTH**

Over the past two to three years, the QSR industry has navigated a challenging operating environment.

In such an environment, we have placed greater effort and emphasis on improving the food, service & value proposition for our consumers.

At the core of future-proofing growth lies a fundamental belief: expanding consumer penetration by attracting new users.

In KFC, we have sharpened our approach to this agenda through separate marketing and value interventions in evolving and more developed chicken-eating markets and we are beginning to see encouraging results.

For Pizza Hut, operating as a strong No. 2 brand in a highly competitive category, the opportunity lies in gaining market share. Our experience in Tamil Nadu, where Sapphire Foods holds exclusive territory, provides a proven blueprint of dine-in forward omni-channel strategy with superior product & innovation and consistent & higher brand marketing investments.

September 2025 marked a significant milestone for Sapphire Foods as we celebrated 10 years of our journey. While the past decade has been one of strong growth and value creation, it has also offered

us important insights into structural inefficiencies, particularly in the existing go-to-market model, where two franchisees and a global brand owner must align before executing consumer-facing initiatives.

Recognising this, the Boards of Sapphire Foods and Devyani International have approved a merger proposal on January 1, 2026, subject to regulatory approvals. This combination aims to create the largest restaurant

operator in the country, with greater alignment, sharper execution rights at the franchisee level, and significantly enhanced speed of decision-making. We see this as an important structural leap towards building a more agile, efficient and future-ready organisation.

Future-proofing growth is not about predicting the future –

*it is about preparing for it with clarity, discipline and conviction.*

# Inside THE REPORT

## CORPORATE OVERVIEW

- 06 Sapphire Foods at a glance
- 08 Group CEO's Message
- 12 The Idea of Sapphire Foods
- 16 Message by Chairman
- 17 Message by Promoter Nominee
- 18 Quantifying Our Impact
- 20 Key Milestones
- 22 Our Solid and Sustained Performance
- 24 Board of Directors
- 25 Leadership Team
- 28 Our Flavoursome Brands (KFC)
- 32 Our Flavoursome Brands (Pizza Hut)
- 36 Our Sri Lanka Business
- 40 Stewarding a Sustainable Future
- 42 Awards & Recognition



## 08 GROUP CEO'S MESSAGE

Building and sustaining a strong culture is the only way to deliver superior customer service in those moments-of-truth interactions over extended time.

## 36 SRI LANKA BUSINESS

## 44 MANAGEMENT DISCUSSION & ANALYSIS

## STATUTORY REPORTS

- 53 Directors' Report
- 62 Corporate Governance Report
- 81 Business Responsibility and Sustainability Report
- 121 CSR Report
- 126 Other Reports and Annexures

## FINANCIAL STATEMENTS

- 127 Independent Auditor's Report & Financial Statements (Standalone)
- 203 Independent Auditor's Report & Financial Statements (Consolidated)



# SAPPHIRE FOODS LIMITED

*At a glance*

**DRIVEN BY QUALITY.  
GUIDED BY SUSTAINABILITY.**

We create exceptional dining experiences for our customers through a diverse and expanding network of 1,052 restaurants across two countries.



A growing platform of

**1,052** Restaurants

**916**  
INDIA



**136**  
SRI LANKA



## WHAT DEFINES US

**1** of Yum! brands largest franchisees in India and Sri Lanka

**1** of the largest and fastest growing restaurant operators in the India subcontinent

**3** leading brands – KFC, Pizza Hut, and Taco Bell



**1,052**

restaurant outlets of KFC, Pizza Hut and Taco Bell in operation

## OUR OWNERSHIP

Sapphire Foods India Limited ("Sapphire Foods") is principally promoted by Sapphire Foods Mauritius Limited which is backed by reputed private equity investors. Our Private Equity promoters have created a long-term ownership structure via a lock-in of 25.1% of equity under an arrangement with YUM!.

Balanced capital

**26%**  
Promoter

**31%**  
FII

**36%**  
DII

## OUR BOARD AND MANAGEMENT

Mr. Sunil Chandiramani, an Independent Director, serves as the Chairman of the Board of Sapphire Foods India Limited.

The Company is guided by an experienced and capable leadership team under the stewardship of Mr. Sanjay Purohit, who serves as the Whole-time Director & Group CEO, and plays a pivotal role in driving the Company's strategic vision and operational excellence.

## OUR PRINCIPAL FRANCHISOR

Based in Dallas, USA, YUM! Brands Inc. is the Principal Franchisor of Sapphire Foods

- Global presence in 155+ Countries and Territories
- Through a vast framework of 63,000+ Restaurants

# GROUP CEO's Message



**Sanjay Purohit**

Whole-Time Director & Group CEO  
Sapphire Foods India Limited

## Our Report Card in FY26

Consolidated	FY26	Growth (YoY)
Restaurant (Nos.)	1,052	9%
Restaurant Sales (₹ in Mn)	31,159	8%
EBITDA (₹ in Mn)	4,804	-2%
EBITDA Margin	15.4%	-170 bps
Adj. EBITDA (₹ in Mn)	2,382	-9%
Adj. EBITDA Margin	7.6%	-150 bps

- Received the following recognition at Yum! Brands convention in Apr'25:
  - Sapphire India KFC recognised as the best franchisee globally
  - Sapphire India Pizza Hut among the top 4 franchisees globally
  - Sapphire Pizza Hut Lanka recognised as a best franchisee for people practice

- KFC SSSG for the year at 1%. It had a healthy 4% SSSG (6% excluding Navratri) in Q4FY26
- Pizza Hut Tamil Nadu delivered double-digit delta SSSG and EBITDA vs the rest of India
- Sri Lanka delivered an impressive performance with revenue growth of 16% in LKR and 12% SSSG
- Sapphire was ranked No.1 in DJSI ESG score amongst all QSRs in India and No.3 amongst all global QSRs
- Sapphire India recognised as a Gallup Exceptional Workplace. 6<sup>th</sup> consecutive year of being in the top quartile of workplaces globally. One of the only 4 Indian companies to be recognised and the only QSR company in India
- Sapphire KFC Raya, Punjab store received the IGBC Platinum rating. 1<sup>st</sup> QSR restaurant to receive in India and 1<sup>st</sup> Yum KFC restaurant globally

*Dear Shareholders,*

Over the past few years, most consumer companies have faced a challenging operating environment. PFCE indicators, which track private final consumption expenditure, a key measure of consumer discretionary spending, show that consumer demand has remained weak and has lagged GDP growth. At the same time, we are witnessing heightened competition driven by the democratisation of distribution networks and access to investment capital.

The QSR sector has been no exception. A proliferation of new brands, combined with increasingly repertoire-driven consumer behaviour, has meant that trial of new offerings often comes at the cost of incumbent brands, unless the overall consumption pie expands.

Against this backdrop, growth has been difficult to come by. The upside is that it has required us to be more deliberate about our marketing choices and where and how we invest capital and effort, which will hold us in good stead in the coming years. We have thus been able to sharpen our understanding of what will drive sustainable growth. While increasing frequency of consumption remains important, our bigger opportunity lies in expanding the consumer base of our brands, by building awareness among non-users, strengthening consideration and delivering a differentiated experience through product, service and value.

### 10 Years of "The Idea of Sapphire Foods"

Sapphire Foods completed 10 years in September 2025 and this has truly been a remarkable journey. When we founded this company, we chose to anchor ourselves on four simple yet enduring principles –

Our Aspiration, Our Core Purpose, Our Operating Principles and Our Values. Not as statements for a document, but as ideas we could use every day to take decisions, solve problems, build consistency of action and drive a shared sense of purpose.

What has worked for us is the simplicity and clarity of these principles. They are easy to understand, free from jargon, and relevant to every individual in the organisation and thereby enabling alignment and excellence in execution, strengthened our culture and helped us navigate both periods of growth and challenge.

No wonder in April 2025, at the Yum! Brands Global Franchisee Convention, Sapphire Foods was recognised as:

- World's Best KFC Franchisee
- Among the World's Top 4 Pizza Hut Franchisees
- World's Best Franchisee for People Practices (Gamma Lanka)

Such recognition is rare, almost unprecedented within the Yum! Brands system for a relatively young franchisee and is a strong validation of how culture and execution based on a clear set of principles can deliver outstanding outcomes.

### Future-Proofing Growth – Solving for Brand and Organisation

Even as the current operating environment remains challenging, we are convinced of the multi-decadal growth opportunity in the QSR sector and especially for both KFC and Pizza Hut.

Over the past few quarters, we have tested multiple initiatives across both brands and are now seeing early signs of potentially scalable ideas that can drive long-term growth.

At KFC, the long-term opportunity is to expand the brand's annual consumer base from ~40–45 million users to over 100 million users over the next five years. We have piloted separate initiatives aimed at consumers in "Evolving" and "More-Developed" chicken consuming markets. In Evolving markets, beginning November 2025, we tested and progressively scaled a communication campaign that gives new KFC consumers reasons to try the brand coupled with a sharp value-led proposition (₹99 Chicken Krisper meal with fries and beverage) to aid trials. This has driven new consumer walk-ins and contributed to 4% SSSG in the January–March 2026 quarter, the highest in 14 quarters.



We have now expanded this execution to our entire estate in Evolving markets (North & West regions) in April 2026. In More-Developed chicken consuming markets such as Tamil Nadu, we have piloted disruptive “abundant meal” value propositions. This has also driven new consumer walk-ins, albeit in a different manner – i.e., conversion of chicken consumers from single location restaurants to KFC.

For Pizza Hut, operating as a strong No. 2 brand in a highly competitive category, the opportunity lies in gaining market share. Our consumers rate us higher through competition on product quality and dine-in experience, and we have complemented this with compelling value offerings and strong delivery performance. However, unlocking growth requires us to shift perceptions among users of competing brands, which is a process that requires sustained marketing investment to build Top-of-Mind Awareness and Consideration.

Our experience in Tamil Nadu, where we have an exclusive territory, provides a clear blueprint for shifting perceptions. Consistent and ahead-of-curve brand marketing investments have delivered a meaningful double-digit delta in both SSSG and restaurant EBITDA compared to the rest of our network. Clearly disciplined brand building and strong execution can create a structurally superior growth trajectory, and this we intend to replicate across all other markets.

Future-proofing growth is also about continuous calibration of new restaurant additions. We have a clear operating principle – performance of individual and cohort-based restaurants against the internal payback benchmark – which enables us to dial up or down the pace of additions. As such, in CY25, we slightly dialled down on our KFC restaurant opening to 60 stores, largely in existing markets. For Pizza Hut, we had net zero restaurant additions, as we prioritised improving store-level performance and restoring profitability before deploying further capital.

Technology continues to improve efficiency and productivity across the organisation. For example, while our financial transaction volumes have grown multi-fold since 2018, digitisation and automation technology has enabled us to reduce our finance team headcount by 25% compared to 2018. We are applying similar principles to other opportunities such as end-to-end new restaurant opening management, logistics management, menu and recipe management tied to revenue assurance, etc. Each of these technology initiatives undertaken in collaboration with support function departments have improved efficiency and accuracy thereby providing the fuel for growth.

Last year, we also took some structural steps to future-proof the organisation. Even as Sapphire Foods has lived up to its promise of building India’s Best Restaurant Operator, the future will require

faster decision-making at scale. The Boards of Sapphire Foods and Devyani International have approved a proposed merger, subject to regulatory approvals. This combination will create the largest restaurant operator in the country, with greater alignment, sharper execution rights at the franchisee level, significantly enhanced speed of decision-making and employee capability.

We believe this is an important step in building a more agile, efficient and future-ready organisation to realise the full potential of the multi-decadal QSR growth opportunity.

### People and Culture

In a service industry, with thousands of “moment-of-truth” interactions with customers every day, it is our 13,000+ employees who are the heartbeat of our organisation. Building and sustaining a strong culture is the only way to deliver superior customer service in those moments-of-truth interactions over extended time. It requires leaders and managers to consistently “walk the talk” and role-model expected behaviours.

We are proud that these efforts are reflected in our employee engagement and ESG metrics. Gallup has recognised Sapphire Foods as one of the Global Exceptional Workplaces for 2026, marking our 6<sup>th</sup> consecutive year of being a top-quartile workplace globally. Further, our commitment to future sustainable growth is also reflected in our ESG outcomes.

Sapphire Foods is ranked No. 1 QSR company in India, top 3 QSR companies globally and an “Industry Mover” by the Dow Jones Sustainability Index (DJSI). This demonstrates a deeply embedded culture seeped in strong governance that is future-ready.

### A Final Note of Gratitude

The proverbial wind-behind-our-sails has been the commitment of our 13,000+ employees, the guidance of our Board, and the continued trust of our shareholders, partners and stakeholders for which my leadership team and I will always be grateful.

As we look ahead, by this time next year, we expect to be operating as part of a larger, combined organisation. While the scale may change, our commitment to our principles and to creating long-term value will remain unchanged.

I thank you for your continued trust and support.

With my best wishes,

### Sanjay Purohit

Whole-Time Director & Group CEO  
Sapphire Foods India Limited

# The idea of SAPPHIRE FOODS



Ten years ago, when  
**Sapphire Foods**  
was founded,

we chose to anchor ourselves on four simple yet enduring principles

- 01 Our Aspiration
- 02 Our Core Purpose
- 03 Our Operating Principles
- 04 Our Values

Not as statements for a document, but as ideas we could use every day to take decisions, solve problems, build consistency of action and drive a shared sense of purpose.



## PILLARS OF THE IDEA OF SAPPHIRE FOODS

Our  
Aspiration

Our Aspiration is clear – to be India's *Best Restaurant Operator*. It gives us direction. It reminds us that getting better every day matters more than where we stand today. It ties closely to our Value of Excellence – doing the best we can, every single day.

Our  
Values

Our Values define how we behave. Excellence, Courage, Integrity, Empathy and Accountability are not abstract ideas – they are what we expect from ourselves and from each other. They help create a culture where people take ownership, support each other and do the right thing, even when it is not easy.

Our Core  
Purpose

Our Core Purpose keeps us grounded. The uniquely Indian concept of Atithi Devo Bhava is simple and deeply relevant to our business. Every customer who walks into our restaurants – or orders from us – should feel valued. Great food, a great experience and the right value are not ambitions; it is the minimum standard we set for ourselves on every transaction.

**EXCELLENCE**

To be the best version of ourselves every day

**COURAGE**

The ability to face challenges with boldness and without fear

**INTEGRITY**

Doing the right thing even when no one is looking

**EMPATHY**

Empathy is about respecting and valuing each other to drive collective strength

**ACCOUNTABILITY**

Personal ownership and commitments

Our Operating  
Principles

Our Operating Principles help us run the business. They remind us to think like brand owners, not just operators. They reinforce the belief that in a business which deals with thousands of customer interaction every day, Execution of Scale is paramount. They keep us disciplined on capital allocation, thoughtful about expansion, and focussed on building capabilities that allow us to run multiple brands well. And they ensure that as we grow, we do it the right way – with strong governance and a long-term mindset.

What has worked for us is that these principles are easy to understand. There is no jargon. Whether someone is running a restaurant or working at a support centre, they know what these mean and how they apply to their role.

Over the last decade, these four principles have helped us stay consistent – through good times and difficult ones. They have aligned teams, simplified decision-making and kept us focussed on what really matters.

As we look ahead, we believe that future-proofing growth does not come from reacting to change, but from building an organisation that is ready for it. These four principles give us that foundation – they create clarity in decision-making, discipline in execution and consistency in outcomes.

01

Passion For Food And The Brands We Serve

02

Execution Excellence

03

Disciplined Capital Allocation

04

Capability And Capital To Operate A Multi-Brand Platform

05

Values-Based Culture & Governance

*They are*  
**The Idea of  
Sapphire Foods.**

## MESSAGE BY

# Chairman

Dear Shareholders,

From our beginnings in 2015-16, we have rapidly evolved into one of India's leading and most dynamic restaurant companies, marked by strong growth and profitability. This progress has been underpinned by our unwavering emphasis on disciplined execution, driven by a team that brings deep commitment and passion to everything we do.

Central to our approach is a culture rooted in strong values and a steadfast focus on governance. While our achievements so far reflect the strength of this foundation, we remain firmly focussed on scaling new milestones in the years ahead.

Sincerely,

**Sunil Chandiramani**

Chairman and  
Independent Director



## MESSAGE BY

# Promoter Nominee

Dear Shareholders,

Our brands, built on a clear purpose, continue to strengthen lasting connections with customers, while driving sustained value for all the stakeholders. As we expand our footprint in India's QSR space, we are sharpening our focus on understanding evolving consumer needs, enhancing governance standards, and nurturing a strong, values-led culture.

Backed by focussed investments in marketing, innovation, and customer experience – and guided by our principles of excellence, courage, integrity, empathy, and accountability – we are shaping a distinctive, future-ready organisation anchored in strong execution.

Sincerely,

**Sumeet Narang**

Non-Executive  
Nominee Director



# QUANTIFYING Our Impact

## KEY HIGHLIGHTS, FY 2025-26

<b>31,159</b>	<b>7.6</b>	<b>15.4</b>
Restaurant Sales (₹ in Mn)	Adjusted EBITDA (%)	EBITDA (%)
<b>8</b> ↑	<b>-9</b> ↓	<b>-2</b> ↓
Revenue Growth (%)	Adjusted EBITDA Growth (%)	EBITDA Growth (%)

## SAPPHIRE FOODS – IN NUMBERS

(As on March 31, 2026)

<b>13,885</b>	<b>1,934</b>	<b>48,342</b>
Net Worth (₹ in Mn)	Cash Balance (Net of Debt) (₹ in Mn)	Market Capitalisation (₹ in Mn)

**13,819**

No. of  
Employees

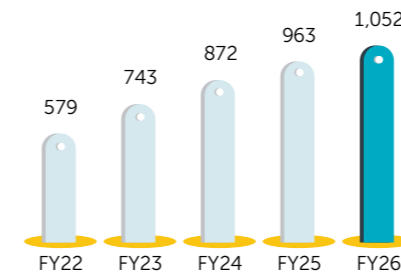


## PERFORMANCE CARD, FY 2025-26

	Revenue (₹ in Mn)	Restaurants Addition	Restaurants Count	Cities/ Towns
KFC India	21,136	73	575	156
Pizza Hut India	5,065	7	341	82
Pizza Hut & Taco Bell Sri Lanka	5,008	9	136	77

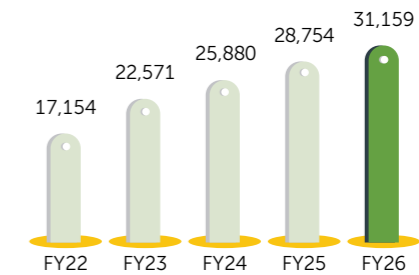
## PERFORMANCE REPORT IN FY 2025-26

### No. of Restaurants



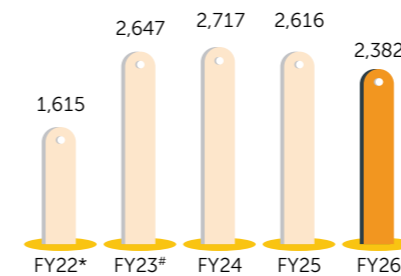
### Restaurant Sales

(₹ In Mn)



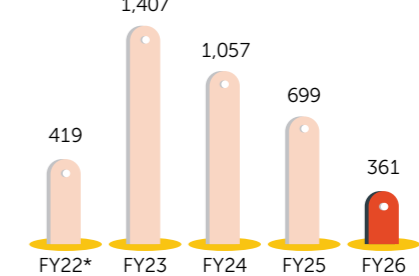
### Adjusted EBITDA<sup>^</sup>

(₹ In Mn)



### Adjusted PBT<sup>^</sup>

(₹ In Mn)



<sup>^</sup> Adj. EBITDA and Adj. PBT is before Ind-AS 116 adjustments

\* Adj. EBITDA and Adj. PBT for FY22 have been normalised for additional incentive from Yum! accrued in that year

Note: Adjusted PBT is before exceptional items

# KEY MILESTONES *of our remarkable 10-year journey*



A group of private equity firms led by Samara Capital set up Sapphire Foods by acquiring around 270 restaurants of KFC and Pizza Hut in India and Sri Lanka from small, unviable franchisees of Yum Brands. This was backed by the belief that the QSR industry offered multi-decade growth potential

2015-16

2017-18

2019-20

2022-23

2024-25

2016-17

2018-19

2020-21

2023-24

2025-26

- Kickstarted expansion in India with 37 Restaurants
- Opened first Taco Bell store in Sri Lanka

Introduction of compact omnichannel model (~1,200 sq. ft. for Pizza Hut and ~1,600 sq. ft. for KFC)

Best Ever Performance – Highest

- Restaurant Additions of 164
- Revenue of ₹22.6 Bn
- EBITDA of ₹4.3 Bn (19.2%)
- PAT of ₹2.3 Bn (10.3%)

- World's Best KFC Franchisee
- World's Top 4 Pizza Hut Franchisee
- World's Best Pizza Hut Franchisee for People Practices (awarded to Gamma Lanka, our 100% subsidiary)
- Sapphire Foods is ranked No. 1 in India in ESG rankings; Ranked No. 7 in the world
- KFC touched 500 stores mark

Opened first omni-channel Pizza Hut store in India

Crossed ₹10 Bn mark turnover

- Listing of equity shares of Sapphire Foods on the stock exchanges
- Touched 500 Stores mark across India, Sri Lanka and Maldives operations
- KFC crossed ₹10 Bn in turnover
- KFC, Pizza Hut and Sri Lanka business delivered highest-ever restaurant EBITDA margin of 18.7%
- Achieved first-ever PAT profitability

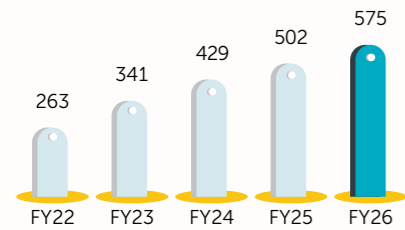
- Physical footprint of 850+ Restaurants
- Crossed ₹25 Bn in Total Revenue
- Sapphire KFC delivered the highest Restaurant EBITDA 19.7% in FY24 amongst the entire QSR industry
- Sapphire Foods is ranked No.1 QSR in India and at 95<sup>th</sup> percentile amongst QSR globally on Dow Jones Sustainability Index (DJSI)

- Crossed 1,000 stores in India and Sri Lanka
- Crossed ₹30 Bn in consolidated turnover
- Ranked No.1 in ESG score amongst all QSR companies in India and No.3 globally
- Exceptional Workplace recognised by Gallup
- 1<sup>st</sup> QSR and the only KFC in the world to receive IGBC platinum award

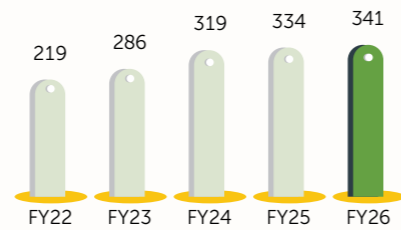
# OUR SOLID AND SUSTAINED Performance

## RESTAURANT COUNT (In Nos.)

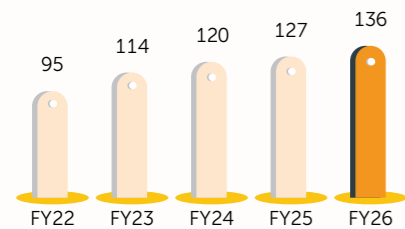
### KFC



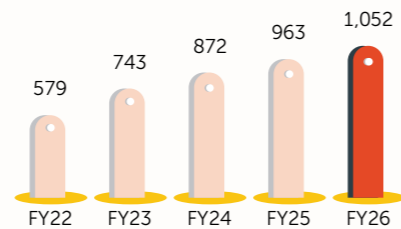
### Pizza Hut



### Sri Lanka



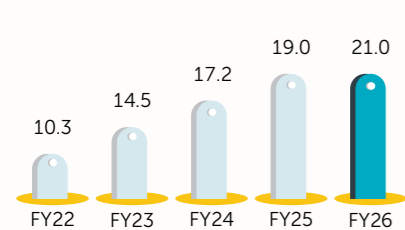
### Total\*



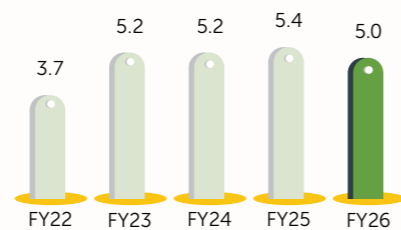
\*Includes 2 restaurants in Maldives up to 31.3.23 and 4 restaurants as on 31.3.24

## RESTAURANT SALES (₹ In Bn)

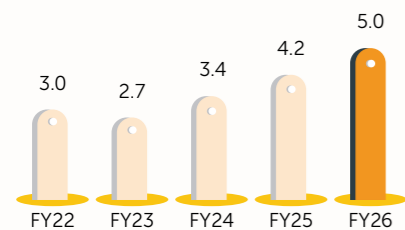
### KFC



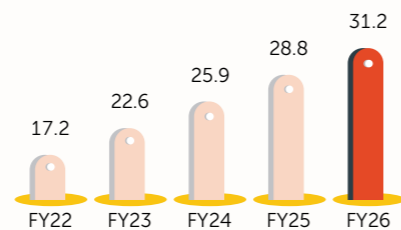
### Pizza Hut



### Sri Lanka



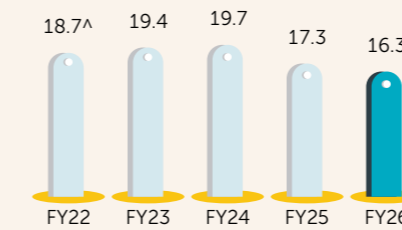
### Total\*



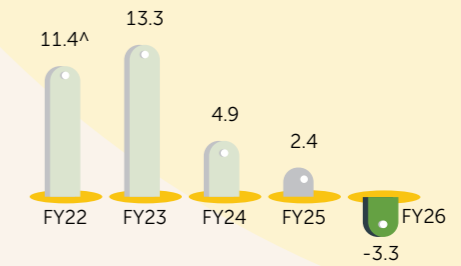
\*Includes 2 restaurants in Maldives up to 31.3.23 and 4 restaurants as on 31.3.24

## RESTAURANT EBITDA MARGIN (%)

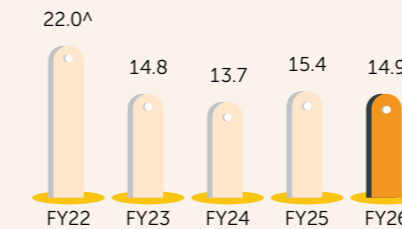
### KFC



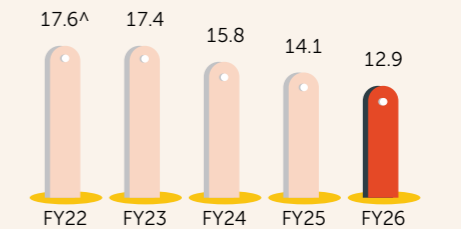
### Pizza Hut



### Sri Lanka



### Total\*

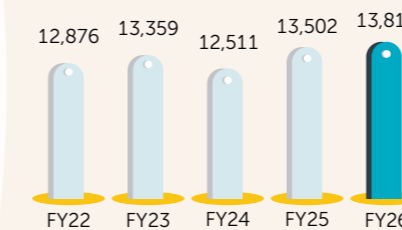


\*Includes 2 restaurants in Maldives up to 31.3.23 and 4 restaurants as on 31.3.24

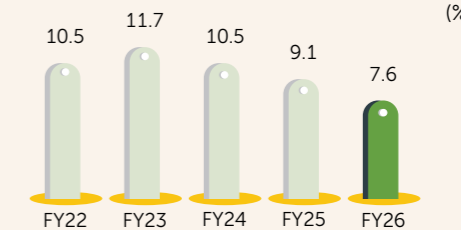
<sup>^</sup> FY22 Restaurant EBITDA% excludes additional incentives of 0.8% in KFC, 2.0% in Pizza Hut, 1.2% in Sri Lanka and 1.1% in Total, accrued in the period.

## OTHER PARTICULARS

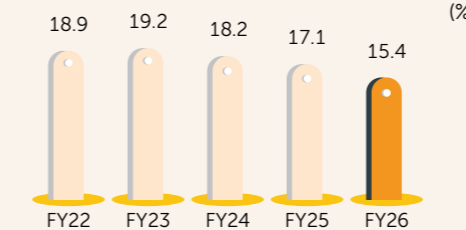
### No. of Employees



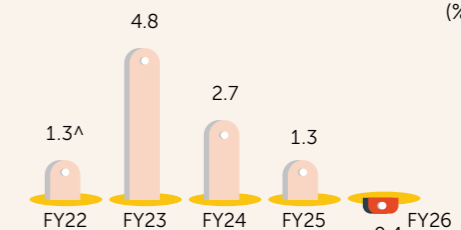
### Adjusted EBITDA



### EBITDA



### Profit Before Tax



<sup>^</sup> FY22 Restaurant EBITDA and PBT excludes additional incentives of 1.1% accrued in the period.  
Note: Profit Before Tax is before exceptional items

# THE BOARD AND LEADERSHIP

## Team

### BOARD OF DIRECTORS



**Sunil Chandiramani**  
Chairman and  
Independent Director



**Sanjay Purohit**  
Whole-time Director &  
Group CEO



**Sumeet Narang**  
Non-Executive  
Nominee Director



**Deepa Wadhwa**  
Independent Director



**Vinod Nambiar**  
Non-Executive  
Nominee Director



**Kabir Thakur**  
Non-Executive  
Nominee Director



**Anu Aggarwal**  
Independent Director



**Kushal Agarwal**  
Non-Executive  
Nominee Director



**Vijay Jain**  
Executive Director & CFO

### LEADERSHIP TEAM



**Deepak Taluja**  
CEO - KFC



**Vikrant Vohra**  
CEO - Pizza Hut



**Priya Adishesan**  
Chief People Officer



**Nandita Bapat**  
Chief Development  
Officer



**Ashu Khanna**  
Head - Supply Chain  
Management



**Niraj Patil**  
Head - Legal and  
Liaison



Our globally recognised, visually compelling brands are rooted in exceptional taste, superior quality and outstanding service. Designed to create strong consumer connections, our diverse portfolio caters to every palate, offering enjoyable choices throughout the day.

*Our  
Flavoursome*  
**BRANDS**





# KFC

Large QSR chain serving chicken in India and rest of the world

## A SNAPSHOT OF FY 2025-26

### Channel Contribution



World's Best KFC Franchisee



**Quick FACTS** Freshly Made: From Raw Chicken to Marination to Breading to Frying – all processes done at the restaurants daily

\* Restaurants in top 5 cities out of 8 cities. These 8 cities cover 83% of India's chain food service market.

## KEY PRIORITIES OF THE BRAND

### 2-pronged approach to drive customer recruitment

- Consumer recruitment advertising with strong value
- ₹99/- Krisper Chicken Burger Meal in evolving chicken market of N/W
- Disruptive abundant value in more developed markets of South

### Craveable taste innovations to drive customer frequency

- Launch of global "Saucy" concept in Dunked in Jan'26
- Launch of new product line "KFC ShaWOWrma"



### Value

- ₹99/- Krisper Chicken Burger Meal in N/W
- Hot & Crispy BOGO on select days in South



### Frictionless Customer Experience

- Digital Kiosks rolled across 73% estate
- Own Delivery continues to deliver healthy growth



### Operational Excellence

- > 4.0 ratings across Swiggy, Zomato & Google

### Improve Accessibility

- Continue current pace of expansion (60-80 stores per year)

## EXTENSIVE MENU OFFERINGS

For all parts of the day



### KEY SNIPPETS ON BRAND PRIORITIES

Fried Chicken Category Relevance



Drive Penetration & Frequency | Value



Craveable Taste & Value



WSA 63 Delhi Mumbai Expressway



New Restaurants



Downtown, Mohali





# PIZZA HUT

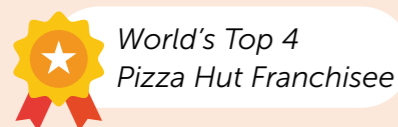
Second-largest Pizza brand in India and largest pizza chain in Asia

## A SNAPSHOT OF FY 2025-26

### Channel Contribution



<b>341</b> Restaurants	<b>221</b> Restaurants in top cities*	<b>291</b> Restaurants in 1 Mn+ population
<b>248</b> High Street restaurants	<b>NA</b> Drive through restaurants	<b>93</b> Mall restaurants
<b>11</b> States which cover 56% of India's GDP	<b>82</b> Towns presence	<b>41</b> Average daily sales per restaurant (₹ in Thousands)
<b>5,065</b> Revenue (₹ in Mn)	<b>-7.1</b> Growth in revenue %	<b>-3.3</b> EBITDA margin %



### Quick FACTS

Freshly Made: From Flour to Dough to Pizza Base to Final Pizza, all processes done at the Restaurant daily.

\* Restaurants in top 6 cities out of 8 cities. These 8 cities cover 83% of India's chain food service market.

## KEY PRIORITIES OF THE BRAND

<b>Taste Superiority through Pizza &amp; sides innovation</b> <ul style="list-style-type: none"> <li>New Crafted Flatzz launched in Jan'26</li> <li>Juicy Licious Pizza</li> <li>Ultimate Cheese Pizza</li> </ul>	<b>Differentiated Dine-In Experience (like Casual Dine-In Restaurants)</b> <ul style="list-style-type: none"> <li>Dine-In speed of service metrics continue to improve</li> </ul>	
<b>Hot n Fresh Delivery Experience</b> <ul style="list-style-type: none"> <li>Google, Swiggy &amp; Zomato average ratings across the network &gt;= 4.0</li> </ul>		<b>Competitive Value for money</b> <ul style="list-style-type: none"> <li>Exclusive Dine-In offers                             <ul style="list-style-type: none"> <li>4 course meal at ₹99/-</li> <li>Unlimited Pizza Friday</li> <li>Buy 1 Get 3</li> </ul> </li> </ul>
	<b>Cautious store expansion (~1000/1200 sq.ft. stores)</b> <ul style="list-style-type: none"> <li>No expansion in CY25</li> </ul>	<b>Mass media advertising to drive consumer awareness &amp; consideration</b> <ul style="list-style-type: none"> <li>Tamil Nadu delivered double digit delta performance w.r.t. SSSG% &amp; Rest. EBITDA% for the year with a strong Dine-In performance</li> </ul>

## EXTENSIVE MENU OFFERINGS

For all parts of the day

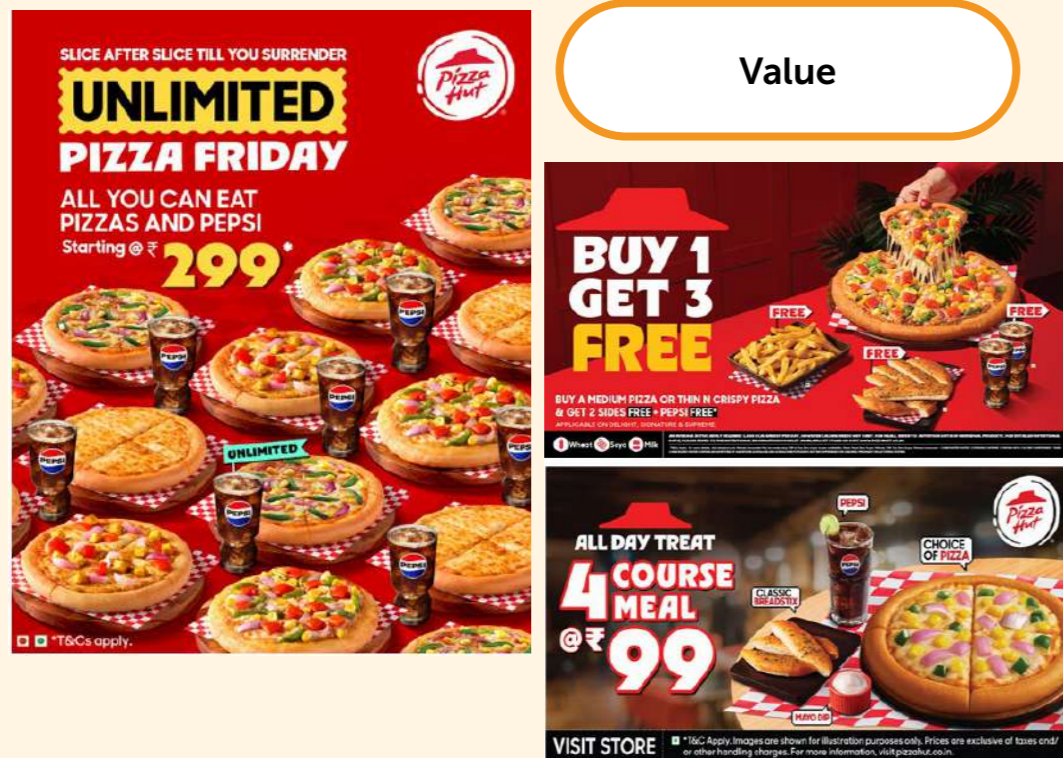
Pizza	Thin Crust Pizza	Melts	Garlic Bread
Pasta	Wings	Beverages	

### KEY SNIPPETS ON BRAND PRIORITIES

#### New Products



#### Value



#### Alternate Channels – Food Truck



#### New Stores





# OUR SRI LANKA BUSINESS

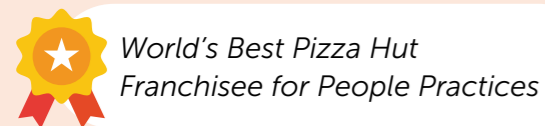
Largest Pizza and QSR Chain in Sri Lanka

## A SNAPSHOT OF FY 2025-26

### Channel Contribution





<b>136</b> Restaurants	<b>77</b> Town Presence	<b>125</b> Pizza Hut Restaurants
<b>11</b> Taco Bell Restaurants	<b>108</b> Average Daily Sales Per Restaurant (₹ in Thousands)	<b>14.9</b> EBITDA Margin %
<b>5,008</b> Revenue (₹ in Mn)	<b>18.4</b> Growth in Revenue %	














**Quick FACTS**  
Pizza Hut brand is the No.1 QSR brand in Sri Lanka

## KEY PRIORITIES OF THE BRAND

Taste Leadership through Product Quality & Innovation	Omni-Channel Great Looking Restaurants	
	Most Widely Accessible	Best Own Delivery & Digital Capabilities

## EXTENSIVE MENU OFFERINGS

For all parts of the day

 Pizza	 Melts	 Birizza	 Chicken Wings
 Cheese Balls	 Desserts	 Tacos	 Sweet Burrito
 Belt Wings	 Quesadilla	 Rice	

### KEY SNIPPETS ON BRAND PRIORITIES

#### New Products



#### Marketing Campaign & Build Brand Salience



#### New Stores



# STEWARDING A *Sustainable future*

The ESG disclosures in this Report represent ESG-related initiatives taken by Sapphire Foods India Limited (SFIL).

## ESG HIGHLIGHTS, 2025-26



### Food

<b>100%</b> of restaurant and distribution centre employees trained in food safety and quality	<b>100%</b> restaurants, suppliers, and distribution centres audited for food safety and quality	<b>100%</b> restaurants have a FosTac certified RGM
<b>92%</b> fresh produce traceability	<b>100%</b> suppliers certified on SEDEX	<b>100%</b> suppliers certified on GFSI



### People

<b>13,823</b> employees	<b>38%</b> gender diversity	<b>28%</b> women in management positions
<b>112</b> average training hours	<b>₹60 Mn</b> amount spent on training and development	<b>GALLUP</b> (Employee Engagement) Mean score of <b>4.52</b> in 2025 Percentile rank of <b>81</b> in 2025
<b>ZERO</b> fatalities over the last four years		



### Planet

<b>29,567</b> MtCO <sub>2</sub> e Scope 1 Emissions	<b>75,083</b> MtCO <sub>2</sub> e Scope 2 Emissions	<b>110,750</b> MtCO <sub>2</sub> e Scope 3 Emissions
<b>97%</b> KFC and <b>100%</b> Pizza Hut restaurants covered by Energy Management Systems (EMS)	<b>121</b> restaurants have solar panels installed	<b>8.6%</b> resultant energy contribution from renewable sources within the same restaurants
<b>804<sup>MT</sup></b> CO <sub>2</sub> eq was avoided	<b>100%</b> Used cooking oil recycled	<b>100%</b> restaurants have wastewater disposal systems
	<b>100%</b> eco-friendly product packaging	



### Governance

Professional Board led by an Independent Director as Chairman <b>2 out of 9</b> Directors are women	Constituted <b>CSR and ESG Committee</b> of the Board to guide and govern our sustainability practices
<b>100%</b> employees trained on Code of Conduct	<b>₹26,245.42 Mn</b> Revenue
<b>Zero</b> Data Privacy breaches in the last 6 years	<b>7%</b> growth in Revenue
	<b>₹4,045.76 Mn</b> EBITDA

# AWARDS & Recognition



Sapphire Foods India recognised as Gallup Exceptional Workplace



One of the only 4 Indian organisations to be recognised



The only Indian QSR organisation to be recognised from the country



6<sup>th</sup> consecutive year of being a top-quartile workplace globally



Sapphire KFC Raya, Punjab Outlet was awarded IGBC Platinum rating



1<sup>st</sup> QSR Restaurant in India to receive Platinum rating



1<sup>st</sup> Yum! KFC Restaurant Globally to receive Platinum rating



Ranked #1 in India in the Restaurant & Leisure industry category in the S&P Global Corporate Sustainability Assessment (CSA) FY25.



Achieved a global rank of #3 and positioned in the 98th percentile among global companies in the industry segment.



Recognised as Industry Mover 2025 – the only company globally in its industry segment to receive this recognition.



Awarded the industry distinction for ranking within the Top 10% globally in the industry segment.



## MANAGEMENT DISCUSSION & ANALYSIS

### Economy Overview

#### India:

India continues its position of among fastest-growing economy in the world remains resilient amid global geopolitical turbulence. The Government of India estimates its real GDP to have grown by 7.7% in FY 2025-26 compared to 7.1% in FY 2024-25 and the per capita Gross National Disposable Income at current prices to have grown 8.1% from ₹2.30 lakh in FY 2024-25 to ₹2.50 lakh in FY 2025-26. The IMF projects the Indian economy to expand at 6.5% in 2026 (FY 2026-27) and 6.5% in 2027 (FY 2027-28).

#### Sri Lanka:

The Sri Lankan economy in 2025 maintained its recovery momentum following economic crisis in 2022. This is supported by macro stabilisation and continued implementation of policy and structural reforms. The economy was robust in 2025, with real GDP estimated at 5%.

### Global Economic Growth: Actual and Projections (%)

Particulars	2025	2026 (Estimate)	2027 (Estimate)
Global Economy	3.4	3.1	3.2
Advanced Economies	1.9	1.8	1.7
Emerging Markets and Developing Economies (EMDEs)	3.4	3.1	3.2

(Source: IMF)

### Y-O-Y GDP growth of the top five major economies:

Major economies	2025	2026	2027
United States	2.1	2.3	2.1
China	5.0	4.4	4.0
Japan	1.2	0.7	0.6
Germany	0.2	0.8	1.2
India	7.6	6.5	6.5

(Source: IMF)

### LARGE ₹499 BN QSR MARKET GROWING AT 17% CAGR

	Addressable customer base <sup>1</sup>	Non-home cooked meals / year	Avg. spend / order (\$)	Addressable foodservice market	Organized share	Share of QSR & cloud kitchen	India QSR & cloud kitchen market
<b>2023</b>	330mn	× 62.5	× ₹ 256	₹ 5,280 Bn	× 45%	× 21%	₹ 499 Bn
<b>2030</b>	440mn	× 92.5	× ₹ 266	₹ 10,826 Bn	× 50%	× 28%	₹ 1,516 Bn

Within this Chicken and Pizza are **32%** of the market, growing at **~1.5X** of other cuisines

Source: How India Eats: Swiggy-Bain; Note: 1. Addressable customer base = Urban, upper-mid/high income  
USD rate considered for converting INR to USD is 1\$ = 95 INR

### KFC

The table below provides our key financial and operating metrics for KFC in India:

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	Growth YoY
Total store count	429	502	575	15%
Number of restaurants in top 10 cities	258	293	318	
Total cities where present	106	131	156	
Average daily sales per restaurant (in ₹ thousand)	125	114	110	
Same-store sales growth (%)	-1.1	-4.5	1	
Delivery as % of restaurant sales (%)	38.0	41.5	44	
Restaurant-related revenue (in ₹ million)	17,157	19,039	21,136	11%
Gross margin (%)	68.2	68.2	67.9	
Restaurant EBITDA (in ₹ million)	3,381	3,299	3,455	
Restaurant EBITDA (%)	19.7	17.3	16.3	-100 bps

### KFC Brand Performance Review

KFC delivered healthy double-digit revenue growth of 11% in FY26, while SSSG remained a challenge, however, with each passing quarter, the Brand saw recovery in terms of SSSG. This is reflected in Q3FY26 achieving positive SSSG of 1% after several quarters and Q4FY26 SSSG of 4% (6% Ex-Navratri) being highest in last 14 quarters. While Restaurant EBITDA margin for full year dropped by 100 bps on account of negative operating leverage due to flattish SSSG, Q3FY26 Restaurant EBITDA margin improved by 60 bps YoY and Q4 by 110 bps YoY.

This encouraging and positive momentum as we move into next fiscal is outcome of our 2-pronged strategy (backed by marketing & value interventions) to drive transactions

in Dine-In and Takeaway channels by increasing customer base in evolving chicken markets (North & West) and more developed chicken markets (South).

During the year, we added 73 KFC stores (calibrated slightly lower than previous year) to our KFC network, achieving a balance between rapid expansion and the maintenance of restaurant margin. In April 2025, Yum Global Franchise Convention in Sydney, Sapphire Foods was recognised as "World's Best KFC Franchisee".

The 2-pronged strategy to increase customer base & penetration thereby improving SSSG combined with healthy store expansion puts KFC in great position for future growth and profitability.

### Pizza Hut

The table below provides our key financial and operating metrics for Pizza Hut in India:

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	Growth YoY
Total store count	319	334	341	2%
Number of restaurants in top 10 cities	207	215	221	
Total cities where present	75	80	82	
Average daily sales per restaurant (in ₹ thousand)	46	46	41	
Same-store sales growth (%)	-16	-1	-9	
Delivery as % of restaurant sales (%)	50	51	50	
Restaurant-related revenue (in ₹ million)	5,185	5,450	5,065	-7%
Gross margin (%)	75.6	75.8	74.8	
Restaurant EBITDA (in ₹ million)	253	130	-166	
Restaurant EBITDA (%)	4.9	2.4	-3.3	-570 bps

Pizza Hut revenue declined by 7% (revenue of ₹5,065 Mn) with Restaurant EBITDA of negative 3.3% (reduced by 570 bps) and opened 7 restaurants during the year (341 total restaurants).

The brand continued to face headwind arising out of low consumption and high competition resulting in negative SSSG at across regions barring Tamil Nadu (TN), our exclusive territory. In TN, we delivered double-digit delta in SSSG, and restaurant EBITDA margin as compared to the rest of our regions. TN's superior performance is a result of consistent execution of our template of Dine-In forward Omni-Channel restaurant backed with sustained marketing investment & product innovation.

### Sri Lanka operations

The table below provides our key financial and operating metrics for Sri Lanka:

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	Growth YoY
Total store count	120	127	136	7%
Number of restaurants in top 10 cities	39	41	44	
Total cities where present	72	74	77	
Average daily sales per restaurant (in LKR thousand)	305	337	373	
Average daily sales per restaurant (in ₹ thousand)	79	95	108	
Same-store sales growth (%) (in LKR terms)	1.0	13	12	
Delivery as % of restaurant sales	37.0	38.0	38	
Restaurant-related revenue (in LKR million)	13,123	14,969	17,340	16%
Restaurant-related revenue (in ₹ million)	3,397	4,228	5,008	18%
Gross margin (%)	61.6	61.1	62.9	
Restaurant EBITDA (in LKR million)	1,801	2,309	2,589	
Restaurant EBITDA (in ₹ million)	466	652	748	
Restaurant EBITDA (%)	13.7	15.4	14.9	-50 bps

Our Sri Lanka business maintained strong momentum throughout the year, benefiting from an improving economic condition and a disciplined growth strategy. Our focus on accessible innovation – specifically the 'Delight' and 'Melts' ranges – has resonated strongly with our customers.

We are proud to have been recognised as the 'World's Best Pizza Hut Franchisee for People Practices' in Sydney in April 2025, highlighting our dedication to our people. The business delivered a standout performance, characterised by 18% revenue growth and 2<sup>nd</sup> consecutive year of double-digit SSSG (12% in LKR). Despite strong SSSG, our restaurant EBITDA margin came in at 14.9% i.e. drop of 50 bps due to impact of significant increase of minimum wages. With the addition of 9 new restaurants, we continue to maintain our # 1 QSR brand position in the country.

### Strategy / Outlook: Future-proofing Growth

At the core of future-proofing growth lies one fundamental belief: expanding consumer penetration by attracting new users.

In KFC, we have sharpened our approach to this agenda through separate marketing and value interventions in evolving and more developed chicken eating markets & we are beginning to see encouraging results.

We remain committed to maintaining and improving our customer satisfaction scores, aggregator's & Google rating. In the April 2025 at Yum Global Franchise Convention in Sydney, Sapphire Foods was recognised as "World's Top 4 Pizza Hut Franchisee". Some of our notable product launches and value offers were 'Flip the Cheese,' 'Crafted Flatzz' Pizza, 'Buy1 Get3' offer and '4 course meal at ₹99/-'. Our store expansion strategy continues to be cautious with zero additions in CY25 and 7 additions in FY26.

Further, merger proposal with Devyani International Limited will allow Brand to achieve unified customer & brand proposition. This augurs well for the future of the Brand and enable it deliver both in terms of growth and profitability.

For Pizza Hut, operating as a strong No. 2 brand in a highly competitive category, the opportunity lies in gaining market share. Our experience in Tamil Nadu, where Sapphire Foods holds exclusive territory, provides a proven blueprint of dine forward omni-channel strategy with superior product & innovation and consistent & higher brand marketing investments.

While the past decade has been one of strong growth and value creation, it has also offered us important insights into structural inefficiencies, particularly in the existing go-to-market model, where two franchisees and a global brand owner must align before executing consumer-facing initiatives.

Recognising this, the Sapphire Foods and Devyani International Boards approved a merger proposal on January 1, 2026, subject to regulatory approvals. This combination aims to create the largest restaurant operator in the country, with greater alignment, sharper execution rights at the franchisee level, and significantly enhanced speed of decision-making. We see this as an important structural leap towards building a more agile, efficient and future-ready organisation.

### Financial Overview

Summarised consolidated Profit and Loss statement:

		2026	2025	%age YoY
Total income	₹ Million	31,533.61	29,190.79	8.03%
Revenue from operations	₹ Million	31,253.17	28,818.64	8.45%
Cost of materials consumed	₹ Million	9,951.38	9,068.44	9.74%
	% of revenue	31.84%	31.47%	
Employee benefits expense	₹ Million	4,279.29	3,863.95	10.75%
	% of revenue	13.69%	13.41%	
Finance costs	₹ Million	1,228.05	1,116.26	10.01%
	% of revenue	3.93%	3.87%	
Depreciation and amortisation expense	₹ Million	3,921.48	3,639.16	7.76%
	% of revenue	12.55%	12.63%	
Other expenses	₹ Million	12,286.42	11,118.67	10.50%
	% of revenue	39.31%	38.58%	
Total expenses	₹ Million	31,666.62	28,806.48	9.93%
	% of revenue	101.32%	99.96%	
(Loss)/ Profit before exceptional items and tax	₹ Million	(133.01)	384.31	-134.61%
	% of revenue	-0.43%	1.33%	
(Loss)/ Profit before tax	₹ Million	(372.60)	231.36	-261.05%
	% of revenue	-1.19%	0.80%	
Total Tax (credit)/ expense	₹ Million	(53.06)	64.32	-182.50%
	% of revenue	-0.17%	0.22%	
(Loss)/ Profit after tax	₹ Million	(319.54)	167.04	-291.29%
	% of revenue	-1.02%	0.58%	

**Total Income:** Our total income increased by 8.03% to ₹31,533.61 million for the financial year 2025-26 from ₹29,190.79 million for the financial year 2024-25. Increase in Total Income was primarily led by 89 new restaurants opened during the year.

**Revenue from Operations:** Our revenue from operations increased by 8.45% to ₹31,253.17 million for the financial year 2025-26 from ₹28,818.64 million during the financial year 2024-25, primarily due to an increase in the sale of products by our new restaurants. Our restaurant sales increased by 8.37% to ₹31,159.02 million for the financial year 2025-26 from ₹28,753.63 million for the financial year 2024-25. This increase was mainly due to increase in sales on account of opening of new restaurants during the year: 73 KFC restaurants, 7 Pizza Hut restaurants in India and 9 restaurants in Sri Lanka. Our other operating income increased by 44.82% to ₹94.15 million for the financial year 2025-26 from ₹65.01 million for the financial year 2024-25.

### Expenses

**Cost of Materials Consumed:** Cost of materials consumed increased by 9.74% to ₹9,951.38 million for the financial year 2025-26 from ₹9,068.44 million during the financial year 2024-25. Such an increase in the cost of materials was primarily due to an increase in purchases to ₹9,895.76 million during the financial year 2025-26. The increase in purchases was in line with the increase in sales by

restaurants primarily due to opening of new stores, compared to purchases in the amount of ₹9,104.03 million during the financial year 2024-25. The cost of materials consumed as a percentage of revenue from operation increased to 31.84% in FY 2025-26 as against 31.47% in FY 2024-25 on account of higher promotions and offers.

**Employee Benefits Expense:** Our employee benefits expense increased by 10.75% to ₹4,279.29 million for the financial year 2025-26 from ₹3,863.95 million for the financial year 2024-25. This increase in Employee Benefits Expense was primarily on account of the new restaurants opened during the year and increase in minimum wage cost as compared to 2024-25. The employee benefits expenses as percentage of revenue from operations, increased reasonably to 13.69% in FY 2025-26 from 13.41% in FY 2024-25, on account of lower SSSG, increase in wage offset by cost optimisation measures.

**Finance Costs:** Our Finance Costs increased by 10.01% to ₹1,228.05 million for the financial year 2025-26 from ₹1,116.26 million for the financial year 2024-25. Such an increase in finance costs was primarily due to an increase in interest on lease liabilities by 9.68% to ₹1,202.20 million for the financial year 2025-26 from ₹1,096.10 million for the financial year 2024-25. The increase in interest on lease liabilities was primarily on account of new restaurants opened during the year, which was offset by a reduction in interest on loans from banks and other loans.

**Depreciation and Amortisation Expense:** Our Depreciation and Amortisation expenses increased by 7.76% to ₹3,921.48 million for the financial year 2025-26 from ₹3,639.16 million for the financial year 2024-25, primarily due to an increase in Depreciation on property, plant and equipment by 3.54% to ₹1,852.02 million for the financial year 2025-26 from ₹1,788.64 million for the financial year 2024-25 and increase in Depreciation on right-of-use assets by 12.61% to ₹1,783.50 million for the financial year 2025-26 from ₹1,583.85 million for the financial year 2024-25. Led by opening of new restaurants during the year.

**Other Expenses:** Our Other Expenses increased by 10.50% to ₹12,286.42 million for the financial year 2025-26 from ₹11,118.67 million for the financial year 2024-25.

Reasons of increase in Other Expenses are as follows:

- Increase in royalty by 8.72% to ₹2,132.32 million for the financial year 2025-26 from ₹1,961.38 million for the financial year 2024-25 due to increased revenues from operations
- Increase in electricity expenses by 9.41% to ₹2,321.46 million for the financial year 2025-26 from ₹2,121.81 million for the financial year 2024-25 on account of increase in consumption of energy due to increase

#### Profit / Loss for the Year After Tax

As a result, our Group reported Loss after tax of (₹319.54) million for the financial year 2025-26 as compared to Profit after tax ₹167.04 million for the financial year 2024-25.

#### Key Balance Sheet Items

	2026	2025	%age YoY
Capital employed	13,941.61	14,160.37	-1.5%
Net Worth	13,885.54	13,961.76	-0.5%
Equity Share Capital	642.77	642.38	0.06%
Borrowings	56.07	198.61	-71.8%
Property, Plant and Equipment	10,947.94	10,185.36	7.5%
Cash and Bank Balances including Fixed Deposit and Current Investment	1,990.12	2,648.27	-24.9%
Current Assets	3,383.86	4,226.62	-19.9%
Inventory	1,123.00	956.14	17.5%
Current Liability	5,376.38	4,587.26	17.2%
Trade Payable	2,836.34	2,425.21	17.0%
Trade Receivable	349.92	365.62	-4.3%

in revenue backed by addition in stores coupled with higher inflation on energy prices

- Increase in marketing and advertisement expenses by 14.88% to ₹1,570.48 million for the financial year 2025-26 from ₹1,367.06 million for the financial year 2024-25, primarily due to increased contributions to YUM for marketing activities on account of our increased revenue from news stores and higher marketing spent on Pizza Hut
- Increase in commission on aggregators and meal coupons by 11.46% to ₹2,252.20 million for the financial year 2025-26 from ₹2,020.70 million for the financial year 2024-25 due to increased aggregator sales on account of new restaurants added during the year
- Rent increased by 9.77% to ₹861.67 million for the financial year 2025-26 from ₹785.00 million for the financial year 2024-25. This is due to increase in number of stores

**Total Tax Expense:** Our Total Tax (credit)/ expense was (₹53.06) million for the financial year 2025-26 compared to an income tax expense of ₹64.32 million for the financial year 2024-25 towards recognition of deferred tax assets on accumulated tax losses and other items in the standalone financial statement of the company.

#### Key Financial Ratios

Key ratios	2026	2025
Return on Capital Employed % (RoCE)	(0.8%)	2.9%
Return on Net Worth % (RoNW)	(2.3%)	1.2%
Return on Equity % (RoE)	(2.3%)	1.4%
Basic Earnings per Share (₹)	-0.99	0.60
Net Profit %	(1.0%)	0.6%
Debt Equity Ratio	0.00	0.01
Interest Service Coverage Ratio	133.00	177.71
Debt Service Coverage Ratio	27.58	36.67
Current Ratio	0.63	0.92
Debtor Turnover Ratio	87.36	81.24
Inventory Turnover Ratio	13.10	11.78

- Return on capital employed % (RoCE) = RoCE indicates the ability of a Company's management to generate returns for both the debt holders and the equity holders. It measures a Company's profitability and the efficiency with which its capital is used. It is calculated by dividing profit or (loss) before exceptional item and tax + finance cost (excluding interest on lease liabilities) by average of total equity and total borrowing.
- Return on net worth % (RoNW) = RoNW is a measure of profitability of a Company expressed in percentage. It is calculated by dividing net profit or (loss) after tax / average total equity.
- Return on equity % (RoE) = RoE measures the company's financial performance on shareholder's equity. It is calculated by dividing net profit or (loss) after tax attributable to equity shareholders by average shareholder's equity.
- Net profit % = The net profit margin is equal to how much net profit is generated as a percentage of revenue from operations. It is calculated by dividing profit or (loss) after tax by revenue from operations.
- Debt equity ratio (D/E) = D/E is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly-owned funds. It is calculated by dividing total borrowings by total equity.
- Interest service coverage ratio = The interest service coverage ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing net operating income by total finance cost paid.

**Net operating income:** Profit/ (loss) before tax + depreciation and amortisation expense + finance cost excluding interest cost on lease liabilities - other income.

- Debt service coverage ratio = Debt service coverage ratio is used to analyse the firm's ability to pay-off current interest and loan instalments. It is calculated by dividing earnings available for debt service by debt service i.e. net operating income / total finance cost paid and repayment of borrowings.

**Net operating income:** Profit/ (loss) before tax + depreciation and amortisation expense + finance cost - finance cost on lease liabilities - other income.

- Current ratio = The Current ratio indicates a Company's overall liquidity position. It measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing current assets by current liabilities.

- Debtors turnover ratio = Debtors turnover measures the efficiency at which the firm is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables.

- Inventory turnover ratio = Inventory turnover measures the efficiency with which a Company utilises or manages its inventory. It establishes the relationship between cost of goods sold and average inventory held during the period. It is calculated by dividing the cost of goods sold by the average inventory.

### Internal Controls and their Adequacy

Your Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control Framework is intended to increase transparency and accountability in an organisation's process of designing and implementing a system of internal control. Your Company has successfully laid down the framework and ensured its effectiveness. The internal controls are commensurate with the size of the Company and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance with corporate policies.

M/s. Deloitte Haskins & Sells, Statutory Auditors of the Company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

The internal audit department along with the external partners/consultants carry out internal audit of the Company's business/functional activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with and approved by the audit committee. The audit committee reviews reports submitted by the internal auditor, internal audit partner and statutory auditor. Basis inputs received from the audit committee, suggestions for improvement are considered and the audit committee follows up on corrective action.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal auditor, statutory auditors and external partner/consultant, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year ended 31<sup>st</sup> March 2026.

### Risk Management Framework

Risk management remains integral to Sapphire Foods' business strategy and day-to-day operations, supporting sustainable growth and long-term value creation. The Company's risk management framework is designed to enable timely identification, assessment, mitigation, monitoring and governance of risks across the organisation. The framework adopts a structured and holistic approach towards managing strategic, operational, financial and compliance risks, thereby facilitating informed and balanced decision-making.

Risks are assessed and managed through a combination of top-down oversight and bottom-up functional evaluation, ensuring enterprise-wide coverage across business operations and support functions. The Company continuously strengthens its risk management practices in line with the evolving business environment and emerging risk landscape. Oversight of the framework is provided by the Risk Management Committee of the Board, which periodically reviews the risk management plan, key risk exposures and mitigation measures to ensure its ongoing effectiveness and robustness.

Key Risks	Definition / Impact on the Company	Mitigation Plan
<b>Risks arising from industry, economic and geo-political factors</b>	Business impact due to changes in industry, economic and geo-political factors including global events, which may impact availability and cost of key inputs, cost of operations and business continuity.	<ul style="list-style-type: none"> <li>• Collaboration with YUM to proactively assess and address various industry and economic factors impacting YUM Brands</li> <li>• Proactive tracking of market factors, commodity prices and supply chain developments to manage input cost escalations and ensure continuity of operations</li> <li>• Maintaining operational resilience through: <ul style="list-style-type: none"> <li>– Optimising cost of operations</li> <li>– Strengthening supply chain planning and maintaining adequate buffer stock of critical inputs</li> <li>– Leveraging alternate sourcing arrangements and implementing calibrated operational measures, wherever required</li> </ul> </li> <li>• Maintaining competitiveness through:- <ul style="list-style-type: none"> <li>– Driving Sales</li> <li>– Value proposition (Value for money to customers)</li> <li>– Promotional Offers and customer connect</li> <li>– Representation through Industry Associations to take up the industry-wide issues with the government for resolution</li> </ul> </li> </ul>

Key Risks	Definition / Impact on the Company	Mitigation Plan
<b>IT and Cybersecurity Risks</b>	<ul style="list-style-type: none"> <li>• Risks arising from breakdown of / unauthorised access to the IT systems</li> <li>• Threats from virus attack / hacking</li> </ul>	<ul style="list-style-type: none"> <li>• Strong emphasis on maintaining and preserving secured IT systems and database through adequate IT policies and processes</li> <li>• Regular review and upgradation of IT systems and processes in line with the business requirements</li> <li>• Enhanced cyber-security processes through investment in Next-Gen Security Tools</li> <li>• Continuous tracking and monitoring of IT systems to prevent / remediate security breach</li> </ul>
<b>Risks arising from changing Laws &amp; Regulations</b>	<p>The Company has to comply with various regulations covering areas such as Food Safety, Employment and Labour, Taxation, Environment, Health and Safety, and so on.</p> <p>The laws and regulations are continuously evolving that result in enhanced greater compliance risk and cost of compliance for the company.</p> <p>The fast pace of changes in the regulatory environment requires quick understanding of their implications and adaptation in business operations. Failure to comply could result in penalties, reputational damage, and criminal prosecution.</p>	<ul style="list-style-type: none"> <li>• Deployment of compliance management framework that enables tracking of regulatory changes and management of compliance risks</li> <li>• In-house digitised regulatory compliance platform facilitating tracking and reporting of compliances and enabling clear accountability and self-governance</li> <li>• Operationalising regulatory requirements through adequate business policies and processes</li> <li>• Regular training and awareness sessions for restaurants and other employees on the evolving food safety and other regulations</li> <li>• Periodic food safety and quality assessments at Restaurants, Supply Chain Centres, Vendors</li> <li>• Emphasis on fostering ethical and compliance culture</li> <li>• Adequate and effective internal controls to comply with regulations and to keep a check on unlawful and fraudulent activities and internal audits to provide assurance</li> <li>• Adequate governance at Board, executive and management level</li> </ul>
<b>Operational Risks</b>	<ul style="list-style-type: none"> <li>• Business impact due to sales variations</li> <li>• Delayed pay backs on new restaurants</li> <li>• Disruption in supply chain</li> <li>• High attrition of restaurant staff</li> <li>• Other business uncertainties</li> </ul>	<ul style="list-style-type: none"> <li>• Robust business processes with regard to business plan evaluation, implementation and monitoring</li> <li>• Robust, multi-layered and data-driven approach to site selection for new restaurants</li> <li>• Improved payback through compact omni-channel format</li> <li>• Effective business / marketing strategies through collaboration with YUM to foster brand awareness and combat competitor actions</li> <li>• Enhancing supply chain and distribution systems and processes to ensure uninterrupted supplies</li> <li>• Strategic resource planning across all levels and effective hiring processes</li> <li>• Regular review of remuneration, recognition and training model to ensure retention and development of talent</li> <li>• Proactive approach to BCP processes to deal with business uncertainties</li> </ul>
<b>ESG-related Risk</b>	<ul style="list-style-type: none"> <li>• Risks arising from non-identification and non-tracking of various sustainability focus areas across company operations</li> <li>• Risk of non-compliance with evolving regulations around sustainability</li> </ul>	<ul style="list-style-type: none"> <li>• Formalised approach towards identification of ESG impacts, determination of ESG material topics, strategising goals and action, and periodic monitoring</li> <li>• Operationalising sustainability within the day-to-day operations through business policies and processes</li> <li>• Aligning ESG reporting with the applicable regulatory / global standards</li> </ul>

## Human Resources

We are committed to building the capabilities of our employees through rigorous on-the-job functional training programmes as well as intensive leadership programmes such as the Young Turks that develop managerial capabilities for higher roles. We encourage organic growth of our talent and provide opportunities for our employees to build their careers in our Company through vertical and cross-functional movements. The health and safety of our employees is important to us. Apart from medical insurance and accident coverage for all employees, we provide unlimited access to medical and mental health professionals for our employees with the rank of restaurant manager and, as well as for their families. We provide multiple formal and informal platforms for employees to give us feedback on their experience – ‘Sapphire Speak’, our employee engagement survey runs annually in partnership with Gallup, and measures and monitors year-on-year movement of indices on employee engagement.

Our mean Gallup Engagement Score increased from 4.12 in financial year 2018 to 4.52 in financial year 2025 and our Gallup global mean percentile rank improved from 57 in financial year 2018 to 81 in financial year 2025. Sapphire Foods has been recognised as a winner of the 2026 Gallup Exceptional Workplace Award (GEWA), which honours world-class organisations that embed employee engagement into their workplace culture. Based on Gallup’s rigorous global workplace study, 78 organisations worldwide received this recognition, including only four from India. As on 31<sup>st</sup> March 2026, our Company had 13,819 permanent employees compared to 13,495 on 31<sup>st</sup> March 2025.

## Cautionary Statement

The statement made in this section describes the Company’s objectives, projections, expectation and estimations which may be ‘forward-looking statements’ within the meaning of applicable securities laws and regulations.

# DIRECTORS’ REPORT

## Dear Members,

Your directors are pleased to present the 17<sup>th</sup> Annual Report on the business and operations of Sapphire Foods India Limited (“Company”) together with the audited financial statements for the financial year ended 31<sup>st</sup> March 2026.

## Financial Results and Performance

The financial statements of the Company have been prepared in accordance with the applicable provisions of Indian Accounting Standards (“Ind AS”), Companies Act, 2013 and Rules made thereunder (“Companies Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable rules, regulations, guidelines, etc., as amended from time to time.

The Company’s financial (standalone and consolidated) performance during the financial year ended 31<sup>st</sup> March 2026 as compared to the previous financial year, is summarized below:

(₹ in Millions)

Particular	Standalone		Consolidated	
	F.Y. 2025-26	F.Y. 2024-25	F.Y. 2025-26	F.Y. 2024-25
Total Income	26,511.99	24,838.82	31,533.61	29,190.79
<b>Less:</b> Total Expenses	26,907.99	24,658.29	31,666.62	28,806.48
Profit/ (Loss) before tax	(630.70)	(27.86)	(372.60)	231.36
<b>Less:</b> Total tax expense/(credit)	(146.10)	35.34	(53.06)	64.32
Profit/ (Loss) after Tax	(484.60)	(63.20)	(319.54)	167.04
Total Comprehensive Income/(Loss) for the year, net of tax	(497.62)	(77.66)	(299.83)	207.75

During the year under review, the total income of your Company was ₹ 26,511.99 million on a standalone basis and ₹ 31,533.61 million on a consolidated basis as compared to the previous financial year total income of ₹ 24,838.82 million on a standalone basis and ₹ 29,190.79 million on a consolidated basis. The net loss for the year under review after total tax expense stood at ₹ 484.60 million on a standalone basis and 319.54 million on a consolidated basis.

The Company has not transferred any amount to the general reserves. There was no change in the nature of the business of the Company during the year under review.

## Business Operations and State of Company's Affairs

Sapphire Foods India Limited, directly and through its’ subsidiaries, is one of the largest franchisees of Yum! Brands Inc. in Indian sub-continent with a track record of successfully operating 1052 Restaurants of KFC, Pizza Hut and Taco Bell across India and Sri Lanka.

For complete detail on Business Operations and State of Company’s Affairs, please refer to the section of ‘Management Discussion and Analysis Report’ which forms an integral part of this Annual Report.

## Dividend

During the financial year under review, your directors have not recommended any dividend to the shareholders of the Company.

The Board of Directors of your Company has adopted Dividend Distribution Policy based on the parameters as specified under Listing Regulations. The Policy can be accessed from the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

The Company has not transferred any amount to the Investor Education & Protection Fund (IEPF) and no amount is lying in Unpaid Dividend Account of the Company.

## Scheme of Arrangement between Sapphire Foods India Limited (“Transferor Company”) and Devyani International Limited (“Transferee Company”) and their respective shareholders

The Board of Directors at its meeting held on 1<sup>st</sup> January 2026, approved the scheme of arrangement between Sapphire Foods India Limited (“Transferor Company”/“Company”) and Devyani International Limited (“Transferee Company”) and their respective shareholders (“Scheme”) under Sections 230 to 232 and other applicable provisions of

the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder. Pursuant to the Scheme, with effect from the Appointed Date (defined in the Scheme as 1<sup>st</sup> April 2026), the Transferor Company shall stand amalgamated with and absorbed into the Transferee Company,

The effectiveness of the Scheme is subject to the receipt of required statutory and regulatory approvals and other customary conditions precedent, including approvals / non-objections from the BSE Limited and National Stock Exchange of India Limited; Competition Commission of India; National Company Law Tribunal; creditors and shareholders of the Transferor Company and Transferee Company and other third parties such as contractual counterparties. The effectiveness of the Scheme is also conditional on the transfer by sale of 5,94,55,837 (Five Crore Ninety Four Lakh Fifty Five Thousand Eight Hundred and Thirty Seven) fully paid up equity shares of ₹ 2 (Rupees Two) each of the Transferor Company, by Sapphire Foods Mauritius Limited (promoter of the Transferor Company) to Arctic International Private Limited (group company of the Transferee Company), representing about 18.5% (Eighteen Point Five Percent) of the fully paid up equity share capital of the Transferor Company. ("Secondary Sale Transaction").

In consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall issue and allot to shareholders of the Transferor Company 177 (One Hundred and Seventy Seven) equity shares of the Transferee Company of ₹ 1/- each fully paid up for every 100 (One Hundred) equity shares of ₹ 2/- each fully paid up, held by the shareholders of the Transferor Company, whose name is recorded in the register of members and/ or records of the depository on the Record Date

### Shifting of Registered Office of the Company

The Board of Directors at its meeting held on 1<sup>st</sup> January 2026, subject to the receipt of approval of the Members of the Company, Central Government (through Regional Director / Registrar of Companies) and such other statutory / regulatory approvals, as may be necessary, approved the shifting of Registered Office of the Company from the State of Maharashtra to the State of Haryana and consequent amendment to Clause II ("situation clause") of the Memorandum of Association of the Company

The proposed shifting of Registered Office of the Company and consequent amendment to Clause II was approved by the members of the Company through postal ballot on 8<sup>th</sup> February 2026. Subsequently, an application was made with the Regional Director (Western Region) for the aforesaid proposed shifting which was approved by the Regional Director vide Order dated 21<sup>st</sup> April 2026.

As on the date of this report and pursuant to the receipt of the Order from the Regional Director, the Board of Directors has accorded their consent for shifting the Registered Office of the Company from the existing address i.e., '702, A Wing, Prism Tower, Mindspace, Link Road, Goregaon (West), Mumbai – 400062' to 'SCO 328, Sector - 9, Panchkula -134109, Haryana.', subject to receipt of approvals from the respective Registrar of Companies.

### Subsidiaries, Joint Venture and Associate Companies

As at the close of the financial year 31<sup>st</sup> March 2026, your Company has two wholly-owned subsidiary companies viz., Gamma Pizzakraft Lanka (Private) Limited, Sri Lanka & French Restaurants (Private) Limited, Sri Lanka and one subsidiary / joint venture viz., Gamma Island Food Private Limited, Maldives.

Apart from the above, no other company has become or ceased to be a subsidiary, joint venture or associate of the Company during the financial year under review.

In pursuance of Section 136 of the Companies Act, the annual report of the Company containing its standalone and consolidated financial statements has been uploaded on the website of the company. Further, financials of the subsidiaries, are available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/annual-reports>.

The highlights of performance and financial position of each of the subsidiary company for the financial year ended 31<sup>st</sup> March 2026, are provided in form AOC-1, in accordance with the provisions of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014. The form AOC-1 is enclosed with the Consolidated Financial Statements and forms an integral part of this Annual Report.

Your Company, in accordance with the Listing Regulations, has formulated and adopted the policy for determining material subsidiaries. The said policy is available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Share Capital

#### Authorised Share Capital

As on 31<sup>st</sup> March 2026 the authorised share capital of the Company stands at ₹ 467,01,20,000 divided into 233,50,60,000 Equity shares of face value ₹ 2 each.

#### Issued, Subscribed and Paid-up Share Capital

As on 31<sup>st</sup> March 2026, the issued, subscribed and paid-up capital of the Company stands at ₹ 64,27,65,810 comprising of 32,13,82,905 equity shares of face value of ₹ 2 each.

During the year under review, your Company had issued and allotted 1,92,011 equity shares to its eligible employees pursuant to the exercise of stock options under Employee Stock Option Schemes.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### Employee Stock Option Plan / Schemes

With a view to attract, reward and retain talented and key employees in the competitive environment and encourage them to align their individual performance with Company objectives, your Company has implemented Sapphire Foods Employees Stock Option Plan 2017 ("ESOP Plan") which was originally approved by the Board of Directors and the Shareholders of the Company on 24<sup>th</sup> May 2018 and 30<sup>th</sup> May 2018 respectively and subsequently ratified by the shareholders of the Company post IPO. Sapphire Foods Employees Stock Option Scheme 2019 – Scheme III – Management other than CEO ("Scheme III"), Sapphire Foods Employees Stock Option Scheme 2019 – Scheme IV – CEO ("Scheme IV"), Sapphire Foods Employee Stock Option Scheme 2022 – Scheme IIIA – Management other than CEO ("Scheme IIIA") and Sapphire Foods Employee Stock Option Scheme 2022 – Scheme IVA – CEO ("Scheme IVA") (hereinafter collectively referred to as "ESOP Schemes") forms an integral part of the ESOP Plan. With a view to reward loyalty for past services with the Company, retention of critical employees and align employees' interest with company's performance and shareholder's interest, the Company has granted, from time to time, stock options to the eligible employees under the said ESOP Plan / Schemes. During the year under review, there were no material changes in the Employee Stock Option Plan / Schemes (ESOPs) of the Company.

The Nomination and Remuneration Committee is entrusted with the responsibility of implementation and administration of the ESOP Plan / Schemes.

The details of ESOP are provided in the notes to accounts in the financial statements forming part of this Annual Report and the disclosures as mandated under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") are made available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/Updates>. Certificate from M/s. Alwyn Jay & Co., Secretarial Auditors of the Company, with respect to the implementation of ESOP Plan / Schemes in accordance with SEBI SBEB & SE Regulations shall be placed before the members at the ensuing Annual General Meeting of the Company.

The Company has not issued any sweat equity shares during the year under review and hence no information as per the provisions of the Companies Act and SEBI SBEB & SE Regulations is furnished thereto.

### Credit Rating

As at the end of the financial year 31<sup>st</sup> March 2026, long term rating on the bank lines of your company is [ICRA]A and the long term/short term unallocated limits is [ICRA] A / [ICRA]A2+.

### Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing details relating to deposits covered under Chapter V of the Companies Act or the details of deposits which are not in compliance with Chapter V of the Companies Act is not applicable.

### Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the financial year under review, as prescribed under Listing Regulations, is presented as a separate section which forms an integral part of this Annual Report.

### Report on Corporate Governance

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. A separate report on Corporate Governance for the financial year ended 31<sup>st</sup> March 2026 is appended to this report and forms an integral part of this Annual Report.

A certificate from Practicing Company Secretary confirming compliance with the conditions of Corporate Governance under Listing Regulations is also annexed to the report on Corporate Governance.

### Environment, Social and Governance & Corporate Social Responsibility Practices

Environment, Social and Governance (ESG) has long been an integral to our journey and your company recognize it as a continuous path that requires a clear strategy and roadmap. As part of the ESG journey, your company is committed for integrating environmental, social, and governance (ESG) considerations into our business operations, guided by our four strategic pillars - Food, People, Planet and Governance. These pillars serve as the foundation for our ESG approach, emphasizing on sustainability, responsible practices, and long-term value creation for our stakeholders.

During the financial year under review, S&P Global Ratings had assigned ESG Score of 73 (Methodology Year: 2025) to the Company. Your Company was ranked No.1\* QSR Brand in India for the third consecutive year, No.3\* amongst Global QSR Companies and placed at 98<sup>th</sup> percentile amongst QSR globally on Dow Jones Sustainability Index (DJSI). Further, your Company is only Indian QSR Company to publish ESG report under GRI, SASB and BRSR standards for the fourth consecutive year

The ESG Report for FY2026 is published alongside this Annual Report and can be accessed at <https://www.sapphirefoods.in/investors-relation/annual-reports>.

In accordance with the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, your Company has formed the CSR Committee (widely known as CSR & ESG Committee) to monitor CSR & ESG activities of the Company. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this Report.

The Board of Directors has approved a CSR Policy for the Company which provides a broad framework with regard to implementation of CSR activities carried out by the Company in accordance with Schedule VII of the Act. The CSR Policy is available on the Company's website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

The Business Responsibility and Sustainability Report ("BRSR") as mandated under Listing Regulations, detailing the various initiatives taken by your Company from the Environmental, Social and Governance perspective, forms part of this annual report and is appended hereinbelow. The Annual Report on CSR activities as prescribed under the Companies Act and Rules made thereunder is also annexed to this report.

\*As per DJSI Rating release as on 21<sup>st</sup> November 2025

### Directors and Key Managerial Personnel

The Board of Directors is constituted in accordance with the provisions of the Companies Act and Listing Regulations and Articles of Association of the Company. The Company has received relevant disclosures and declarations from the Directors and none of them are disqualified from being appointed as Director in terms of Section 164 of the Companies Act and Listing Regulations.

Your Board consists of eminent personalities with considerable professional expertise and credentials in finance, law, accountancy, retail and other related skills and fields. Their wide experience and professional credentials help the Company with strategy formulation and its implementation, thereby enabling its growth objectives. This is detailed in the Corporate Governance Report which is annexed hereto.

As on 31<sup>st</sup> March 2026, the composition of Board of Directors of your Company was as under:

Sr. No.	Name of Director	Designation	DIN
1.	Mr. Sunil Chandiramani	Chairman & Independent Director	00524035
2.	Mr. Sanjay Purohit	Whole Time Director & Group CEO	00117676
3.	Mr. Vijay Jain	Executive Director & CFO	11129200
4.	Mr. Sumeet Narang	Non-Executive Nominee Director	01874599
5.	Mr. Kabir Thakur	Non-Executive Nominee Director	08422362
6.	Mr. Vinod Nambiar	Non-Executive Nominee Director	07290613
7.	Ms. Anu Aggarwal	Independent Director	07301689
8.	Ms. Deepa Wadhwa	Independent Director	07862942
9.	Mr. Kushal Agarwal	Non- Executive Nominee Director	11528795

During the period under review, Mr. Vikram Agarwal (DIN: 03038370), Non-Executive Nominee Director resigned from the Board of Directors of the Company effective from 28<sup>th</sup> May 2025. Consequently, the Board of Directors at their meeting held on 28<sup>th</sup> May 2025 based on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Vijay Jain (DIN: 11129200) as an Additional Director designated as Executive Director and Chief Financial Officer ("ED & CFO") which was regularized by the members at their 16<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August 2025.

Further, Mr. Rohit Mutthoo (DIN: 10386059), Non- Executive Nominee Director had resigned from the Board of Directors of the Company effective from 17<sup>th</sup> October 2025. Consequently, the Board of Directors at their meeting held on 6<sup>th</sup> February 2026, based on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Kushal Agarwal (DIN:11528795) as an Additional Director, in the capacity of Non-Executive Nominee Director which was regularized by the members of the Company through postal ballot dated 26<sup>th</sup> March 2026.

Further, the existing term of Mr. Sanjay Purohit (DIN: 00117676), Whole-time Director & Group CEO is set to expire on 22<sup>nd</sup> July 2026. The Board of Directors at their meeting held on 28<sup>th</sup> April 2026, based on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Sanjay Purohit as Whole-time Director & Group CEO of the Company, effective immediately from the expiry of his present term of office, i.e. from 23<sup>rd</sup> July 2026 for a tenure of 5 (five) consecutive years. The regularization of Mr. Sanjay Purohit as Whole-time Director & Group CEO shall be placed before the shareholders at the ensuing 17<sup>th</sup> Annual General Meeting of the Company.

Pursuant to applicable provisions of Listing Regulations, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. Mr. Sumeet Narang (DIN: 01874599) was appointed as the Non-Executive Nominee Director (nominee representative of Sapphire Foods Mauritius Limited), of the Company, not liable to retire by rotation effective from 22<sup>nd</sup> July 2021. The period of five years as per Regulation 17(1D) of Listing Regulations is set to expire on 21<sup>st</sup> July 2026. The Board of Directors at their meeting held on 28<sup>th</sup> April 2026, based on the recommendation of Nomination and Remuneration Committee, has approved appointment/continuation of Mr. Sumeet Narang, Non-Executive Nominee Director, not liable to retire by rotation, from the expiry of his present term of office i.e. effective from 22<sup>nd</sup> July 2026 for a tenure of 5 (five) consecutive years. The regularization of Mr. Sumeet Narang as Non-Executive Nominee Director shall be placed before the shareholders at the ensuing 17<sup>th</sup> Annual General Meeting of the Company.

### Retirement by Rotation

In terms of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vijay Jain, Executive Director & CFO and Mr. Kabir Thakur, Non-Executive Nominee Director of the Company, retires by rotation and being eligible, offers themselves for re-appointment at the ensuing 17<sup>th</sup> Annual General Meeting of the Company

The brief profile in terms of Regulation 36 of Listing Regulations and the Secretarial Standards on General Meetings (SS-2), in respect of the directors seeking appointment/re-appointment has been annexed to the notice of the 17<sup>th</sup> Annual General Meeting.

### Independent Directors

Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa were appointed as Independent Directors of the Company, effective 5<sup>th</sup> August 2021, for a fixed term of five years from the date of their respective appointment/regularization by the shareholders. Mr. Sunil Chandiramani has been designated as the Chairperson of the Board of Directors.

Further, the first term of Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa is set to expire on 4<sup>th</sup> August 2026. The Board of Directors of the Company at their meeting held on 28<sup>th</sup> April 2026, based on the recommendation of Nomination and Remuneration committee, had re-appointed Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa, as an Independent Directors of the Company, not liable to retire by rotation, effective immediately from the expiry of their present term of office i.e. from 5<sup>th</sup> August 2026 to hold office

for a second term of 5 (five) consecutive years. Mr. Sunil Chandiramani shall continue to serve Chairman on the Board of Directors of the Company. The regularization of Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa as Independent Directors shall be placed before the shareholders at the ensuing 17<sup>th</sup> Annual General Meeting of the Company.

The Company has received declarations from the Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under applicable provisions of the Companies Act and Listing Regulations. The Independent Directors have also confirmed that they have complied with the Code of Conduct of the Company and that they have registered themselves as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs. The Independent Directors of the Company are not liable to retire by rotation.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of strategy, planning and execution, management and leadership, functional and managerial experience, legal and risk management, corporate governance systems and practices, finance, banking and accounts, retail, etc. and they hold highest standards of integrity and are independent of the management.

Except as stated above, there were no other changes in the Directorship of the Company

### Key Managerial Personnel

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are the Key Managerial Personnel ("KMP") of your Company:

Name of the KMP	Designation
Mr. Sanjay Purohit	Whole Time Director & Group CEO
Mr. Vijay Jain	Executive Director & Chief Financial Officer
Mr. Sachin Dudam	Company Secretary & Compliance Officer

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

### Board Meetings

During the financial year 2025-26, six (6) meetings of the Board of Directors were convened and held. The meetings were held as per the business requirements and the maximum gap between any two Board Meetings is within the permissible limits as prescribed under the Companies Act and Listing Regulations.

The details of the composition of the board, meetings held during the year and the attendance of the directors at the Board Meetings, inter-alia, are provided at Report on Corporate Governance, forming part of this Report.

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on meetings of Board of Directors and General Meetings.

### Board Committees

The Board of Directors of the Company has constituted the following Committees in order to effectively carry out some of the diverse functions of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- CSR & ESG Committee
- Operations Committee

The details of the composition of these committees of the Board, meetings held during the financial year, etc. are set out in the Report on Corporate Governance, forming part of this Report.

### Board Evaluation

In accordance with the provisions of the Companies Act and Listing Regulations, the Board of Directors conduct formal evaluation, on annual basis, of its own performance and that of its committees and individual directors including chairperson. The Nomination and Remuneration Committee is mandated for formulating criteria for evaluation of performance of the Board of Directors and its Committees and Directors.

The details of board evaluation during the financial year under review are set out in the report on Corporate Governance, forming part of this Report.

### Nomination and Remuneration Policy

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Board of Directors have formulated and adopted Nomination and Remuneration Policy for the Company, covering following objectives:

- To lay down criteria and terms and conditions for identifying persons who are qualified to become Directors & KMPs and who may be appointed / reappointed in Senior Management of the Company.
- To provide framework for remuneration of Directors and Employees and align with the Company's business strategies, values, key priorities and goals.

- To provide for rewards linked directly to the effort, performance and achievement of Company's targets by the employees.
- Formulating the criteria for performance evaluation of all Directors.
- Succession Planning for Board and Senior Management.
- Board Diversity

The salient features of this policy have been disclosed in the Report of Corporate Governance, forming part of this Report. The Nomination and Remuneration Policy of the Company can be accessed on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Particulars of Employees

The disclosures pertaining to remuneration and other required information pursuant to Section 197(12) of the Companies Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors, Key Managerial Personnel's and Employees of the Company, is appended to this report and forms part of this Annual Report.

The disclosure pertaining to remuneration as required under provisions of Section 197(12) of the Companies Act read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Annual Report. In terms of Section 136(1) of the Act and the rules made thereunder, the Report and Financial Statements are being sent to the shareholders excluding the said information. Any shareholder interested in obtaining copy of the aforesaid information, may send an email to the Company Secretary and Compliance Officer at [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in).

### Auditors

#### Statutory Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W) were appointed as Statutory Auditors of the Company at Annual General Meeting held on 8<sup>th</sup> August 2025, for a term of five consecutive years to hold office from the conclusion of 16<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company. The auditors have confirmed that they are not disqualified from being appointed as Statutory Auditors of the Company and that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The report given by the Statutory Auditors on the Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2026 is annexed to the Financial Statements, forming an integral part of this Annual Report. The Auditors' Report read together with Annexures referred to in the Auditors' Report for the

financial year ended 31<sup>st</sup> March 2026 does not contain any qualification, reservation, adverse remark or disclaimers.

During the year under review, the Statutory Auditors have not reported any matter of fraud under Section 143(12) of the Companies Act.

### Internal Auditors

The Company had appointed M/s. Protiviti India Member Private Limited, as Internal Auditor Partner for carrying out the activities of Management Testing of Internal Financial Controls and Internal Audit of various business/ functions process for the financial year 31<sup>st</sup> March 2026.

The Company has designated Mr. Balkrishna Chaturvedi as Internal Auditor of the Company, in compliance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed thereunder.

Internal Audit Reports are reviewed by the Audit Committee of the Company at their meetings held during quarterly intervals. The Internal Auditor/Partner carry out their functions as per the scope of work assigned and place their reports at the meetings of the Audit Committee, during quarterly intervals.

### Secretarial Auditors

M/s. Alwyn Jay & Co., Practicing Company Secretaries (Firm Registration No. P2010MH021500) were appointed as Secretarial Auditors of the Company at Annual General Meeting held on 8<sup>th</sup> August 2025, for a term of five consecutive years from the financial year 2025-26 to hold office from the conclusion of 16<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company for carrying out secretarial audit and requisite certifications as mandated under Companies Act and Listing Regulations. The auditors have confirmed that they are not disqualified from being appointed as Secretarial Auditors of the Company and that they hold a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2026 received from M/s. Alwyn Jay & Co., Secretarial Auditor of the Company is annexed to this report and forms an integral part of this Annual Report. The Report does not contain any qualifications, reservations, adverse remarks, disclaimers or reporting of fraud.

### Cost Auditors

The Company is not required to maintain cost records, as specified by the Central Government under section 148 of the Companies Act, 2013 and Rules made thereunder.

### Particulars of Investments, Loans, Guarantees and Securities

The full particulars of the loan, investments, guarantees and securities, in accordance with the applicable provisions of

the Companies Act, 2013 and Listing Regulations made by your Company during the financial year 2025-26, if any, has been furnished at the Notes to Accounts of the Financial Statements forming an integral part of this Annual Report.

### Particular of Contracts or Arrangements with Related Parties

The Related Party Transactions are placed at the meetings of the Audit Committee for their respective approval. Prior omnibus approval of the Audit Committee is obtained by the Company on an annual basis for Related Party Transactions that are foreseeable and repetitive in nature. A detailed statement of such Related Party Transactions entered into pursuant to the omnibus approval so granted are placed at the meetings of the Audit Committee for their review on a quarterly basis. The half yearly statement on the Related Party Transactions are also filed with the respective stock exchanges on which the equity shares of the Company are listed.

The Related Party Transactions entered during the financial year under review were in the ordinary course of business and on arm's length basis. There were no significant material related party transactions entered into by the Company with any related party during the financial year under review. Thus, the disclosure under Section 134 of the Companies Act, 2013 as per specified form AOC-2 is not applicable to the Company.

The details of Related Party Transactions as per Indian Accounting Standard - 24 (Ind AS 24) are given under Note 37 forming part of the Notes to Account of the Standalone Financial Statements to this Report.

Pursuant to the provisions of the Companies Act and Listing Regulations, your company has formulated a policy on Related Party Transactions for the purpose of identification and monitoring of such transactions, which is available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Annual Return

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, the copy of the Annual Return of the Company for the financial year ended 31<sup>st</sup> March 2026 is placed at the Company's Website and can be accessed at <https://www.sapphirefoods.in/investors-relation/updates>.

### Risk Management Policy

Adequate Risk Management Framework is a necessity for the purpose of Risk Assessment and minimization/mitigation of risks involved in business activity. The Company has laid down a robust risk management framework for identification and management of risks that could adversely affect the Company. The Company has formulated Risk Management Policy in order to achieve the following objectives, inter-alia:

- To ensure that all the current and future material risk exposures of the Company are identified, assessed, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
- To establish a framework for the company's risk management process and to ensure its implementation.
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- To assure business growth with financial stability.

In terms of the provision of Regulation 21 of Listing Regulations, the Board of Directors has constituted a Risk Management Committee. The details with respect to its terms of reference, composition and meetings held during the part of the financial year under review are set out at the Report on Corporate Governance, annexed to this Report. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Risk Management Policy is also available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>. For more details on risk management framework, please refer to the section of 'Management Discussion and Analysis Report' which forms an integral part of this Annual Report.

### Vigil Mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

Your Company has adopted a Whistle Blower Policy to provide a mechanism for the employees, vendors and suppliers to report genuine concerns about any unethical behavior, actual or suspected fraud or violation of your Company's Code of Conduct.

The constituents concerned, including employees of the Company, are encouraged to voice their concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. A designated email id [whistleblower@sapphirefoods.in](mailto:whistleblower@sapphirefoods.in) has been created and disseminated through this policy/code to the concerned stakeholders to voice their grievances. The access of this designated email id is mapped and made available to the members of the Audit Committee including its Chairperson.

The provisions of this policy are in line with the provisions of Section 177 (9) of the Companies Act, 2013 and Regulation 22 of Listing Regulations. All cases registered under the whistle blower policy of the Company are subject to review by the Audit Committee. The Whistle Blower policy of the

Company is available on the Company's website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), your Company has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace. All employees (permanent, contractual, temporary, trainees) including at store level, are covered under this policy.

As per the rules made under the POSH Act, the Company has constituted an Internal Complaints Committee (ICC) to redress the complaints received pertaining to sexual harassment at workplace. The Committee meets, as and when required, to discuss various cases received and to address the same uniformly across the organization.

The details of the complaints received during the financial year 2025-26 are as follows:

Particulars	No. of Complaints
Complaints pending as on start of the financial year i.e. 1 <sup>st</sup> April 2025	1
Complaints received during the financial year under review	3
Complaints disposed off during the financial year under review	3
Complaints pending as on end of the financial year i.e. 31 <sup>st</sup> March 2026	1

An update on the aforesaid complaints received and resolved, were placed at the meetings of the Audit Committee during quarterly intervals.

### A statement with respect to the compliance of the provisions relating to the Maternity Benefit Act, 1961

The Board affirms that the Company remains fully committed to upholding its Maternity Policy in strict compliance with applicable laws, including the Maternity Benefit Act, 1961, and in alignment with internal human resource protocols.

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The activities of the Company are not energy intensive as the Company is not engaged in any manufacturing activity. Further, no technology has been developed and / or imported by way of foreign collaboration.

For complete details, please refer to the section of 'Business Responsibility and Sustainability Report' which

forms an integral part of this Report. The particulars with regard to Foreign Exchange Earnings and Outgo are given in Standalone and Consolidated Financial Statements, forming part of this Annual Report.

### Disclosure of Orders Passed by Regulators or Courts or Tribunal

During the financial year under review, there were no significant/ material orders passed by the Regulator, Courts, Tribunals, etc. which could have an impact on the going concern status and the Company's operations in future.

Further, there were no applications made or any proceedings pending under the Insolvency and Bankruptcy Code, 2016.

### Internal Financial Controls

Your Company has aligned its current systems of internal financial control with the requirement of the Companies Act, 2013. The Internal Control Framework is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. Your Company has successfully laid down the framework and ensured its effectiveness. The internal controls are commensurate with the size of the Company and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

M/s. Deloitte Haskins & Sells, Statutory Auditors of the Company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

The internal audit department along with the external partners/ consultants carry out internal audit of the Company's business/ functional activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with and approved by the audit committee. The audit committee reviews reports submitted by the internal auditor, internal audit partner and statutory auditor. Basis inputs received from the audit committee, suggestions for improvement are considered and the audit committee follows up on corrective action.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal auditor, statutory auditors and external partner/consultant, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year ended 31<sup>st</sup> March 2026.

### Director's Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors hereby confirms that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March 2026 and of the profit/loss of the Company for that year;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts of the Company on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Material Changes and Commitments, if any, affecting Financial Position of the Company

Except as disclosed in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

### Acknowledgements and Appreciation

The Board places on record its appreciation for the support and co-operation, your company has been receiving from its various stakeholders including Customers, Suppliers, Business Partners and Associates, Financial Institutions, Regulatory Bodies and Central & State Governments.

Your Directors appreciate and value the contribution made by every member of the Sapphire Family.

For and on behalf of the Board  
Sapphire Foods India Limited

**Sunil Chandiramani**  
Chairman and  
Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole Time Director  
and Group CEO  
DIN: 00117676

DATE: 28<sup>th</sup> April 2026  
PLACE: Mumbai

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Corporate Governance

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices, which ensure that a Company meets its obligations with the objective to optimize shareholders value and fulfill its responsibilities to the shareholders, employees, customers, community, government and other societal segments. The Company believes that a sound governance discipline also enables the Board to direct and control the affairs of the Company in an effective manner and maximize stakeholders value, including the society at large.

### Board of Directors

The Board is constituted in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder ("Companies Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company. Your Board consists of eminent personalities with considerable professional expertise and credentials in finance, law, accountancy, retail and other related skills and fields. Their wide experience and professional credentials help the Company with strategy formulation and its implementation, thereby enabling its growth objectives. The Board of the Company is committed towards upholding highest standards of governance. The Board has oversight on the functioning of the Company and ensures that every decision taken is in the best interest of all the stakeholders of the Company. The members of the Board of Directors bring wide range of skills, expertise and experience to the Company and they are entrusted with responsibility of management and general affairs of the Company.

### Composition of the Board

The Board comprises of an optimum combination of Executive, Non-Executive, Independent and Women Director as required under the Companies Act, 2013 and Listing Regulations.

As on financial year ended 31<sup>st</sup> March 2026, the Board of Directors of your Company comprises of Nine (9) Directors, out of whom One (1) Director is Whole-time (Executive) Director and Group CEO, One (1) Director is Executive Director and CFO, Three (3) are Non-Executive Independent Directors and Four (4) are Non-Executive Nominee Directors representing Promoter Shareholders.

The Company has received relevant disclosures and declarations from the Directors and none of them are disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Companies Act, 2013 and Listing Regulations.

### Board Meetings

The Board meetings are held at least once in every quarter, inter-alia, to review financial results, business operations and performance, strategies, policies, annual operation plan and other business matters. The Board meetings are convened by giving appropriate notice as per the provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standards on Board Meeting (SS-1). Additional board meetings, if any, are also held by the Company giving appropriate notice in case of any business requirements. However, in the case of business exigencies or urgent matters, approval of the Board of Directors is also sought by way of circulation or through conducting meetings on shorter notice, as permitted by law. The meetings are held as per the requirements of business and maximum interval between any two Board Meetings is within the permissible limits.

The Company Secretary informs the head of the respective departments and functions of the ensuing Board Meeting and accordingly, business/agenda matters are sought from them for placing it before the Board of Directors and/or its Committees. The Company Secretary, in consultation with the department and functional heads, prepares the detailed agenda for the meetings and the same is circulated to the Directors in advance, as required under the Companies Act. In case of sensitive agenda matters or where it is not practicable to circulate requisite information or documents as part of the agenda papers, the same are circulated closer to the meeting or tabled at the meeting. The Board periodically reviews compliance certificates received from respective departments and functional heads including key managerial personnel.

Your Board consists of eminent personalities with considerable professional expertise and credentials in finance, banking, law, retail, audit and accountancy, information technology, private equity, strategy, planning and execution, management and leadership, functional and managerial experience, risk management, corporate governance systems and practices, etc. As on 31<sup>st</sup> March 2026, the composition of Board of Directors of your Company was as under:

Sr. No.	Name of Director	Category	DIN	Skill / Expertise / Competencies
1.	Mr. Sunil Chandiramani	Chairman & Independent Director	00524035	Finance, banking, law, audit and accountancy, retail, strategy, management and leadership, risk management, corporate governance systems and practices.
2.	Mr. Sanjay Purohit	Whole Time Director & Group CEO	00117676	Strategy, planning and execution, management and leadership, functional and managerial experience, finance, retail, risk management, IT security, law, audit and accountancy, Mergers & Acquisitions, ESG framework, etc
3.	Mr. Vijay Jain <sup>®</sup>	Executive Director & CFO	11129200	Finance, Strategy, planning and execution, audit and accountancy, retail, management and leadership, Mergers & Acquisitions, risk management, corporate governance systems and practices, ESG framework, IT security, law, etc
4.	Mr. Sumeet Narang <sup>*</sup>	Non-Executive Nominee Director	01874599	Private Equity, finance, banking, retail, audit and accountancy, strategy, planning and execution, management and leadership, risk management, etc.
5.	Mr. Kabir Thakur <sup>*</sup>	Non-Executive Nominee Director	08422362	Private Equity, finance, banking, retail, audit and accountancy, strategy, planning and execution, risk management
6.	Mr. Kushal Agarwal <sup>*#</sup>	Non-Executive Nominee Director	11528795	Private Equity, finance, banking, retail, audit and accountancy, strategy, planning and execution, risk management
7.	Mr. Vinod Nambiar <sup>*</sup>	Non-Executive Nominee Director	07290613	Strategy, planning and execution, management and leadership, functional and managerial experience, finance, retail, risk management, law, audit and accountancy, IT security etc
8.	Ms. Anu Aggarwal	Independent Director	07301689	Finance, banking, audit and accountancy, strategy, management and leadership, risk management, corporate governance systems and practices.
9.	Ms. Deepa Wadhwa	Independent Director	07862942	Finance, banking, law, audit and accountancy, strategy, management and leadership, risk management, corporate governance systems and practices.
10.	Mr. Vikram Agarwal <sup>§</sup>	Non-Executive Nominee Director	03038370	Private Equity, finance, banking, law, audit and accountancy, retail, strategy, planning and execution, management and leadership, risk management, corporate governance systems and practices
11.	Mr. Rohitt Mutthoo <sup>§</sup>	Non-Executive Nominee Director	10386059	Private Equity, Media, Finance, banking, accountancy, retail strategy, planning and execution, risk management

<sup>\*</sup> Mr. Sumeet Narang, Mr. Kabir Thakur, Mr. Kushal Agarwal and Mr. Vinod Nambiar are nominee directors representing Sapphire Foods Mauritius Limited, Promoter Shareholder.

<sup>^</sup> Mr. Vijay Jain is nominee director representing QSR Management Trust, Promoter Shareholder

<sup>§</sup> Mr. Vikram Agarwal and Mr. Rohitt Mutthoo resigned from the directorship of the Company effective from 28<sup>th</sup> May 2025 and 17<sup>th</sup> October 2025 respectively.

<sup>®</sup> Mr. Vijay Jain was appointed Executive Director & CFO of the Company effective from 28<sup>th</sup> May 2025.

<sup>#</sup> Mr. Kushal Agarwal was appointed as Non-Executive Nominee Director of the Company effective from 6<sup>th</sup> February 2026.

During the financial year 2025-26, the Board of Directors met Six (6) times on 7<sup>th</sup> May 2025, 28<sup>th</sup> May 2025, 23<sup>rd</sup> July 2025, 17<sup>th</sup> October 2025, 1<sup>st</sup> January 2026 and 6<sup>th</sup> February 2026 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting held during the financial year 2025-26, Number of Directorships, Membership/Chairmanship on Board Committees, etc. as on 31<sup>st</sup> March 2026, are as under:

Name of the Director	No. of Board Meetings held during the year		Attendance at last AGM held on 8 <sup>th</sup> August 2025	No. of Directorships in other Public Cos.*	No. of Board Committees in which Director is a Member / Chairperson <sup>^</sup>		Shareholding as on 31 <sup>st</sup> March 2026
	Eligible	Attended			Member	Chairperson	
Mr. Sunil Chandiramani	6	6	Yes	4	7	3	NIL
Mr. Sanjay Purohit	6	6	Yes	-	-	-	15,97,000
Mr. Vijay Jain <sup>#</sup>	4	4	Yes	-	1	-	NIL
Mr. Sumeet Narang	6	6	Yes	2	3	1	NIL
Mr. Kabir Thakur	6	6	Yes	3	6	2	NIL
Mr. Vinod Nambiar	6	3	No	-	-	-	NIL
Ms. Anu Aggarwal	6	5	No	1	1	-	NIL
Ms. Deepa Wadhwa	6	6	Yes	8	7	1	NIL

Name of the Director	No. of Board Meetings held during the year		Attendance at last AGM held on 8 <sup>th</sup> August 2025	No. of Directorships in other Public Cos.*	No. of Board Committees in which Director is a Member / Chairperson <sup>^</sup>		Shareholding as on 31 <sup>st</sup> March 2026
	Eligible	Attended			Member	Chairperson	
Mr. Kushal Agarwal <sup>#</sup>	-	-	NA	-	1	-	NIL
Mr. Rohitt Mutthoo <sup>5</sup>	3	3	No	-	-	-	NIL
Mr. Vikram Agarwal <sup>5</sup>	1	1	NA	-	-	-	NIL

\* Excludes Private Companies, Section 8 Companies and Foreign Companies.

<sup>^</sup> Includes only Audit Committee and Stakeholder Relationship Committee of public companies.

<sup>5</sup> During financial year 2025-26, Mr. Vikram Agarwal and Mr. Rohitt Mutthoo resigned from the directorship of the Company effective from 28<sup>th</sup> May 2025 and 17<sup>th</sup> October 2025 respectively.

<sup>#</sup> Mr. Vijay Jain, was appointed as Executive Director and CFO effective from 28<sup>th</sup> May 2025 and Mr. Kushal Agarwal was appointed as Non-Executive Nominee Director of the Company effective from 6<sup>th</sup> February 2026.

The details of directorships and category in other listed entities that are held by the Directors of the Company are as under:

Name of the Directors	Name of the Listed Entities	Category of Directorships
Mr. Sunil Chandiramani	1. Rupa & Company Limited	Independent Director
	2. Updater Services Limited	Independent Director
	3. Kalpataru Limited	Independent Director
Mr. Sanjay Purohit	-	-
Ms. Anu Aggarwal	-	-
Ms. Deepa Wadhwa	1. J.K. Cement Limited;	Independent Director
	2. JK Paper Limited;	Independent Director
	3. Bengal & Assam Company Limited.;	Independent Director
	4. NDR Auto Components Limited;	Independent Director
	5. Subros Limited.	Independent Director
Mr. Sumeet Narang	1. Godrej Consumer Products Limited	Independent Director
	2. Godrej Properties Limited	Independent Director
Mr. Vijay Jain	-	-
Mr. Kabir Thakur	1. Ivalue Infosolutions Limited	-
Mr. Vinod Nambiar	-	-
Mr. Kushal Agarwal	-	-

None of the Directors of the Company are having any inter-se relationship and are related to each other.

### Independent Directors

Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa, were appointed as Independent Directors of the Company, effective 5<sup>th</sup> August 2021, for a fixed term of five years from the date of their respective appointment/regularization by the shareholders. Mr. Sunil Chandiramani has been designated as the Chairperson of the Board of Directors.

Further, the first term of Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa is set to expire on 4<sup>th</sup> August 2026. The Board of Directors of the Company at their meeting held on 28<sup>th</sup> April 2026, based on the recommendation of Nomination and Remuneration committee had re-appointed Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa, as an Independent Directors of the Company for the second term of five years. The regularization of Mr. Sunil Chandiramani, Ms. Anu Aggarwal and Ms. Deepa Wadhwa as Independent

Directors shall be placed before the shareholders at the ensuing 17<sup>th</sup> Annual General Meeting of the Company.

The Company has received declarations from the Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under applicable provisions of the Companies Act and Listing Regulations. The Independent Directors have also confirmed that they have complied with the Code of Conduct of the Company and that they have registered themselves as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs. The Independent Directors of the Company are not liable to retire by rotation.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of strategy, planning and execution, management and leadership, functional and managerial experience, legal and risk management, retail,

corporate governance systems and practices, finance, banking and accounts and they hold highest standards of integrity and are independent of the management.

### Familiarization Program of Independent Directors

Pursuant to Regulation 25 of Listing Regulations, the Board of Directors has framed a policy to familiarise the Independent Directors about the Company. The Company shall conduct orientation programs / presentations / training sessions / store visits, periodically at regular intervals, to familiarise the Directors including Independent Directors with the strategy, operations and functions of the Company. The Directors are also familiarized through presentation on business performance / operations, risk management framework, etc. at the Board Meetings.

The details as per the applicable provisions of the Companies Act and Listing Regulations are posted on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Board Evaluation & Meeting of Independent Directors

In accordance with the provisions of the Companies Act and Listing Regulations, the Board of Directors shall conduct formal evaluation, on annual basis, of its own performance and that of its committees and individual directors including chairperson. The Nomination and Remuneration Committee is mandated for formulating criteria for evaluation of performance of the Board of Directors and its Committees and Directors.

Pursuant to determination of criteria by the Nomination and Remuneration Committee, the Company has carried out performance evaluation surveys for the Board of Directors and its Committees, Individual Directors including Whole-time Director & Group CEO, Chairperson, etc. The evaluation surveys were circulated to the concerned board members through BoardPAC application. All the Directors actively participated in the evaluation surveys carried out by the Company.

The results along with feedback were shared with the Independent Directors at a duly convened meeting of the Independent Directors for their consideration. The Independent Directors, at their meeting held on 12<sup>th</sup> March 2026, deliberated in detail on the performance evaluation of the Board of Directors (as a whole), its Committees and Non-Independent Directors including Whole-time / Executive Directors and Chairperson, inter-alia. Thereafter, the feedback from the meeting of the Independent Directors and board evaluation were presented to the Management and Board of Directors for their perusal and implementation thereof.

### Committees of the Board of Directors

The Board of Directors of the Company has constituted various Committees of the Board (formed in accordance with the Companies Act and Listing Regulations) with appropriate delegation of powers and authorities in order to effectively carry out some of the diverse functions of the Board. The terms of reference of these Committees are defined by the Board, setting their roles and responsibilities to ensure smooth functioning. The Board Committees closely review the specific areas which have been allocated and the findings and recommendations regarding such business matters are placed before the Board for its consideration or information, as the case may be. The Board has accepted the recommendations made by the Board Committees including Audit Committee at the meetings held during the financial year under review. The Board of Directors has constituted Six (6) Committees of the Board viz:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- CSR & ESG Committee
- Operations Committee

During the financial year under review, all the recommendations of the Committees, wherever applicable, were accepted by the Board of Directors.

### Audit Committee

The Company has an adequately qualified Audit Committee constituted in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations.

As on 31<sup>st</sup> March 2026, the Committee comprises of four directors out of whom three directors are Independent Directors viz. Mr. Sunil Chandiramani, Ms. Anu Aggarwal, Ms. Deepa Wadhwa and one Non-Executive Nominee Director viz., Mr. Kabir Thakur. The Audit Committee is chaired by Mr. Sunil Chandiramani, Independent Director and Chairman of the Board of Directors. The Company Secretary acts as the Secretary to the Committee.

All members of the Committee are financially literate and have accounting or related financial management expertise. The Audit Committee, inter-alia, is primarily responsible for reviewing the adequacy of the internal control systems, financial disclosures, related party transactions and statutory compliances or any other responsibility in accordance with the Companies Act and Listing Regulations or as delegated by the Board from time to time.

The Audit Committee has met five (5) times during the financial year 2025-26 on 7<sup>th</sup> May 2025, 23<sup>rd</sup> July 2025, 17<sup>th</sup> October 2025, 1<sup>st</sup> January 2026 and 6<sup>th</sup> February

2026. The meetings of the Audit Committee were held as per the requirements of business. The Audit Committee was duly re-constituted to give effect to the changes in the composition of the Board of the Company. The composition of the Audit Committee and attendance details is prescribed as under:

Name of the Member	Designation	Category	Number of Meetings	
			Eligible	Attended
Mr. Sunil Chandiramani	Committee Chairman	Independent Director	5	5
Ms. Anu Aggarwal	Member	Independent Director	5	4
Ms. Deepa Wadhwa	Member	Independent Director	5	5
Mr. Kabir Thakur*	Member	Non-Executive Nominee Director	4	4
Mr. Vikram Agarwal*	Member	Non-Executive Nominee Director	1	1

\*During financial year 2025-26, Mr. Vikram Agarwal resigned from the directorship of the Company effective from 28<sup>th</sup> May 2025. Consequently, he also ceased to be the Member of Audit Committee. Mr. Kabir Thakur was appointed as Member of Audit Committee effective from 28<sup>th</sup> May 2025.

### Terms of Reference

The terms of reference of Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and fixation of the audit fee;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;

- significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions; and
  - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval; reviewing, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - Approval or any subsequent modification of transactions of the Company with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - Discussion with internal auditors of any significant findings and follow up there on;
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- Carrying out any other function as is mandated/ delegated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee (hereinafter referred to as "NRC") has been adequately constituted in accordance with the provisions of Companies Act, 2013 read with rules made thereunder and Listing Regulations.

As on 31<sup>st</sup> March 2026, the Nomination and Remuneration Committee comprised of three directors out of which two directors are Independent Directors viz. Ms. Anu Aggarwal and Ms. Deepa Wadhwa and one Non-Executive Nominee Director viz. Mr. Sumeet Narang. The Committee is chaired by Ms. Anu Aggarwal, Independent Director.

The Nomination and Remuneration Committee is entrusted with powers to assist the Board in the discharge of its responsibilities related to compensation and benefits provided by the Company to its executive directors, officers and employees. The Nomination and Remuneration Committee further administers and supervises the Employees Stock Options Schemes, including review and grant of stock options to eligible employees of the Company and its Subsidiaries. The Company Secretary acts as the Secretary to the Committee.

The Nomination and Remuneration Committee has met five (5) times during the financial year 2025-26 on 7<sup>th</sup> May 2025, 28<sup>th</sup> May 2025, 23<sup>rd</sup> July 2025, 1<sup>st</sup> January 2026 and 6<sup>th</sup> February 2026. The composition of the Nomination and Remuneration Committee and attendance details is prescribed as under:

Name of the Member	Designation	Category	Number of Meetings	
			Eligible	Attended
Ms. Anu Aggarwal	Committee Chairperson	Independent Director	5	5
Ms. Deepa Wadhwa	Member	Independent Director	5	5
Mr. Sumeet Narang	Member	Non-Executive Nominee Director	5	5

### Terms of Reference

The terms of reference of Nomination and Remuneration Committee are as follows:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such

evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:

- (a) use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
3. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;
  4. Devising a policy on diversity of Board of Directors;
  5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
  6. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;
  7. Recommending to the board, all remuneration, in whatever form, payable to senior management;
  8. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
  9. Carrying out any other function as is mandated by the Board from time to time and / or enforced/ mandated by any statutory notification, amendment or modification, as may be applicable;
  10. Performing such other functions as may be necessary or appropriate for the performance of its duties; and
  11. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2021, as amended, including the following:
    - (a) Formulating detailed terms and conditions of the Employees Stock Option Plan, 2017 (the "Plan"),

which includes the provision as specified by the Board in this regard; and

- (b) Administration and superintendence of the Plan.

### Stakeholders Relationship Committee

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee in accordance with the provisions of Companies Act, 2013 read with rules made thereunder and Listing Regulations. The Stakeholders Relationship Committee comprised of four Directors out of which two are Non-Executive Nominee Directors viz. Mr. Kabir Thakur and Mr. Kushal Agarwal, one Executive Director & CFO viz. Mr. Vijay Jain and one Independent Director viz. Mr. Sunil Chandiramani. The Committee is chaired by Mr. Kabir Thakur, Non-Executive Nominee Director. The Company Secretary acts as the Secretary to the Committee. The Company Secretary is also designated as Compliance officer of the Company in terms of provisions of SEBI Listing and PIT Regulations.

The Stakeholders Relationship Committee met four (4) times during the financial year 2025-26 on 7<sup>th</sup> May 2025, 23<sup>rd</sup> July 2025, 17<sup>th</sup> October 2025 and 6<sup>th</sup> February 2026. The composition of the Stakeholders Relationship Committee and attendance details are prescribed as under:

Name of the Member	Designation	Category	Number of Meetings	
			Eligible	Attended
Mr. Kabir Thakur	Committee Chairman	Non-Executive Nominee Director	4	4
Mr. Sunil Chandiramani	Member	Independent Director	4	4
Mr. Vijay Jain*	Member	Executive Director & CFO	3	3
Mr. Vikram Agarwal*	Member	Non-Executive Nominee Director	1	1
Mr. Rohitt Mutthoo#	Member	Non-Executive Nominee Director	3	2
Mr. Kushal Agarwal*	Member	Non-Executive Nominee Director	-	-

\* During financial year 2025-26, Mr. Vikram Agarwal, resigned from the directorship of the Company effective from 28<sup>th</sup> May 2025. Consequently, he also ceased to be the Chairperson/ member of Stakeholders Relationship Committee. Mr. Vijay Jain was appointed Executive Director & CFO of the Company effective from 28<sup>th</sup> May 2025 and subsequently Member of Stakeholders Relationship Committee of the Board. Further, Mr. Kabir Thakur was appointed as Chairperson of the Committee.

# Mr. Rohitt Mutthoo resigned from the directorship of the Company effective from 17<sup>th</sup> October 2025. Consequently, he also ceased to be the Member of Stakeholders Relationship Committee. Mr. Kushal Agarwal was appointed as Non-Executive Nominee Director of the Company effective from 6<sup>th</sup> February 2026 and subsequently Member of Stakeholders Relationship Committee of the Board.

### Terms of Reference

The terms of reference of Stakeholders Relationship Committee are as follows:

1. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
3. Review of measures taken for effective exercise of voting rights by shareholders;
4. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
6. Allotment of equity shares pursuant to exercise of stock options by the eligible employees of the Company and its Subsidiaries, in accordance with the provisions of prevailing ESOP Plan/Schemes.
7. Carrying out any other function as is mandated/ delegated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable.

### Shareholders Complaints

The details of shareholders complaints received and disposed off, during the financial year ended 31<sup>st</sup> March 2026, are as under:

Number of Investor's Complaints received during the Financial Year	NIL
Number of complaints resolved during the Financial Year	NIL
Number of complaints pending during the Financial Year	NIL

### Risk Management Committee

In terms of the provision of Regulation 21 of Listing Regulations, the Board of Directors has constituted a Risk Management Committee. The Risk Management Committee comprises of three directors viz. Ms. Anu Aggarwal, Mr. Vinod Nambiar and Mr. Sanjay Purohit. The Committee is chaired by Ms. Anu Aggarwal, Independent Director. The Company Secretary acts as the Secretary to the Committee.

The Risk Management Committee has met two (2) times during the financial year 2025-26 on 23<sup>rd</sup> July 2025 and 6<sup>th</sup> February 2026. The composition of the Risk Management Committee and attendance details are prescribed as under:

Name of the Member	Designation	Category	Number of Meetings	
			Eligible	Attended
Ms. Anu Aggarwal	Committee Chairperson	Independent Director	2	2
Mr. Vinod Nambiar	Member	Non-Executive Nominee Director	2	1
Mr. Sanjay Purohit	Member	WTD & Group CEO	2	2

### Terms of Reference:

The terms of reference of Risk Management Committee are as follows:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;
2. To implement and monitor policies and/or processes for ensuring cyber security;
3. To frame, devise and monitor risk management plan and policy of the Company;
4. To review and recommend potential risk involved in any new business plans and processes;
5. To review the Company's risk-reward performance to align with the Company's overall policy objectives;
6. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
7. To monitor and review regular updates on business continuity;
8. To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
9. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

### Corporate Social Responsibility & Environmental, Social and Governance Committee ("CSR & ESG Committee")

The Company has a duly constituted CSR & ESG Committee, which is responsible for fulfilling the CSR & ESG objectives of the Company.

As on 31<sup>st</sup> March 2026, the Committee comprised of four Directors viz. Ms. Deepa Wadhwa, Mr. Sanjay Purohit, Mr. Sumeet Narang and Mr. Vinod Nambiar. The Committee is chaired by Ms. Deepa Wadhwa, Independent Director. The Company Secretary acts as the Secretary to the Committee.

The Committee has met once during the financial year 2025-26 on 7<sup>th</sup> May 2025. The composition of the Committee and attendance details is prescribed as under:

Name of the Member	Designation	Category	Number of Meetings	
			Eligible	Attended
Ms. Deepa Wadhwa	Committee Chairperson	Independent Director	1	1
Mr. Sanjay Purohit	Member	WTD & Group CEO	1	1
Mr. Vinod Nambiar	Member	Non-Executive Nominee Director	1	1
Mr. Sumeet Narang	Member	Non-Executive Nominee Director	1	1

#### Terms of Reference:

The terms of reference of CSR & ESG Committee are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- To review and recommend the amount of expenditure to be incurred on the activities referred to in (a);
- To monitor the Corporate Social Responsibility Policy of the Company and its implementation from time to time;
- To oversee development and implementation of activities/functions relating to ESG within the prescribed framework;
- To assist the Board in defining the ESG goals/objectives and to develop processes, systems, controls, policies relating thereto;
- To oversee the reporting and disclosure requirements relating to ESG;
- To do such other acts, deeds and things as may be required to comply with the applicable laws; and
- To perform such other activities as may be delegated by the Board or specified/ provided under the

Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

#### Operations Committee

The Operation Committee has been adequately constituted in accordance with the provisions of Companies Act, 2013 and Rules made thereunder. The Operations Committee was initially constituted for the sake of operational convenience while conducting day to day affairs of the Company. The Operations Committee was later re-constituted on 5<sup>th</sup> August 2021 with revised terms of reference.

As on 31<sup>st</sup> March 2026, the Operations Committee comprises of four Directors viz. Mr. Sanjay Purohit, Mr. Vinod Nambiar, Mr. Vijay Jain and Mr. Kabir Thakur. The Committee is chaired by Mr. Sanjay Purohit, Whole-time Director & Group CEO.

No meeting of the Operations Committee was held during the financial year 2025-26.

#### Terms of Reference:

The terms of reference of Operations Committee are as follows:

- Authorising Opening and Closing of all type of bank accounts;
- Authorising new signatories and/or change, removal of existing authorised signatories in relation to bank accounts;
- Availing borrowings from banks and financial institutions within the prescribed limits as set and delegated by the Board of Directors to the Committee, from time to time;
- Authorising executives of the Company for negotiation, finalising, execution and presenting for registration documents such as Leave and License, Lease Deeds, etc. for establishment, acquisition, operations and registration of business outlets, on behalf of the Company;
- Authorising executives of the Company to represent before government authorities, municipal corporations, civic or other regulatory bodies, judicial/quasi-judicial authorities, in any state in India for the purpose of acquiring permits, licences such as Shops and Establishment Registration Certificate, Labour Licences, Police NoC, Signage Licences, Food Safety Licences under FSSAI, Fire Licences, PCB Licences, etc. for operating and running the business in the brand style of "KFC" and "Pizzahut" in the respective states of India, from time to time;

(f) Authorising executives of the Company to appear for and on behalf of the Company and defend all proceedings initiated in the Court / Forum / Tribunal, etc.;

(g) In addition to the above responsibilities, the Committee will undertake such other duties as the Board of Directors delegates to it, from time to time.

#### Remuneration To Directors

##### Remuneration to Executive Directors

Mr. Sanjay Purohit, Group CEO is designated as the Whole-time Director and was re-appointed by the Board of Directors and Shareholders of the Company on 22<sup>nd</sup> July 2021 and 23<sup>rd</sup> July 2021, respectively, pursuant to the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of the Companies Act, 2013. The details of the remuneration paid to Mr. Sanjay Purohit, Whole-time Director & Group CEO, for the financial year 2025-26 are as under:

Sr. No.	Particulars of Remuneration	Amount in ₹
1.	Gross Salary	38,165,453.00
2.	Stock Options granted during FY2026 (Nos.)	-
3.	Sweat Equity (Nos.)	-
4.	Commission	-
5.	Others, please specify	-
<b>Total</b>		<b>38,165,453.00</b>

The Shareholders of the Company at their 15<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August 2024, pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, has approved the remuneration (including in the event of loss or inadequacy of profits in any financial year) to Mr. Sanjay Purohit, Whole-time Director & Group CEO, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act for the period of two years commencing from 1<sup>st</sup> April 2024.

Mr. Vijay Jain, Chief Financial Officer, is designated as the Executive Director and was appointed by the Board of Directors and Shareholders of the Company on 28<sup>th</sup> May 2025 and 8<sup>th</sup> August 2025, respectively, pursuant to the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of the Companies Act, 2013. The details of the remuneration paid to Mr. Vijay Jain, Executive Director & CFO, for the financial year 2025-26 are as under:

Sr. No.	Particulars of Remuneration	Amount in ₹
1.	Gross Salary	22,698,707.00
2.	Stock Options granted during FY2026 (Nos.)	45,000 stock options
3.	Sweat Equity (Nos.)	-
4.	Commission	-
5.	Others, please specify	-
<b>Total</b>		<b>22,698,707.00</b>

The Shareholders of the Company at their 16<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> August 2025, pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, has approved the remuneration (including in the event of loss or inadequacy of profits in any financial year) to Mr. Vijay Jain, Executive Director & CFO, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act for the period of three years commencing from 1<sup>st</sup> April 2025.

##### Remuneration to Non-Executive Directors

Your Board consists of Independent Directors who bring governance, transparency, independent and fair view on the Board of the Company. Independent Directors play a very crucial role in terms of bringing objectivity into the functioning of the Board and improving its effectiveness. Independent Directors devote their valuable time and offer their skills, expertise and experience to the Company. Hence, your Board is of the view that Independent Directors should be appropriately compensated, even in case of inadequacy of profits or losses.

The Shareholders of the Company at their 15<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August 2024, pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, has approved remuneration payable to the Independent Directors viz., Mr. Sunil Chandiramani and Ms. Deepa Wadhwa, not exceeding and within the limits of ₹ 40 Lakhs (excluding applicable taxes), as may be decided by the Board of Directors, from time to time, for a period of 3 years commencing from 1<sup>st</sup> April, 2024.

In view of the aforesaid, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, had considered to pay remuneration of ₹ 20 Lakhs each to Mr. Sunil Chandiramani, Chairman and Independent Director and Ms. Deepa Wadhwa for the financial year 2025-26. Ms. Anu Aggarwal, however, has opted not to receive any remuneration from the Company.

Further, considering the time and efforts put in by Mr. Sunil Chandiramani, Chairman of the Board of Directors and Audit Committee, during deliberations at the board/audit meetings, the Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee, had approved payment of sitting fees of Rupees One Lakh and Rupees Twenty Five Thousand to Mr. Sunil Chandiramani for attending quarterly board meetings and audit committee meetings, respectively, in relation to the financial results (excluding any special meeting convened).

The Non-Executive Non-Independent Nominee Directors, representing promoter shareholders on the Board of the Company, are not paid any remuneration by the Company.

## Codes and Policies

### Code of Conduct for Directors and Senior Management Personnel's

The Company has formulated Code of Conduct Policy which applies to all employees including Senior Managerial Personnel and Directors of the Company. The Code of Conduct spelt out the behavior expected from the employees and directors in case of conflict of interest, protection of confidential information, among others.

All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for the financial year 2025-26. The declaration to this effect signed by Mr. Sanjay Purohit, Whole-time Director & Group CEO of the Company, is annexed to this report.

The said Code of Conduct is available on the Company website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Whistle Blower Policy

As required under Companies Act, 2013 and Rules made thereunder and Listing Regulations, the Company has established a vigil mechanism for its Directors, Employees, Vendors and Suppliers to report unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides a safeguard against victimization of employees or directors. In exceptional cases, there is direct access to the chairperson of Audit Committee to report concerns. None of the personnel of the Company has been denied access to the Audit Committee.

The said Whistle Blower Policy can be accessed from the Company website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Policy on Material Subsidiary

In accordance with the provisions of the Listing Regulations, the Company has formulated a policy on material subsidiary in order to determine the material subsidiary(ies) and to provide governance framework for such subsidiaries.

### Details of Material Subsidiary

Name of the Subsidiary	Gamma Pizzakraft Lanka (Pvt) Limited
Date of Incorporation	18 <sup>th</sup> August 1975
Country of Incorporation	Sri Lanka
Name of Statutory Auditors	Deloitte Associates
Date of Appointment of Statutory Auditors	20 <sup>th</sup> August 2025

The policy for material subsidiaries has been placed on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Nomination and Remuneration Policy

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Board of Directors have formulated and adopted Nomination and Remuneration Policy for the Company, covering Board Diversity, Succession Planning, Formulating criteria for Performance Evaluation, inter-alia.

The Nomination and Remuneration Policy is available on the Company website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('UPSI') with a view to facilitate prompt, uniform and universal dissemination of UPSI. The Code also includes a Policy for determination of 'legitimate purpose'. The Company has also adopted policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information.

The said code is available on the Company website at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Policy on Related Party Transactions

The Company has not entered into any materially significant transactions with the related parties viz promoters, directors, their relatives or the management, subsidiaries etc. that may have potential conflict with the interests of the Company at large.

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, your company has formulated a policy on Related Party Transactions for the purpose of identification and monitoring of such transactions, which is available on the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

Please refer to the Directors' Report for detailed information on Related Party Transactions.

### Policy on Dividend Distribution

The Board of Directors at their meeting held on 17<sup>th</sup> May 2022 had adopted Dividend Distribution Policy based on the parameters as specified under the Listing Regulations. The Policy can be accessed from the website of the Company at <https://www.sapphirefoods.in/investors-relation/corporate-governance>.

### Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), your Company has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace. All employees (permanent, contractual, temporary, trainees) including at stores level, are covered under this policy.

As per the rules made under the POSH Act, the Company has constituted an Internal Complaints Committee (ICC) to redress the complaints received pertaining to sexual harassment at workplace. The Committee meets, as and when required, to discuss various cases received and to address the same uniformly across the organisation.

### Particulars of senior management and changes therein since the close of the previous financial year

The Company in accordance with the provisions of the Companies Act and Listing Regulations, has identified category of Senior Management Personnel(s). The details of such Senior Management Personnel(s) as on 31<sup>st</sup> March 2026, are as under:

Sr No.	Name of Senior Management Personnel ("SMP")	Designation	Changes if any, since the previous financial year (Yes / No)	Nature of change and effective date
1.	Mr. Sanjay Purohit	Whole Time Director & Group CEO	No	-
2.	Mr. Deepak Taluja	Chief Executive Officer - KFC	No	-
3.	Mr. Vikrant Vohra	Chief Executive Officer - Pizza Hut	No	-
4.	Mr. Vijay Jain	Executive Director & CFO	Yes	Appointed as Executive Director effective from 28 <sup>th</sup> May 2025
5.	Ms. Priya Adishesan	Chief People Officer	No	-
6.	Ms. Nandita Bapat	Chief Development Officer	No	-
7.	Mr. Amar Patel <sup>#</sup>	Chief Technology Officer	Yes	-
8.	Mr. Niraj Patil	Head - Legal	No	-
9.	Mr. Puneet Bhatia <sup>*</sup>	Head - Business Development	Yes	-
10.	Mr. Ashu Khanna	Head - Supply Chain Management	No	-
11.	Mr. Sachin Dudam	Company Secretary & Compliance Officer	No	-

\* resigned and ceased to be senior management personnel w.e.f. 2<sup>nd</sup> June 2025

# resigned and ceased to be senior management personnel w.e.f. 1<sup>st</sup> June 2026

### General Body Meetings

The details of shareholders meetings (Extra-Ordinary General Meeting/ Annual General Meeting) held by the Company during previous three financial years are as under:

Financial Year	Date of EGM/ AGM	Time of Meeting	Special Resolutions passed in the meeting	Location of the Meeting
2025-26	8 <sup>th</sup> August 2025	11.30. A.M.	1. To appoint Mr. Vijay Jain (DIN 11129200) as Executive Director and Chief Financial Officer and approval of terms and conditions including remuneration payable to Mr. Vijay Jain.	Through Video Conferencing (VC) or other audio visual means (OVAM)
2024-25	9 <sup>th</sup> August 2024	11.30. A.M.	1. Payment of remuneration to Mr. Sanjay Purohit (DIN: 00117676), Whole-Time Director & Group CEO for FY25 and FY26. 2. Approval for payment of remuneration to Non-Executive / Independent Directors of the Company. 3. Payment of Remuneration to Mr. Sunil Chandiramani (DIN:00524035), Chairman and Independent Director of the Company. 4. Payment of Remuneration to Ms. Deepa Wadhwa (DIN: 07862942), Independent Director of the Company	Through Video Conferencing (VC) or other audio visual means (OVAM)
2023-24	11 <sup>th</sup> August 2023	11.30. A.M.	-	Through Video Conferencing (VC) or other audio visual means (OVAM)

The details of the complaints received during the financial year 2025-26 are as follows:

Particulars	No. of Complaints
Complaints pending as on start of the financial year i.e. 1 <sup>st</sup> April 2025	1
Complaints received during the financial year under review	3
Complaints disposed off during the financial year under review	3
Complaints pending as on end of the financial year i.e. 31 <sup>st</sup> March 2026	1

An update on the aforesaid complaints received and disposed are placed at the meetings of the Audit Committee during quarterly intervals.

## Postal Ballot

During the period under review, the company sought members approval by way of Postal Ballot, the details of which are as under:

Date of Notice	Date of Passing the Resolution	Particulars of Resolution	Type of Resolution	Total Votes Polled	Votes in Favour (No. & %)	Votes Against (No. & %)
1 <sup>st</sup> January 2026	8 <sup>th</sup> February 2026	Shifting of Registered Office of the Company from the 'State of Maharashtra' to the 'State of Haryana' and Consequential amendment in Clause II of the Memorandum of Association of the Company	Special Resolution	27,41,72,443	27,41,69,611 (99.999%)	2,832 (0.001%)
6 <sup>th</sup> February 2026	26 <sup>th</sup> March 2026	Appointment of Mr. Kushal Agarwal (DIN: 11528795) as Non-Executive Nominee Director of the Company	Ordinary Resolution	27,52,94,713	27,41,44,486 (99.5822%)	11,50,227 (0.4178%)

## Procedure for Postal Ballot

The Postal Ballots were conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders were provided the facility to vote through e-voting only. The postal ballot notices were sent to shareholders as per the permitted mode wherever applicable. The Company published notices in the newspapers in accordance with the requirements under the Companies Act, 2013 and Listing Regulations.

According to Regulation 44 of the Listing Regulations, the Company had provided the facility of remote e-voting to its members to obtain their approvals. According to relevant MCA circulars the Postal Ballot Notice was sent only by email to all the shareholders who had registered their email addresses with the Company or depository(ies) / depository participants.

Mr. Alwyn D'Souza (Membership No. FCS 5559) of Alwyn D'Souza & Co., Practicing Company Secretaries, was appointed as Scrutiniser for conducting the postal ballot/e-voting process in a fair and transparent manner. Shareholders holding equity shares as on the cut-off dates respectively had cast their votes through e-voting during the voting period fixed for this purpose. The scrutiniser then submitted his report to the Chairman/Company Secretary and the results of the remote e-voting in respect of the said resolutions were filed with the BSE Limited and National Stock Exchange of India Limited (hereinafter

together referred to as "Stock Exchanges") and displayed on the company's website ([www.sapphirefoods.in](http://www.sapphirefoods.in)).

Further as on the date of this report, no special resolutions are proposed to be conducted through postal ballot.

## Means of Communication

According to Listing Regulations, the Financial Results (Quarterly / Annually) along with Limited Review / Audit Report of the Company are submitted to Stock Exchanges and are published in English and Marathi language newspaper. The Company's website contains separate section for "Investor Relations" which contains comprehensive information involving interest of stakeholders such as Annual Reports and Financial Statements, Presentations made to Investors and Analysts, etc.

The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with National Stock Exchange of India Limited through NEAPS and with BSE Limited through BSE Listing Portal. The Shareholding Pattern are also displayed on the Company's website under the "Investor Relations" section.

To serve the investors better and as required under Listing regulations, the designated e-mail address for investors complaints is [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in).

The financial results of the Company are displayed on the Company's website at <https://www.sapphirefoods.in/investors-relation/financials>.

## General Shareholder Information

Corporate Identification Number	L55204MH2009PLC197005
Registered Office Address	702, A Wing, Prism Tower, Mindspace, Link Road, Goregaon (West), Mumbai- 400062 Telephone No.: 022- 67522300
Plant Locations	The Company operates Restaurant Outlets of KFC, Pizza Hut and Taco Bell in India and Sri Lanka.
Listing on Stock Exchanges & Stock Code / Symbol	The Equity shares of the Company are listed on the following recognized stock exchanges. The Company has paid annual listing fees for the financial year 2026-27 to each of these stock exchanges.  BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Scrip Code – 543397  National Stock Exchange of India Limited, Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Symbol – SAPPHIRE
ISIN Number	INE806T01020
Day, Date, Time of the Annual General Meeting	Tuesday, 21 <sup>st</sup> July 2026 at 5:00 p.m.
Financial Year	The Company follows the Financial Year starting from 1 <sup>st</sup> April to 31 <sup>st</sup> March.
Day and Date of Book Closure	Not Applicable
Dividend Payment	Not Applicable
Ratings	Refer Directors' Report for Credit Rating
Registrar and Transfer Agents	MUFG Intime India Private Limited C – 101, 247 Park, 1 <sup>st</sup> Floor, LBS Marg, Vikhroli (West), Mumbai – 400 083 Telephone No.: +91 22 49186000 Fax No.: +91 22 49186060 Email ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>
Share Transfer System	The Registrar and Share Transfer Agents of the Company have complied with all the applicable procedural requirements with respect to transfer, transmission and transposition of securities.
Dematerialization of Shares	As on 31 <sup>st</sup> March 2026, 100% of the equity share capital of the Company were held in dematerialized form.
Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity.	NIL
Commodity Price Risk or Foreign Exchange Risk and hedging activities	Refer notes annexed to the financial statements.
Address for Correspondence / Address for Compliance Officer	SAPPHIRE FOODS INDIA LIMITED Company Secretary & Compliance Officer 702, A Wing, Prism Tower, Mindspace, Link Road, Goregaon (West), Mumbai- 400062 Telephone No.: 022- 67522300 Email ID: <a href="mailto:investor@sapphirefoods.in">investor@sapphirefoods.in</a>  MUFG INTIME INDIA PRIVATE LIMITED C – 101, 247 Park, 1 <sup>st</sup> Floor, LBS Marg, Vikhroli (West), Mumbai – 400 083 Telephone No.: +91 22 49186000 Fax No.: +91 22 49186060 Email ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>

## Tentative Calendar of the Board Meetings for consideration of quarterly results for FY 2026-27

For the quarter ended 30 <sup>th</sup> June 2026	On or before 14 <sup>th</sup> August 2026
For the quarter and half year ended 30 <sup>th</sup> September 2026	On or before 14 <sup>th</sup> November 2026
For the quarter and nine months ended 31 <sup>st</sup> December 2026	On or before 14 <sup>th</sup> February 2027
For the quarter and year ended 31 <sup>st</sup> March 2027	On or before 30 <sup>th</sup> May 2027

**Shareholding Pattern \***

The shareholding pattern as on 31<sup>st</sup> March 2026, is as under:

Category	No. of Shares	No. of Holders	% of holding
<b>A. Promoter and Promoter Group</b>			
Promoter	8,37,78,225	2	26.07
Promoter Group	-	-	-
<b>B. Public</b>			
Resident Individuals	1,49,91,571	54,159	4.66
HUF	3,63,182	911	0.11
Alternate Investment Funds	84,11,278	10	2.62
Mutual Funds	1,00,70,0081	22	31.33
Foreign Portfolio Investors	9,31,51,288	118	28.98
Clearing Members	6,71,502	21	0.21
NBFC	1,110	1	0.00
Non-Resident Individuals	6,29,626	1,151	0.20
Directors	15,97,000	1	0.50
Bodies Corporates	55,21,196	230	1.72
Trusts	288	1	0.00
Insurance Companies	1,13,84,573	4	3.54
Others	1,81,985	37	0.06
<b>Total</b>	<b>32,13,82,905</b>	<b>56,668</b>	<b>100.00</b>

\* PAN based

**DISTRIBUTION OF SHAREHOLDING\*:**

The distribution of shareholding as on 31<sup>st</sup> March 2026, is as under:

No. of shares	No. of Shareholders	% of Shareholders	No. of shares	% of Shares
1-500	53,920	93.9897	40,11,620	1.2482
501-1000	1,408	2.4543	10,59,025	0.3295
1001-2000	919	1.6019	13,37,942	0.4163
2001-3000	285	0.4968	7,24,697	0.2255
3001-4000	172	0.2998	5,91,966	0.1842
4001-5000	109	0.1900	5,02,581	0.1564
5001-10000	186	0.3242	13,23,004	0.4117
10001-99999999	369	0.6432	31,18,32,070	97.0282
<b>TOTAL</b>	<b>57,368</b>	<b>100.00</b>	<b>32,13,82,905</b>	<b>100.00</b>

\* Non-PAN based

**Details of Non-Compliance, Penalties, Strictures imposed on any matter related to Capital Markets, during the last three years**

The Company continues to comply with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the Capital market. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the capital market during the last three years.

**Unpaid / Unclaimed Dividends**

As on 31<sup>st</sup> March 2026, no unpaid and unclaimed dividend is lying with the Company.

**Fees paid to Statutory Auditors**

Please refer to the Notes to accounts for the total fees paid by the Company to the Statutory Auditors for the financial year 2025-26.

**Directors and Officers Insurance**

In line with the requirements of the Listing Regulations, the Company has in place a Directors and Officers Insurance Policy ('D&O') for all its Directors (including Independent Directors) and Members of the Senior Management.

**Disclosure of Non-Acceptance of any recommendation of any Committee by the Board in the FY 2025-26 and its reason**

There was no such instance during FY 2025-26 when the Board had not accepted any recommendation of any Committee of the Board.

**Compliance with Mandatory Requirements of Listing Regulations & Adoption of Non-Mandatory Requirements of the Listing Regulations**

The Company is in compliance with applicable mandatory corporate governance requirements of the Listing Regulations. In addition, the Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of Listing Regulations, to the extent applicable.

**Agreements subsisting as at the date of the notification of clause 5A of part A of para A of Schedule III, of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015**

The Company had received disclosures from its promoters/promoter group entities, disclosing the details of such subsisting agreements under the Clause 5/5A to Para A of Part A of Schedule III of Listing Regulations. The said disclosures received from the promoter/promoter group entities can be accessed from the website of the Company at <https://www.sapphirefoods.in/investors-relation/updates>.

**Chief Executive Officer and Chief Financial Officer Certification**

Mr. Sanjay Purohit, Whole Time Director & Group CEO and Mr. Vijay Jain, Executive Director & CFO of the Company

have certified to the Board in terms of Regulation 17(8) of Listing Regulation. The said certificate is enclosed herewith and forms part of this report.

**Certificate under Regulation 34(3) of Listing Regulations**

The Certificate pursuant to Regulation 34(3) of Listing Regulation has been obtained from, M/s. Alwyn Jay & Co., Practicing Company Secretaries, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed and continuing as a Director of a Company by SEBI, MCA, or such other Statutory Authorities. The said certificate is annexed to this report.

**Compliance Certificate for the Corporate Governance**

The Company has obtained a certificate affirming the Compliances of conditions of Corporate Governance from M/s. Alwyn Jay & Co., Practicing Company Secretaries, and the certificate forms part of this report.

**Compliance with the Code of Conduct for Board of Directors & Senior Management Personnel**

I confirm that all the Directors and members of the Senior Management have affirmed the compliance with Code of Conduct for the Board of Directors and Senior Management Personnel.

Sd/-  
**Sanjay Purohit**  
Whole-time Director & Group CEO

Place: Mumbai  
Date: 28<sup>th</sup> April 2026

**COMPLIANCE CERTIFICATE**

(As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors  
**Sapphire Foods India Limited**  
702, Prism Tower, A Wing, Mindspace,  
Link Road, Goregaon (W), Mumbai 400062

We, Sanjay Purohit, Whole-time Director & Group CEO and Vijay Jain, Executive Director & CFO of **Sapphire Foods India Limited** ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement of the Company for the quarter and year ended 31<sup>st</sup> March 2026 and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
- 1) That there are no significant changes in internal control over financial reporting during the year;
  - 2) That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For Sapphire Foods India Limited**

**Sanjay Purohit**  
Whole Time Director & Group CEO  
DIN: 00117676

Date: 28<sup>th</sup> April 2026  
Place: Mumbai

**For Sapphire Foods India Limited**

**Vijay Jain**  
Executive Director & CFO  
DIN: 11129200

**CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members of  
**Sapphire Foods India Limited,**

1. We have examined the compliances of the conditions of Corporate Governance by **Sapphire Foods India Limited** ("the Company") for the financial year ended **31<sup>st</sup> March, 2026**, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ('Listing Regulations').
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Mumbai  
Date : 28<sup>th</sup> April 2026

**Alwyn Jay & Co.**  
Company Secretaries

**Office Address**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

Sd/-  
**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No.5137]  
[UDIN : F005559H000220180]

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) read with sub-clause (10)(i) of Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**Sapphire Foods India Limited**  
702, Prism Tower, A Wing, Mindspace,  
Link Road, Goregaon (West),  
Mumbai - 400062

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sapphire Foods India Limited** having **CIN L55204MH2009PLC197005** and having registered office at 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai – 400062 (hereinafter referred to as **the Company**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment
1	Sanjay Purohit	00117676	Whole-time Director & Group CEO	31/08/2016
2	Sumeet Subhash Narang	01874599	Non-Executive Nominee Director	22/07/2021
3	Kabir Kishin Thakur	08422362	Non-Executive Nominee Director	05/08/2021
4	Vijay Lalchand Jain	11129200	Executive Director & CFO	28/05/2025
5	Vikram Ranjan Agarwal*	03038370	Non-Executive Nominee Director	22/07/2021
6	Sunil Rewachand Chandiramani	00524035	Independent Director	05/08/2021
7	Anu Ram Aggarwal	07301689	Independent Director	05/08/2021
8	Deepa Gopalan Wadhwa	07862942	Independent Director	05/08/2021
9	Vinod Nambiar	07290613	Non-Executive Nominee Director	10/01/2022
10	Rohitt Mutthoo*	10386059	Non-Executive Nominee Director	28/10/2024
11	Kushal Agarwal	11528795	Non-Executive Nominee Director	06/02/2026

\* Mr. Vikram Ranjan Agarwal and Mr. Rohitt Mutthoo ceased to be Non-Executive Nominee Directors of the Company w.e.f. 28/05/2025 and 17/10/2025 respectively.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 28<sup>th</sup> April 2026

**Alwyn Jay & Co.**  
Company Secretaries

Sd/-  
**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No.5137]  
[UDIN : F005559H000220158]

**Office Address**

Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**BUSINESS RESPONSIBILITY & SUSTAINABILITY  
REPORTING (BRSR)**

We, Sapphire Foods India Limited ('SFIL' or the 'Company'), are pleased to present our fifth Business Responsibility and Sustainability Report (BRSR) for FY 2025-26. This Report has been prepared in accordance with Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The disclosure also aligns with applicable SEBI circulars, including SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 on Industry Standards for reporting of BRSR Core, as applicable. This Report sets out our ESG performance, key impacts and progress, in line with the Nine Principles of the National Guidelines on Responsible Business Conduct (NGRBC) and

reflects our commitment to responsible and sustainable business practices.

In our fifth Business Responsibility and Sustainability Report (BRSR), we outline our progress with our commitment to building a more sustainable business that supports responsible growth and creates long-term value for stakeholders. Through continuous engagement with our stakeholders and partners, we are advancing our sustainability priorities and tracking progress through transparent and consistent disclosures. By aligning our actions with stakeholder expectations, we aim to strengthen trust, reinforce investor confidence, and enable resilient, sustainable growth.

**SECTION A: GENERAL DISCLOSURES****I. Details of the listed entity**

1. Corporate Identity Number (CIN) of the Listed Entity	L55204MH2009PLC197005
2. Name of the Listed Entity	Sapphire Foods India Limited (SFIL)
3. Year of incorporation	2009
4. Registered office address	702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai, MH 400062, India
5. Corporate address	702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai, MH 400062, India
6. E-mail	<a href="mailto:info@sapphirefoods.in">info@sapphirefoods.in</a>
7. Telephone	022-67522300
8. Website	<a href="http://www.sapphirefoods.in">www.sapphirefoods.in</a>
9. Financial year for which reporting is being done	1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
10. Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
11. Paid-up Capital	INR 64,27,65,810
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Balkrishna Chaturvedi 022-67522300 <a href="mailto:sustainability.officer@sapphirefoods.in">sustainability.officer@sapphirefoods.in</a>
13. Reporting boundary	The Disclosures made in this report are on a standalone basis. Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).
14. Name of assessment or assurance provider	Bureau Veritas India Private Limited
15. Name of assessment or assurance provider	Limited Assurance

**II. Products/Services****16. Details of business activities (accounting for 90% of the turnover):**

S. no.	Description of Main Activity	Description of Business Activity	% of turnover of the entity
1.	Quick Service Restaurant (QSR)	Sapphire Foods India Limited (SFIL) is one of YUM! Brands' largest franchise partners in India and, as of 31 <sup>st</sup> March, 2026, operates <b>916</b> KFC and Pizza Hut restaurant outlets across the country.	100

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	KFC – Chicken, Burgers, and Beverages	Division 56 – Food and Beverage service activities	68
2.	Pizza Hut – Pizza, Pasta, and Beverages	Division 56 – Food and Beverage service activities	32

**III. Operations****18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
<b>National</b>	916 restaurants, 8 warehouses#	1 Corporate Office, 5 Restaurants Support Centres	930 locations
<b>International*</b>	136 (Sri Lanka), 2 warehouses#	1 Corporate Office	139 locations

\*Operated by subsidiaries # warehouses cater to the inventory requirements of the restaurant

**19. Markets Served by the Entity****a. Number of locations**

Locations	Number
National (No. of States)	KFC - 10 states; Pizza Hut – 11 states
International (No. of Countries)	1*

\*Operated by subsidiaries

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

Nil

**c. A brief on types of customers**

Sapphire Foods runs and operates restaurants in the name & style of KFC & Pizza Hut serving customers through dine-in, takeaway, and digital ordering channels (including delivery). Our customer base spans a wide spectrum which includes families, students, young professionals, office-goers and value-conscious consumers, wherein each seeks convenience, consistent taste, and dependable quality. Across occasions such as quick meals, group gatherings, celebrations and on-the-go snacking, we offer a broad, all-day menu designed to deliver great taste, food safety, and strong value. We also cater to digitally native customers who prefer seamless ordering, customised choices, and timely delivery, while ensuring an equally reliable experience for walk-in and takeaway guests.

**IV. Employees****20. Details as at the end of the Financial Year:****a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	13,817	8,583	62	5,234	38
2.	Other than Permanent (E)	6	3	50	3	50
3.	<b>Total employees (D + E)</b>	13,823	8,586	62	5,237	38
<b>WORKERS*</b>						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	<b>Total workers (F + G)</b>	-	-	-	-	-

\*All employees of SFIL are categorised as permanent employees. SFIL does not employ any workers; accordingly, worker related KPIs are nil and the same have not been included in any of the prescribed tables in the BRSR.

**b. Differently abled Employees and workers**

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	78	71	91	7	9
2.	Other than Permanent (E)	-	-	-	-	-
3.	<b>Total differently abled employees (D + E)</b>	78	71	91	7	9
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	<b>Total differently abled workers (F + G)</b>	-	-	-	-	-

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	2	22
Key Management Personnel	1	-	-

**22. Turnover rate for permanent employees and workers**

	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)			FY 2023-24 (Year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	108%	87%	100%	92%	71%	85%	87%	71%	82%
Permanent Workers	-	-	-	-	-	-	-	-	-

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****23. Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Gamma Pizzakraft Lanka (Private) Limited	Direct Subsidiary	100	
2.	French Restaurants Private Limited	Direct Subsidiary	100	No
3.	Gamma Island Food Private Limited	Direct Subsidiary	75	

**VI. CSR Details:**

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes  
(ii) Turnover (in ₹) – 26,245.42 (in millions)  
(iii) Net worth (in ₹) – 12,303.81 (in millions)

**VII. Transparency and Disclosures Compliances:****25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

To improve stakeholder engagement, we have put in place multiple channels for reporting grievances, backed by clear policies and defined processes. This helps ensure that stakeholders can raise concerns easily and supports open, transparent communication. We regularly engage with stakeholders to better understand their concerns and evaluate how these may affect our operations. We also have a structured grievance review mechanism to track progress, monitor closure, and ensure issues are resolved within the prescribed timelines.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	-	-		-	-	-
Investors (Other than Shareholders)	Yes	-	-		2	-	-
Shareholders	Yes	-	-		-	-	-
Employees and Workers	Yes	3	2	This has been closed subsequently	5	1	This has been closed subsequently
Customers	Yes	49,180	-		119,461	-	-
Value Chain Partners	Yes	-	-		-	-	-
Others (Please specify)	-	-	-		-	-	-

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

We have implemented a structured materiality assessment process to identify the most significant material topics across environmental, social and governance (ESG) areas. Material issues were determined by evaluating the key risks and impacts relevant to our business, along with their importance to stakeholders, including customers, suppliers, business partners, employees, investors and regulators. This assessment helped us identify the risks and opportunities that may influence our long-term strategy and decision-making. We review and refresh the material topics annually to ensure they remain relevant to our business context and aligned with stakeholder expectations.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Food Safety	R	Any lapse in food safety, particularly incidents involving foodborne illness, can materially affect customer confidence and damage brand reputation. Such reputational impact may persist even after corrective action is taken.	We follow YUM! global quality standards and FSSAI requirements, supported by regular food safety and quality training across our restaurants. Restaurant General Managers are FoSTaC certified. Our suppliers are required to meet YUM! food safety and quality standards and maintain certifications such as GFSI and SEDEX. Periodic food safety audits are conducted in line with GFSI requirements. We also promote responsible marketing practices to ensure that customer communications, product information, and promotional claims are clear, appropriate, and aligned with regulatory requirements.	<b>Negative</b> Non-compliance may lead to regulatory action, legal costs, penalties, settlements, and loss of customer trust, with a consequent impact on brand value and revenues.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Responsible Supply Chain	R	We rely on a broad supplier base for ingredients and products. Any disruption, quality inconsistency, or non-compliance within the supply chain may affect food safety, operational continuity, and brand reputation.	The Company works closely with distributors and suppliers to ensure compliance with prescribed food safety standards, supplier code of conduct, and applicable laws. Supplier compliance is assessed during onboarding, and a significant proportion of suppliers are GFSI and SEDEX certified, reflecting a focus on ethical sourcing, labour practices, and sustainability. Ongoing monitoring supports consistency and reliability.	<b>Negative</b> Supply chain disruptions may affect product availability, increase production costs, delay operations, and adversely impact sales and profitability.
3	Human Capital Development	R & O	Employee upskilling, engagement, and retention are critical to operational consistency and service quality. Inadequate capability development may impact performance, while continued investment in people strengthens productivity and reduces attrition.	We have adopted people-focused policies aligned with industry practices to support employee growth and well-being. Recognising that many frontline employees come from economically disadvantaged backgrounds with limited access to higher education, we have established a lifelong learning framework to build skills in areas such as operational excellence and customer centricity.	<b>Positive</b> A skilled and engaged workforce supports productivity, service quality, and operational efficiency. <b>Negative</b> Skill gaps or high attrition may increase recruitment, training, and onboarding costs.
4	Employee Engagement and Satisfaction	R & O	Employee engagement and satisfaction are key indicators of workforce stability. Lower engagement levels may lead to higher attrition and reduced productivity, while strong engagement supports organisational performance.	We engage with employees through multiple platforms and programmes, including Sapphire Foods Speak, OHS initiatives, employee surveys, and focus group discussions, to gather feedback and improve the employee experience.	<b>Positive</b> Higher engagement can improve productivity, service quality and retention. <b>Negative</b> Low engagement may result in increased attrition and associated costs.
5	Diversity and Inclusion (Diversity & Equal Opportunity)	O	A diverse and inclusive workforce strengthens organisational capability, enhances innovation, improves decision-making, and supports long-term business performance.	We value diversity as a core element of our culture and are committed to equal opportunity for all employees. We continue to strengthen our gender diversity, including in leadership roles, to benefit from broader perspectives and build a more inclusive workplace.	<b>Positive</b> Stronger diversity and inclusion can improve performance, enhance innovation, support a balanced workplace culture, and strengthen employer and brand reputation.
6	Employee health and safety	R	Weak safety practices and insufficient workplace safeguards can result in serious incidents, regulatory non-compliance, reputational harm, and reduced employee confidence.	We prioritise employee physical and mental well-being through workplace safety programmes and well-being initiatives. Regular health and safety training is conducted to maintain a safe and supportive working environment.	<b>Negative</b> Inadequate safety controls may result in injuries, loss of life, regulatory penalties, compensation costs, operational disruptions and reputational damage.
7	Water Management	R & O	Restaurant operations are water-dependent, and outlets located in water-stressed regions may face usage restrictions, supply disruptions or higher water costs.	We focus on improving water efficiency through reduced consumption, monitoring, and water recycling practices to optimise use and enhance operational resilience.	<b>Positive</b> Better water management can reduce operating costs and improve resilience. <b>Negative</b> Inefficient water use may disrupt operations and increase procurement costs.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Energy Conservation	R & O	Dependence on conventional energy sources contributes to environmental challenges and exposes the business to energy cost volatility and evolving regulatory expectations.	We are proactively managing energy consumption through the introduction of efficiency measures and increased use of renewable energy sources. Our restaurants are supported by Energy Management Systems (EMS) to monitor consumption and improve energy performance.	<b>Positive</b> Improved energy efficiency and a higher renewable energy mix can reduce GHG emissions, lower operating costs, and deliver environmental benefits. <b>Negative</b> Energy price fluctuations and evolving environmental regulations may increase operating costs and impact margins.
9	Waste Management	O	Inefficient waste management may increase environmental impact and regulatory risk, while effective waste practices support resource efficiency and operational discipline.	We ensure that waste generated from operations, including food waste, used cooking oil, and packaging waste, is handled and disposed of in compliance with applicable local regulations, with a focus on reduction and responsible disposal.	<b>Positive</b> Better waste management supports resource efficiency, reduces waste generation and may lower disposal-related costs over time. <b>Negative</b> Non-compliance may result in penalties and increased waste handling costs.
10	Sustainable Packaging	R& O	Growing regulatory focus and customer preference for environmentally responsible packaging require a transition towards sustainable alternatives.	We are transitioning to sustainable customer-facing packaging by using paper-based and recyclable materials. We have eliminated single-use plastics from consumer packaging and adopted alternatives such as paper straws and wooden cutlery.	<b>Positive</b> Use of recyclable materials can reduce waste and carbon footprint, while enhancing brand perception and customer trust. <b>Negative</b> Higher cost of sustainable materials may impact margins.
11	Data Privacy and Cyber Security	R	The business depends on increasingly complex IT systems, including internet- and cloud-based platforms, and third-party integrations, increasing exposure to cybersecurity and data privacy risks.	We have defined policies and procedures for data collection and processing in compliance with applicable laws and regulations. Cybersecurity controls are managed by an established IT team and include technical safeguards such as encryption, firewalls, and intrusion detection systems to prevent unauthorised access and cyber threats.	<b>Negative</b> Data breaches or cyber incidents may lead to business disruptions, regulatory penalties, legal costs, reputational harm, and customer attrition.
12	Business Ethics and Governance	R	In a highly regulated and closely scrutinised environment, any lapse in ethical conduct or governance may result in regulatory action, reputational damage, and loss of stakeholder trust.	We maintain governance and ethics standards through a code of conduct and defined policies for employees and vendors, a structured compliance framework, and whistle-blower mechanisms that enable reporting without fear of retaliation.	<b>Negative:</b> Ethical or governance failures may result in investigations, litigation, fines, regulatory scrutiny, reputational damage, and adverse effects on business performance.
13	Economic Performance	O	Sustainable wealth creation for shareholders, while expanding into new markets and creating value for broader stakeholders, is central to long-term business success.	We focus on disciplined cost management, operational efficiency, and strategic expansion to deliver sustainable long-term value for stakeholders.	<b>Positive</b> Sustained economic performance supports growth, profitability, and stakeholder confidence. <b>Negative</b> Cost inflation and demand variability may impact margins and profitability.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

PRINCIPLE 1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable
PRINCIPLE 2	Businesses should provide goods and services in a manner that is sustainable and safe.
PRINCIPLE 3	Businesses should respect and promote the well-being of all employees, including those in their value chains
PRINCIPLE 4	Businesses should respect the interests of and be responsive to all its stakeholders
PRINCIPLE 5	Businesses should respect and promote human rights.
PRINCIPLE 6	Businesses should respect and make efforts to protect and restore the environment.
PRINCIPLE 7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
PRINCIPLE 8	Businesses should promote inclusive growth and equitable development.
PRINCIPLE 9	Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	<a href="#">Corporate Governance Policies</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, Please refer to our <a href="#">Supplier Code of Conduct for details</a>								
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) mapped to each principle.	Our sustainability policies are aligned with the National Guidelines on Responsible Business Conduct (NGRBC) guidelines and principles as mentioned below: P1: <a href="#">Code of Conduct</a> P2: <a href="#">Supplier Code of Conduct</a> P3: <a href="#">Code of Conduct</a> , <a href="#">Human Right Policy</a> and <a href="#">Diversity and Inclusion Policy</a> P4: <a href="#">ESG Policy</a> P5: <a href="#">Human Right Policy</a> and <a href="#">Diversity and Inclusion Policy</a> P6: <a href="#">OHS Policy</a> , <a href="#">Environment Policy</a> and <a href="#">ESG Policy</a> P7: <a href="#">Code of Conduct</a> and <a href="#">Anti-Bribery &amp; Corruption Policy</a> P8: <a href="#">CSR policy</a> P9: <a href="#">Privacy Policy</a>								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<p>5. <b>Specific commitments, goals and targets set by the entity with defined timelines, if any.</b></p> <p>Prioritising ESG is integral to our business strategy and long-term value creation. They support operational resilience, sustainable growth, and stakeholder trust. Our sustainability agenda focuses on the issues most material to our business and stakeholders, including food safety, ethics and governance, human rights, diversity and inclusion, climate action, nature conservation, waste management, and health and well-being.</p> <p><b>Our key strategic priorities are:</b></p> <ol style="list-style-type: none"> <li><b>Sustainable Packaging:</b> Reducing plastic use and increasing recyclable packaging across operations.</li> <li><b>Responsible Supply Chain:</b> Strengthening responsible sourcing, supplier certification, and traceability across the supply chain.</li> <li><b>Food Safety:</b> Creating positive stakeholder impact through YUM! programs and food safety capability building.</li> <li><b>Water Management:</b> Enhancing water stewardship through reduced consumption and responsible wastewater management.</li> <li><b>Energy Conservation:</b> Supporting India's Net Zero 2070 ambition through improved emissions efficiency and decarbonization initiatives.</li> <li><b>Business Ethics and Governance:</b> Upholding strong governance through ethical business practices and robust risk management.</li> <li><b>Diversity and Inclusion:</b> Fostering an inclusive workplace and improving representation across the workforce and management.</li> </ol>									
<p>6. <b>Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.</b></p> <p>We have established an efficient governance framework to monitor progress against our sustainability commitments. Oversight of the ESG agenda is led by the CSR &amp; ESG Committee, which reviews Sapphire Foods' ESG strategy, policies, initiatives, commitments, and monitors implementation. The leadership team provides quarterly updates to the Group CEO and undertakes corrective actions, where required.</p> <p>Current performance against our ESG priorities includes:</p> <ol style="list-style-type: none"> <li><b>Sustainable Packaging:</b> Achieved <b>100% eco-friendly packaging</b> across operations.</li> <li><b>Responsible Supply Chain:</b> <b>100%</b> of suppliers are <b>SEDEX members</b>, approximately <b>100%</b> are <b>GFSI-certified</b>, and <b>over 92%</b> fresh produce sourcing is traceable.</li> <li><b>Food Safety:</b> <b>100%</b> of restaurants have <b>FoSTaC-certified Restaurant General Managers</b>.</li> <li><b>Water Management:</b> <b>100%</b> of restaurants are equipped with <b>wastewater disposal systems</b>.</li> <li><b>Energy Conservation:</b> <b>EMS coverage</b> extends to <b>97% of KFC restaurants</b> and <b>100% of Pizza Hut restaurants</b>.</li> <li><b>Business Ethics and Governance:</b> Reported <b>zero stakeholder complaints</b> related to unfair trade practices, irresponsible advertising, or anti-competitive conduct.</li> <li><b>Diversity and Inclusion:</b> Women represent <b>38% of the total workforce</b> and <b>28% of management positions</b>.</li> </ol> <p><i>For further details on our sustainability commitments and performance, please refer to our ESG Report.</i></p>									
<b>Governance, leadership, and oversight</b>									
7. <b>Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure) -</b>									
8. <b>Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies</b>	<b>Executive implementation and oversight:</b> Under the overall supervision of the Board of Directors and our Committees, Mr. Sanjay Purohit, Whole-time Director and Group Chief Executive Officer (DIN: 00117676), is the senior-most executive responsible for the implementation and oversight of the Company's Business Responsibility policies.								
9. <b>Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	The CSR & ESG Committee is responsible for deliberation and decision-making on sustainability-related matters. Further details on the Board of Directors and the composition of all the Board Committees are available on our website: <a href="https://www.sapphirefoods.in/investors-relation/corporate-governance">https://www.sapphirefoods.in/investors-relation/corporate-governance</a>								

## 10. Details of Review of NGRBCs by the Company

Subject for review	Indicate whether the review was undertaken by Director / committee of the board / any other committee									Frequency (Annually / half-yearly / quarterly / any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action																		
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances																		

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency?	P1	P2	P3	P4	P5	P6	P7	P8	P9
No. However, the policies are periodically reviewed to ensure alignment with best practices and to assess potential risks. Additionally, compliance with these policies is internally evaluated by various department and business heads.									

## 12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									Not Applicable
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

**Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

SFIL fosters a values-driven culture anchored in ethics, employee well-being, and safety. Our Code of Conduct, along with established Ethics and Compliance programmes, provides a robust framework to uphold legal and ethical standards and prevent misconduct. We are committed to integrating ESG considerations into our business objectives and decision-making processes, and to conducting our operations with the highest standards of integrity. This includes promoting transparency, accountability, and respect for all stakeholders.



## Essential Indicators

## 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

[UN SDG: 16.3, 16.7]

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Code of Conduct, POSH, ESG	100
Key Managerial Personnel	1		100
Employees other than BoD and KMPs	1		100
Workers	Not Applicable		Not Applicable

## 2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil		Nil	Nil
Punishment	Nil	Nil		Nil	Nil

## 3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	Not Applicable

## 4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

[UN SDG: 16.5]

The Code of Conduct and Anti-Bribery and Corruption (ABC) Policy showcases our commitment towards ethical business practices through a strict zero-tolerance approach to bribery, corruption, and other unfair practices. The policy sets out clear expectations in relation to bribery, gifts, hospitality, entertainment, and similar risk areas, and guides our conduct in all business interactions with partners, customers, and public authorities. We recognize that engagements with public officials carry heightened compliance and reputational risks. Accordingly, we prohibit bribery in any form across all our operations and require the same standards of integrity in every transaction and engagement. The ABC Policy applies to all employees and directors of Sapphire Foods and is extended to suppliers and service providers through the Supplier Code of Conduct. To support effective implementation, we conduct periodic awareness and compliance training and maintain a robust grievance redressal and whistle-blower mechanism for reporting concerns or suspected violations. Further details are available in Sapphire Foods' ABC Policy, hosted on our website: <https://www.sapphirefoods.in/storage/app/media/ABC%20policy.pdf>

## 5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.

[UN SDG: 16.5]

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Directors	Nil	Nil
KMPs		
Employees		
Workers		

## 6. Details of complaints about conflict of interest:

[UN SDG: 16.6]

	FY 2025-26 (Current FY)		FY 2024-25 (Previous FY)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil		Nil	

## 7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

[UN SDG: 16.5]

Not Applicable

## 8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods / services procured) in the following format:

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Number of days of accounts payable*	44.72	43.73

(\*cost of goods or services procured includes purchases and other expenses)

## 9. Open-ness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances &amp; investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	Not Applicable
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Not Applicable	Not Applicable
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors		
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties / Total Sales)	Nil	Nil
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	8.04%	1.27%

## Leadership Indicators

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

The Supplier Code of Conduct is periodically reiterated across our suppliers. The Code sets out Sapphire Foods' expectations on legal and regulatory compliance, ethical business conduct, anti-bribery and conflict of interest, product quality and safety, health and safety, sustainability, human rights, whistleblower compliance, and reporting of violations.

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes, we have adopted a Code of Conduct for the Board of Directors that sets out clear principles for identifying, avoiding, and disclosing actual or potential conflicts of interest involving Sapphire Foods. Annual affirmations are obtained from the Board of Directors and Senior Management confirming compliance with the Code, and any changes in declarations are reported as and when they arise, enabling appropriate review and action. The Code of Conduct is available on the Company's website. <https://www.sapphirefoods.in/storage/app/media/Code%20of%20Conduct.pdf>

**Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.**

Sustainability is central to our operations and integrated across our processes. As we strive to be the best restaurant operator, we prioritize food safety and quality. Guided by our values-driven culture and strong governance practices, we continuously monitor and improve our performance to align with our sustainability goals.

Our sustainability commitments extend across our value chain, where we work closely with partners to uphold responsible practices. This approach supports business continuity and long-term growth, while enabling us to deliver consistent value to all stakeholders.



## Essential Indicators

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25 (Current FY)	FY 2023-24 (Previous FY)	Details of improvements in environmental and social impacts
R&D	-	-	- Not Applicable.
Capex	1.85 Cr	2.05 Cr	During the year, we have undertaken capital expenditure on various sustainability projects like installation of rooftop solar to explore opportunities to utilize renewable sources of energy and align processes to comply with IGBC guidelines to make our restaurants greener wherever feasible.

**2 a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, we follow YUM! guidelines on sustainable sourcing and have adopted a Supplier Code of Conduct and an ESG Policy, which together set clear expectations for suppliers on ethical, responsible, and sustainable business practices. These policies form an integral part of our approach to responsible and transparent operations and guide engagement with supply chain partners.

We work with suppliers that are aligned with our sustainability priorities and are compliant with applicable laws and regulations. To support this approach, we have established supplier onboarding requirements, certification expectations, and periodic monitoring processes. These measures help maintain standards relating to food safety, quality, ethical conduct, sustainability, and responsible sourcing across the supply chain.

As part of our sustainable sourcing approach, we source palm oil exclusively from suppliers certified by the Roundtable on Sustainable Palm Oil (RSPO). In addition, the facilities within the supply chain operate under our brand guidelines and are required to adhere to the Animal Welfare Policy and standards.

Together, these policies provide a common framework for supplier engagement and responsible sourcing, while supporting the Company's long-term sustainability objectives.

The relevant policies are available on Sapphire Foods' website:

- Supplier Code of Conduct  
<https://www.sapphirefoods.in/storage/app/media/Supplier%20Code%20of%20Conduct.pdf>
- ESG Policy  
<https://www.sapphirefoods.in/storage/app/media/ESG%20Policy.pdf>
- Animal Welfare Policy  
<https://www.sapphirefoods.in/storage/app/media/Animal%20Welfare%20Policy%20-%20SFIL.pdf>

**b. If yes, what percentage of inputs were sourced sustainably?**

Almost 100% of the key ingredients were sourced through sustainable practices during the reporting period.

Key raw materials are procured from authorised suppliers, and a majority of these suppliers hold certifications or comply with recognised standards such as GFSI, GAP and RSPO.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

We operate in the quick service restaurant business, where products are consumed directly by customers at the point of sale. Accordingly, we do not have a product reclamation process. We have put in place a structured waste management framework and defined operating processes to ensure the responsible handling, recycling and disposal of waste in accordance with applicable laws and regulations.

**Plastic Waste:** We have significantly reduced plastic waste by phasing out single-use plastics and moving to paper-based packaging. Any plastic waste arising from supplier packaging is disposed of through approved channels in line with regulatory requirements. We also use FSC-certified paper packaging as part of our sustainable packaging approach.

**E-Waste:** Electronic waste generated from operations is disposed of only through authorised recyclers, in compliance with the E-Waste Management Rules, 2022.

**Hazardous Waste:** Hazardous waste, where applicable, is identified, stored, and disposed of in accordance with applicable environmental regulations through authorised vendors.

**Other Waste:** Other waste generated across operations is identified, collected, segregated, and disposed of in line with applicable regulatory requirements and brand guidelines, wherever relevant. Further, used oil generated in operations is collected and converted into biodiesel, thereby supporting resource recovery and contributing to cleaner energy solutions.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No, Extended Producer Responsibility is not applicable to the Company.

**Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

At SFIL, we are committed to enabling our employees to be the best version of themselves by fostering a healthy, safe, and supportive work environment. We recognise that employee well-being is fundamental to individual fulfilment and organisational success. When people are healthy and able to pursue their purpose, they are better positioned to contribute meaningfully to their families, workplace, and society.

We continue to strengthen a positive workplace culture that supports employees' physical, mental, social, and emotional well-being, while enabling them to grow, perform, and realise their full potential.



### Essential Indicators

#### 1. Details of measures for the well-being of employees.

[UN SDG: 3.2, 5.4, 8.5, 8.6]

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)*	% (B/A)	Number C	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	8,583	1,571	18	8,583	100	1	1	8,583	100	1	1
Female	5,234	352	7	5,234	100	5,234	100	1	1	1	1
<b>Total</b>	<b>13,817</b>	<b>1,923</b>	<b>14</b>	<b>13,817</b>	<b>100</b>	<b>5,234</b>	<b>38</b>	<b>8,583</b>	<b>62</b>	<b>1</b>	<b>1</b>
<b>Other than Permanent employees</b>											
Male	3	-	-	-	-	-	-	-	-	-	-
Female	3	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*This excludes employees who are instead covered under ESIC (Employees' State Insurance Corporation) benefits.

#### b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent workers*</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other than Permanent workers</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.001%	0.11%

#### 2. Details of retirement benefits.

Benefits	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	82	-	Yes	89	-	Yes
Gratuity	82	-	Yes	89	-	Yes
ESI	68	-	Yes	74	-	Yes
Others – please specify	Not Applicable			Not Applicable		

#### 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We recognize the importance of complying with the Rights of Persons with Disabilities Act 2016 and are taking proactive steps to support persons with disabilities through a more inclusive workplace environment. We are progressively strengthening accessibility across our workplaces by improving infrastructure and reducing physical barriers, with a focus on enabling safe, dignified and equitable access. As part of this effort, we have introduced accessibility-related measures at relevant locations and continue to assess opportunities for further improvements in line with operational requirements and applicable standards. We view accessibility as an important part of our people and inclusion agenda, and remain committed to creating a workplace that is supportive and accessible for all. In this regard, most of the Company's facilities are equipped with ramps, wheelchair access, lift operating panels with Braille signages, and all-gender accessible toilets.

#### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, under the Code of Conduct, we have an Equal Employment Opportunity clause and a Diversity and Inclusion Policy to promote gender diversity, both of which are available on Sapphire Foods' website. Our approach to equal opportunity is guided by our core values and commitment to maintaining a fair, respectful, and inclusive workplace across the communities in which we operate. The policies align with applicable employment standards and support our ongoing efforts to reduce bias and discrimination, strengthen diversity across the workforce, and remove barriers to inclusion, including for persons with disabilities. The relevant policies are available on the Sapphire Foods' website:

Code of Conduct:

<https://www.sapphirefoods.in/storage/app/media/Code%20of%20Conduct%20for%20Board%20and%20SMP.pdf>

Diversity and Inclusion Policy:

<https://www.sapphirefoods.in/storage/app/media/5.%20Sapphire%20Foods%20Diversity%20and%20Inclusion%20Policy.pdf>

#### 5. Return to work and retention rates of permanent employees and workers that took parental leave.

[UN SDG: 5.1, 5.4, 8.5, 8.6]

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100%	100%	-	-
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>-</b>	<b>-</b>

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

[UN SDG: 16.6]

	Yes/ No (If yes, then give details of the mechanism in brief)
<b>Permanent Workers</b>	N/A- No permanent workers.
<b>Other than Permanent Workers</b>	N/A -No permanent workers.
<b>Permanent Employees</b>	Employee grievances are addressed through a structured process aligned with Sapphire Foods' established policies and internal standards. Dedicated HR committees are in place at both the restaurant and corporate levels to review and resolve employee concerns in a timely and responsible manner. All grievances are handled with due care, fairness, and confidentiality, in line with our Code of Conduct.  Our <a href="#">POSH Policy</a> provides employees with a formal mechanism to report incidents of sexual harassment at the workplace and seek appropriate redressal.  In addition, the <a href="#">Whistleblower Policy</a> enables employees to raise concerns, in good faith and through designated channels, regarding suspected misconduct or impropriety, including unethical practices, criminal acts, or other violations of the Company's standards.
<b>Other than Permanent Employees</b>	

**7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:**

[UN SDG: 8.8]

Category	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
<b>Total Permanent Workers</b>						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

Note: Our employees and workers do not have membership in association(s) or Unions recognized by the listed entity.

**8. Details of training given to employees and workers:**

[UN SDG: 4.3, 5.1, 8.2, 8.5, 10.3]

Category	FY 2025-26 (Current FY)					FY 2024-25 (Previous FY)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	8,583	8,583	100	8,583	100	8,807	8,807	100	8,807	100
Female	5,234	5,234	100	5,234	100	4,687	4,687	100	4,687	100
<b>Total</b>	<b>13,817</b>	<b>13,817</b>	<b>100</b>	<b>13,817</b>	<b>100</b>	<b>13,494</b>	<b>13,494</b>	<b>100</b>	<b>13,494</b>	<b>100</b>
<b>Workers</b>										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**9. Details of performance and career development reviews of employees and worker:**

[UN SDG: 4.3, 5.1, 8.5, 10.3]

Category	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	8,583	8,583	100	8,807	8,807	100
Female	5,234	5,234	100	4,687	4,687	100
<b>Total</b>	<b>13,817</b>	<b>13,817</b>	<b>100</b>	<b>13,494</b>	<b>13,494</b>	<b>100</b>
<b>Workers</b>						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**10. Health and safety management system:**

[UN SDG: 3.3, 3.5, 3.8, 8.8, 16.7]

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?**

Yes, we are committed to maintaining a safe, healthy, and respectful workplace in line with our Occupational Health and Safety (OHS) Policy. We work to provide a secure environment which covers employees, customers, and visitors across all our facilities through standard operating procedures, mandatory safety training, and regular audits and inspections.

These audits and inspections cover critical risk areas such as fire safety, electrical systems, kitchen operations, equipment handling, food safety practices, and guest areas. This structured review process helps identify potential hazards at an early stage and enables timely corrective action. Employees are also encouraged to promptly report unsafe conditions through the incident reporting system, supporting proactive risk identification and mitigation.

At the store level, we reinforce workplace safety through preventive measures and safe operating practices, including the use of appropriate protective equipment, maintenance of safe floor and work-area conditions, and adherence to defined shift and break practices. Beyond physical safety, we also promote employee well-being through awareness initiatives and engagement programs focused on health, mental wellness, and workplace conduct, thereby fostering a safe, inclusive, and healthy work environment.

The relevant policy is available on the Sapphire Foods' website:

<https://www.sapphirefoods.in/storage/app/media/7.%20Sapphire%20Foods%20OHS%20Policy.pdf>

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Occupational health and safety risks form an integral part of our Enterprise Risk Management framework. In line with the Occupational Health & Safety Policy, structured risk assessments are carried out for both routine and non-routine activities to identify potential hazards and implement appropriate preventive and corrective controls.

Our approach is preventive and system-driven, with a focus on early hazard identification through safety assessments, incident reporting and review, regular inspections, and preventive maintenance. This is further supported through safety training, mock drills, and structured incident management processes to strengthen preparedness, enabling timely correction, and continuous improvement across operations.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes, the Company has established processes that enable employees to report work-related hazards and unsafe conditions through defined and accessible reporting channels. Clear guidelines are in place to help employees report unsafe conditions, near misses, and incidents promptly, and further to remove themselves from such situations involving risks to their health and safety.

All reported incidents and hazards are tracked by designated teams through closure, and updates are communicated to relevant employees, as appropriate. Insights and learnings from these reports are reviewed and used to strengthen

Standard Operating Procedures (SOPs), improves workplace controls, and drives continuous improvement in occupational health and safety practices.

**d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?**

We place strong emphasis on employees' health and well-being. Employees are provided with health coverage, and first-aid kits are maintained at all locations to support timely response to medical needs and workplace emergencies. These measures form part of our ongoing efforts to maintain a safe and supportive workplace across operations.

**11. Details of safety related incidents, in the following format:**

[UN SDG: 3.3, 3.4, 3.6, 3.9, 8.8, 16.1]

Safety Incident/Number	Category*	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees**	37	5
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

\*\*There were no major injuries or fatalities

\*All employees of SFIL are categorised as permanent employees. SFIL does not employ any workers; accordingly, worker-related KPIs are nil and the same have not been included in any of the prescribed tables in the BRSR.

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

[UN SDG: 3.6, 8.8, 16.1]

At Sapphire Foods, we are committed to providing a safe and healthy environment for employees, customers, and visitors across all our facilities. To support this commitment, regular internal assessments are conducted across all facilities, along with third-party audits at selected locations, to evaluate health, safety, and environmental (HSE) performance, identify risks, and implement timely corrective actions. These assessments are complemented by defined reporting and review mechanisms for safety incidents, with oversight from designated management teams, ensuring that learning is translated into stronger controls and continuous improvement in safety practices.

Safety awareness and preparedness are reinforced through periodic training, fire safety and evacuation drills, and facility-specific emergency response plans that equip employees to respond effectively in the event of an incident. Preventive controls have also been strengthened across operations, including the installation of kitchen fire suppression systems and easily accessible fire extinguishers across chimneys and burners to address potential fire hazards at the source. Driver safety programmes help ensure that all vehicle operators are trained in safe driving behaviour, road safety, and vehicle maintenance practices through orientation and training modules, while rider safety programmes for delivery partners focus on the use of safety gear, speed governors, and adherence to traffic rules.

Alongside our focus on workplace safety, employee well-being is supported through the SoulAce programme, which includes initiatives such as yoga and mindfulness sessions as part of Sapphire Foods' broader commitment to overall well-being.

**13. Number of complaints on the following made by employees and workers.**

[UN SDG: 16.6]

	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	No complaints were filed about working conditions	Nil	Nil	No complaints were filed about working conditions
Health & Safety	Nil	Nil	There were no complaints submitted about our health and safety system.	Nil	Nil	There were no complaints submitted about our health and safety system.

**14. Assessments for the year**

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices*	All our operating facilities are covered as part of internal inspections and reviews
Working Conditions*	All our operating facilities are covered as part of internal inspections and reviews

\*Covered through routine internal inspections, and reviews

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

[UN SDG: 8.8]

No significant risks were identified during the assessment. We continue to monitor potential risks through routine reviews and assessment processes and address any observations through appropriate preventive and corrective actions, wherever required. In addition, road safety programmes are conducted for personnel as part of the induction process itself, reinforcing safe driving practices and awareness from the outset.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

[UN SDG: 5.4, 8.5]

- a. Employees: Yes, we have a Benevolent Fund Policy covering all employees. Under this policy, financial assistance/support is provided to the employee's family or legal heirs in the event of death while in service. This support is intended to provide timely relief and forms part of the Company's broader employee welfare framework.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company requires all value chain partners to comply with applicable laws and regulations, including those related to statutory dues such as taxes, wages, and social security contributions, as set out in our Supplier Code of Conduct.

The Code is communicated at the time of onboarding and reinforced through contractual obligations and ongoing engagement with suppliers to promote awareness and adherence.

The Supplier Code of Conduct is available on the Company's website.

<https://www.sapphirefoods.in/storage/app/media/Supplier%20Code%20of%20Conduct.pdf>

**3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Employees	-	-	-	-
Working conditions	-	-	-	-

**4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

[UN SDG: 4.3, 8.5, 10.3]

No

**Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders**

At Sapphire Foods, our ESG approach is anchored in creating long-term, sustainable value for all stakeholders. We are committed to proactively understanding and addressing the evolving expectations of our stakeholders through structured engagement mechanisms, including direct interactions as well as designated forums and committees.

Guided by the principles set out in our Code of Business Principles and associated policies, we strive to uphold the highest standards of transparency, integrity, and accountability in all stakeholder interactions, ensuring that stakeholder perspectives are meaningfully integrated into our decision-making processes.



### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

[UNSDG: 16.7]

We follow a structured and periodic approach to identify and prioritise our key stakeholder groups, anchored in our stakeholder-centric business strategy and ESG framework.

Stakeholder identification is undertaken based on defined criteria such as the extent of influence on business operations, degree of impact experienced from our activities, regulatory relevance, and contribution to long-term value creation. This process is supported through internal deliberations involving cross-functional teams and senior management. We periodically review our stakeholder universe to reflect evolving business priorities, emerging risks, and changing external expectations. As part of this process, formal materiality assessments were conducted in FY23 and FY25, involving a diverse set of internal and external stakeholders. These assessments helped validate key stakeholder groups and provided insights into their priorities, enabling us to align our strategy, risk management approach, and sustainability initiatives accordingly.

Based on this process, the Company has identified its key stakeholder groups as listed in Stakeholder Groups (as referenced in the next question), each of whom play a critical role in our value creation and long-term sustainability.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

[UNSDG: 16.7]

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders, Investors and Management	No	<ul style="list-style-type: none"> <li>Annual general meetings (AGM)</li> <li>Board meetings</li> <li>Investor meetings and quarterly earnings calls</li> <li>Emails and disclosures</li> </ul>	Quarterly / Annual / Ongoing	<ul style="list-style-type: none"> <li>Business performance and growth strategy</li> <li>Financial results and capital allocation</li> <li>Risk management and governance</li> <li>Transparency and disclosures</li> </ul>
Government and Regulators	No	<ul style="list-style-type: none"> <li>Industry consultations</li> <li>Direct interactions with regulatory authorities</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Contribution to national development</li> </ul>
Employees	No	<ul style="list-style-type: none"> <li>Employee engagement surveys</li> <li>Focus group discussions</li> <li>Townhalls and leadership connects</li> <li>Training and capacity building sessions</li> <li>Reward and recognition platforms</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Employee well-being and safety</li> <li>Career development and performance management</li> <li>Workplace culture and engagement</li> <li>Learning and development</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	<ul style="list-style-type: none"> <li>In-store interactions</li> <li>Customer feedback and satisfaction surveys</li> <li>Social media and digital platforms</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Product quality and food safety</li> <li>Customer experience and service</li> <li>Pricing and value perception</li> <li>Changing consumer preferences</li> </ul>
Supply Chain Partners Suppliers, logistics providers	No	<ul style="list-style-type: none"> <li>Supplier meetings and reviews</li> <li>Industry forums and associations</li> <li>Operational interactions</li> </ul>	Periodic / Ongoing	<ul style="list-style-type: none"> <li>Contractual compliance and performance</li> <li>Supply continuity and quality standards</li> <li>Timely payments and collaboration</li> <li>Long-term partnership and value creation</li> </ul>

### Leadership Indicators

#### 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

[UNSDG: 16.7]

We follow a structured governance-led approach to stakeholder consultation, integrated with our sustainability and business strategy. Oversight of economic, environmental, and social (ESG) matters is vested with the Board-level CSR & ESG Committee, which provides strategic direction and reviews key sustainability priorities and performance.

Stakeholder consultations are primarily undertaken through function-led engagements across key groups, including employees, customers, suppliers, investors, and community representatives. These engagements are conducted through established channels such as surveys, meetings, forums, operational interactions, and periodic reviews to capture stakeholder perspectives on material issues.

Inputs gathered through these consultations are consolidated and evaluated as part of internal review mechanisms, including management committees and cross-functional forums. Key themes, risks, and emerging concerns, particularly those related to ESG are periodically escalated to the CSR & ESG Committee and, where relevant, to the Board, enabling informed decision-making and oversight.

In addition, the Company undertakes periodic materiality assessments incorporating stakeholder feedback to identify and validate priority ESG topics. The outcomes of these assessments are presented to the Board/Committee to guide strategic focus and disclosures.

All stakeholder interactions are guided by the Company's Code of Conduct and related policies, reinforcing transparency, integrity, and accountability in the consultation process.

#### 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

**Yes.** Stakeholder consultation is an integral part of the Company's approach to identifying and managing environmental and social priorities.

The Company engages with key stakeholders through multiple channels, including direct interactions, surveys, and functional forums to understand their expectations and emerging concerns. These inputs are considered as part of a structured materiality assessment process to identify and prioritise ESG topics.

Stakeholder feedback, along with business considerations, is used to shape policies, operational practices, and sustainability initiatives. For instance, input on workplace safety and employee well-being have led to strengthened safety protocols and training programmes, while customer feedback has driven continuous improvements in food safety and quality standards.

### 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

We engage with vulnerable and underserved stakeholder groups across our value chain and workforce, with a focus on building capacity, improving livelihoods, and promoting inclusive growth.

Within the supply chain, we work with farmers and supply chain partners to promote alignment with Good Agricultural Practices (GAP) and improve traceability of fresh produce. We also engage with local food operators and restaurants through training on food safety and quality practices to help build broader awareness and capability in safe food handling.

At the workforce level, we recognize that a significant portion of entry-level restaurant employees come from economically disadvantaged backgrounds and may have limited access to higher education. To address their needs, we run structured learning and development programs focused on skill-building, employability, and career progression within the organisation.

Our [CSR Policy](#) provides a framework for community development and sustainability initiatives, with a focus on addressing local needs through targeted programs. This includes efforts aimed at building community capacity, improving livelihoods, and supporting inclusive development, particularly for vulnerable and underserved groups, where relevant.

#### Principle 5: Businesses should respect and promote human rights.

At Sapphire Foods, respect for human rights is integral to our approach to responsible business conduct. We are committed to upholding human rights across our operations and value chain, including our employees, business partners, and other stakeholders. We embed human rights principles within our policies and practices to ensure fair working conditions, protect the dignity of individuals, and promote diversity, equity, and inclusion. We maintain zero tolerance for any form of discrimination, harassment, intimidation, or retaliation.

Through this approach, we aim to foster a safe, inclusive, and respectful environment for all stakeholders.



#### Essential Indicators

### 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

[UN SDG: 4.3, 8.5, 8.8, 10.3, 16.5, 16.7]

Category	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	13,817	13,817	100	13,494	13,494	100
Other than permanent	6	6	100	8	8	100
Total employees	13,823	13,823	100	13,502	13,502	100
<b>Workers</b>						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total workers	-	-	-	-	-	-

### 2. Details of minimum wages paid to employees and workers, in the following format

[UN SDG: 1.2, 5.1, 8.5, 10.3]

Category	FY 2025-26 (Current FY)					FY 2024-25 (Previous FY)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>	13,817	9,897	72	3,920	28	13,494	9,919	74	3,575	26
Male	8,583	5,647	66	2,936	34	8,807	6,069	69	2,738	31
Female	5,234	4,250	81	984	19	4,678	3,850	82	837	18
<b>Other than Permanent</b>	6	-	-	6	100	8	-	-	8	100
Male	3	-	-	3	100	2	-	-	2	100
Female	3	-	-	3	100	6	-	-	6	100
<b>Workers</b>										
<b>Permanent</b>	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Other than permanent</b>	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

### 3. Details of remuneration/salary/wages, in the following format:

[UN SDG: 16.7]

#### a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	₹ 90,52,023	2	₹ 10,00,000
Key Managerial Personnel	1	₹ 32,49,866	-	-
Employees other than BoD and KMP	8,583	₹ 2,49,239	5,234	₹ 1,63,912
Workers	-	-	-	-

#### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Gross wages paid to females as % of total wages	29	26

### 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, we have a designated Human Resources team that serves as the primary point of contact for addressing human rights concerns and other matters covered under the Code of Conduct. Specific mechanisms are in place to address workplace-related issues, including policies aligned with the Prevention of Sexual Harassment (POSH) framework, supported by an appropriate grievance redressal mechanism.

At the governance level, oversight of human rights-related policies and key issues rests with the CSR & ESG Committee. Critical human rights complaints, where applicable, are also reviewed by the Audit Committee on a quarterly basis. We have a dedicated Human Resources (HR) team for reporting such concerns and seeking redressal.

### 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

[UN SDG: 16.6]

Our Human Rights Policy sets out the framework for addressing human rights-related concerns, including the grievance redressal mechanism, and is available on Sapphire Foods' website under the Human Rights section. The policy applies to employees and extends to business partners, reflecting our expectations on fair, respectful, and responsible conduct

across our operations and value chain. For further details, please refer to the policy at: <https://www.sapphirefoods.in/storage/app/media/4.%20Sapphire%20Foods%20Human%20rights%20Policy.pdf>.

We also have a Whistle Blower Policy and an established vigil mechanism for reporting concerns related to unethical conduct or suspected misconduct. These mechanisms provide a formal channel for raising concerns and support timely review and appropriate action through defined internal processes. Matters reported are reviewed by the relevant teams, and key outcomes are monitored by senior management to strengthen governance, improve response processes, and reduce the likelihood of recurrence.

#### 6. Number of Complaints on the following made by employees and workers:

[UN SDG: 5.1, 5.2, 8.7, 8.8, 16.2, 16.6]

	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	3	2	This has been closed subsequently	5	1	This has been closed subsequently
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

#### 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	3	5
Complaints on POSH as a % of female employees / workers	0.1	0.1
Complaints on POSH upheld	2	3

#### 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

[UN SDG: 16.6]

We follow a strict zero-tolerance approach to discrimination, harassment, and any form of unfair treatment in the workplace. This is supported through the Code of Conduct, Human Rights Policy, and POSH Policy, which together set clear standards for respectful behaviour and provide mechanisms for prevention, reporting, and redressal.

The POSH Policy specifically addresses sexual harassment at the workplace and includes safeguards against retaliation for individuals who report concerns in good faith. Our scope is illustrative and not exhaustive, and it applies irrespective of gender. Complaints relating to discrimination or harassment are handled through defined processes with due sensitivity, fairness, and confidentiality. We also maintain protections against victimisation or adverse action for complainants and others participating in the process and expect all cases to be addressed with integrity and in line with established protocols.

#### 9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

[UN SDG: 5.2, 8.8, 16.1, 16.7]

Yes. We incorporate human rights and responsible business conduct expectations into our engagements with suppliers and business partners through the Supplier Code of Conduct and relevant contractual arrangements. Compliance with this framework is mandatory and forms an integral part of our supplier and partner relationships.

The Supplier Code of Conduct outlines key principles relating to labour practices and human rights, including prohibition of child labour and forced labour, non-discrimination, fair wages, and compliance with applicable laws and regulations. It also covers expectations on statutory compliance, including timely payment of dues, and reinforces standards of ethical conduct across the value chain.

Through these requirements, we seek to promote responsible, lawful, and fair practices across our business partner ecosystem.

#### 10. Assessments of the year

[UN SDG: 5.2, 8.7, 16.2]

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%*
Forced Labour/Involuntary Labour	100%*
Sexual harassment	100%*
Discrimination at workplace	100%*
Wages	100%*
Others – Health & Safety	100%*

\*Covered by entity

#### 11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No significant risk has been identified during the assessment.

#### Leadership Indicators

#### 1. Details of a business process being modified / introduced because of addressing human rights grievances/complaints.

[UN SDG: 16.6]

During the reporting period, no human rights grievances or complaints were reported, that required changes to our business processes. At the same time, we continue to strengthen our human rights framework through ongoing policy implementation, employee awareness, and established grievance reporting mechanisms, so that concerns, if any, can be addressed in a timely and appropriate manner.

#### 2. Details of the scope and coverage of any Human rights due diligence conducted

We seek to uphold human rights across our operations and provide a workplace that is safe, respectful, and inclusive. Human rights-related matters are reviewed through designated internal committees at both corporate and regional levels in accordance with our Human Rights Policy. These committees comprise cross-functional representatives and, where appropriate, external members to support fair and balanced review.

The process covers workplace conduct, harassment, and other human rights-related concerns. Insights emerging from such reviews are used to assess adherence to Sapphire Foods' policies, identify areas for strengthening, and guide corrective or preventive actions, wherever necessary. The learnings from these processes also contribute to the continuous enhancement of internal systems, as well as ongoing awareness-building and training initiatives.

#### 3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

We recognize the importance of accessibility and continue to improve infrastructure across our workplaces to support persons with disabilities, in line with the spirit of the Rights of Persons with Disabilities Act, 2016. Most of our work locations are accessible to differently abled employees, and we continue to take practical steps to strengthen accessibility standards across facilities. Accessibility measures at relevant locations include features such as ramps, wheelchair-friendly access, and other infrastructure support designed to improve ease of movement and access.

#### Principle 6: Businesses should respect and make efforts to protect and restore the environment

Climate change has evolved into a global crisis, demanding urgent and sustained action. As environmental challenges intensify, we recognize our responsibility to act decisively and contribute to a more sustainable future. Guided by our purpose and commitment to responsible business practices, we strive to grow our operations while minimizing our environmental footprint through innovation, resource efficiency, and environmental stewardship. Further, we are reimagining our packaging strategy to reduce material use, promote reuse, and enhance recyclability, with a focus on reducing plastic waste contributing to environmental protection while creating long-term value for stakeholders.



## Essential Indicators

## 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

[UNSDG: 7.2, 7.3, 8.4, 12.2, 13.1]

Parameter	Unit	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>From Renewable Sources</b>			
Total electricity consumption (A)	tJ	4	2.8
Total fuel consumption (B)	tJ	-	-
Energy consumption through other sources	tJ	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	tJ	4	2.8
<b>From Non-Renewable Sources</b>			
Total electricity consumption (D)	tJ	381	343
Total fuel consumption (E)	tJ	221	262
Energy consumption through other sources (F)	tJ	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	tJ	606	604
<b>Total energy consumed (A+B+C+D+E+F)</b>	tJ	610	606.8
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)		0.00000023	0.00000025
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)		0.00000047	0.00000051
<b>Energy intensity in terms of physical output</b>	tJ per transaction	0.000011	0.000012
Energy intensity (optional) – the relevant metric may be selected by the entity	tJ per restaurant	0.66	0.72

# The revenue from operations has been adjusted for Purchasing Power Parity ('PPP') based on the PPP conversion rates published by International Monetary Fund ('IMF') which is 20.34 for current year and 20.66 for previous year. Energy intensity per rupee of turnover adjusted for PPP for the previous year has been recalculated and restated using PPP conversion rates published by IMF as required by Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core..

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, an independent assurance has been carried out by Bureau Veritas on the FY 2025-26 indicators in the table above.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

[UNSDG: 7.2, 8.4 12.2, 13.2]

We do not operate any sites or facilities that are classified as Designated Consumers (DCs) under the Government of India's Perform, Achieve and Trade (PAT) Scheme. Accordingly, this indicator is not applicable to Sapphire Foods India Limited.

## 3. Provide details of the following disclosures related to water, in the following format:

[UNSDG: 6.3, 6.4, 12.4]

Parameter	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	2,32,334	2,13,479
(iii) Third party water (Municipal water supplies)	6,41,553	6,14,628
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>8,73,887</b>	<b>8,28,107</b>

Parameter	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Total volume of water consumption (in kilolitres)</b>	<b>1,74,777</b>	<b>1,65,621</b>
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations) (KL/1 lakh inr)	0.0000067	0.0000068
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	0.000135	0.000140
<b>Water intensity in terms of physical output</b>	0.0032 kilolitres per transaction	0.0032 kilolitres per transaction
<b>Water intensity</b> (optional) – (Water consumption/Ton of production. KL/TON)	190 kilolitres per restaurant	198 kilolitres per restaurant

# The revenue from operations has been adjusted for Purchasing Power Parity ('PPP') based on the PPP conversion rates published by International Monetary Fund ('IMF') which is 20.34 for current year and 20.66 for previous year. Water intensity per rupee of turnover adjusted for PPP for the previous year has been recalculated and restated using PPP conversion rates published by IMF as required by Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core.

\*As we do not measure water discharge, we have estimated our water withdrawal to be equal to our water consumed.

# Water discharged is considered as 80% of the water withdrawn from source based on NITI Aayog report "Urban Wastewater Scenario in India" August 2022. Therefore, it is assumed that of the total water withdrawal, only 20% is consumed.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y / N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Bureau Veritas on the FY 2025-26 indicators in the table above.

## 4. Provide the following details related to water discharged:

[UNSDG: 6.3]

Parameter	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>(ii) To Groundwater</b>		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>(iii) To Seawater</b>		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>(iv) Sent to third parties</b>		
- No treatment	-	-
- With treatment – please specify level of treatment#	6,99,109	6,62,485
<b>(v) Others</b>		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>6,99,109</b>	<b>6,62,485</b>

Note: Water discharged is considered as 80% of the water withdrawn from source based on NITI Aayog report "Urban Wastewater Scenario in India" August 2022. Therefore, it is assumed that of the total water withdrawal, only 20% is consumed.

# Discharged water is filtered to remove waste particles (oil/grease/food particles) before release through local municipal sewage lines.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an independent assurance has been carried out by Bureau Veritas on the FY 2025-26 indicators in the table above.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

[UNSDG: 6.3, 6.4, 6.A, 12.4]

The Company has not implemented a Zero Liquid Discharge (ZLD) system across its operations.

However, we have adopted several water management practices that align with the principles of ZLD by focusing on reducing freshwater consumption, minimizing wastewater generation, and increasing reuse opportunities. These include the deployment of low-flow fixtures, sensor-based and foot-operated faucets, and flow regulators to optimize water usage at source.

We are also strengthening wastewater management through improved treatment practices, including initiatives to reduce reverse osmosis (RO) reject water and explore opportunities for reuse of treated water within operations wherever feasible. In addition, pilot initiatives such as rainwater harvesting and decentralized wastewater treatment systems are being evaluated to enhance water recovery and conservation.

While a closed-loop ZLD system is not currently in place, these measures collectively support improved water efficiency and represent incremental steps toward more circular water management practices across our operations.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

[UNSDG: 3.9, 12.4, 14.3, 15.2]

Parameter	Please specify unit	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
NOx			
SOx			
Particulate Matter (PM)			
Persistent Organic Pollutants (POP)	-	We are in the process of tracking our air emissions (other than GHG emissions) on accounts of its operations.	
Volatile Organic Compounds (VOC)			
Hazardous Air Pollutants (HAP)			
Others- please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

Not Applicable

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	29,567	33,624
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	75,083	69,360
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Mt CO <sub>2</sub>	0.0000040	0.0000042
<b>Total Scope 1 and Scope 2 emission intensity adjusted for Purchasing Power Parity</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Mt CO <sub>2</sub>	0.000081	0.000087
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	Mt CO <sub>2</sub> per transaction	0.0019	0.0020
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity	Mt CO <sub>2</sub> per restaurant	113.7	122.46

# The revenue from operations has been adjusted for Purchasing Power Parity ('PPP') based on the PPP conversion rates published by the International Monetary Fund ('IMF') which is 20.34 for the current year and 20.66 for the previous year. Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for PPP for the previous year has been recalculated and restated using PPP conversion rates published by IMF as required by Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

Yes, an independent assurance has been carried out by Bureau Veritas on the FY 2025-26 indicators in the table above.

**8. Does the entity have any project related to reducing Greenhouse Gas emissions? If yes, then provide details.**

[UNSDG: 3.9, 7.2, 12.4, 13.1, 14.3, 15.2]

The Company is undertaking a range of initiatives aimed at reducing greenhouse gas (GHG) emissions through improved energy efficiency and increased adoption of renewable energy across our operations. These initiatives collectively focus on reducing energy intensity and improving operational efficiency across restaurants.

A key focus area is the expansion of renewable energy usage through rooftop solar installations, which have been deployed across 121 restaurants, representing a 34% increase over the previous year, with continued scale-up planned based on site feasibility.

Energy efficiency measures are also being implemented across outlets, including the installation of variable frequency drives (VFDs) for exhaust systems, capacitor-based power optimization systems, and energy-efficient LED lighting. Environmentally friendly equipment with higher energy efficiency ratings is prioritized during procurement. In addition, Energy Management Systems (EMS) have been deployed in restaurants to enable real-time monitoring and optimization of energy consumption, supporting more efficient load management and reduced energy wastage.

New restaurants are increasingly developed in alignment with internal sustainability guidelines based on IGBC principles, ensuring that energy efficiency and environmental considerations are integrated into site selection, design, and operations.

**9. Provide details related to waste management by the entity, in the following format:**

[UNSDG: 3.9, 6.6, 8.4, 11.2, 11.6, 12.4, 15.1]

Parameter	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.66	-
E-waste (B)	60	140
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery Waste (E)	2	2
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	Type of waste Weight in Mt	Type of waste Weight in Mt
Used Cooking oil	463	Used Cooking oil 408
Restaurant Food	1,313	Restaurant Food 1,131
Restaurant Beverage	22	Restaurant Beverage 14
Restaurant Paper & Packaging	3	Restaurant Paper & Packaging 3
Packaging (at customer end)	3,010	Packaging (at customer end) 3,704
Scrap	210	Scrap 230
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>5,083</b>	<b>5,632</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	0.00000019	0.00000047
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.0000039	0.0000047
<b>Waste intensity in terms of physical output</b>	0.000092 Mt per transaction	0.000110 Mt per transaction
<b>Waste intensity</b> (optional) – the relevant metric may be selected by the entity	5.53 Mt per Restaurant	6.69 Mt Per Restaurant

# The revenue from operations has been adjusted for Purchasing Power Parity ('PPP') based on the PPP conversion rates published by International Monetary Fund ('IMF') which is 20.34 for current year and 20.66 for previous year. Waste intensity per rupee of turnover adjusted for PPP for the previous year has been recalculated and restated using PPP conversion rates published by IMF as required by Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core.

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
(i) Recycled	Used Cooking Oil, Plastic Waste (from Office), E- Waste, Battery Waste and Scrap – 735	Used Cooking oil – 780
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>735</b>	<b>780</b>

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	4,348	4,851
<b>Total</b>	<b>4,348</b>	<b>4,851</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

Yes, an independent assurance has been carried out by Bureau Veritas on the FY2025-26 indicators in the table above.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

[UNSDG: 3.9, 6.3, 6.6, 8.4, 11.6, 12.4]

The Company follows a structured waste management approach focused on waste reduction at source, segregation, recovery, and responsible disposal in compliance with applicable environmental regulations. This is supported by internal policies and supplier expectations outlined in the Supplier Code of Conduct. Employee awareness and training programs are conducted to strengthen segregation practices and safe waste handling across operations.

Waste generated across restaurants is systematically segregated and managed through authorised channels to ensure compliant treatment and disposal. Hazardous waste, where generated, is safely stored within premises and disposed off only through authorised vendors in accordance with regulatory requirements.

Key waste management initiatives include:

- **Recycling of key waste streams:** Used cooking oil, e-waste, and battery waste are collected and channelled to authorised recyclers for safe and compliant processing.
- **Reduction of single-use plastic:** Customer-facing packaging has been progressively transitioned to more sustainable alternatives such as paper straws and wooden cutlery, with the replacement of single-use plastic.
- **Food waste reduction:** A data-led meal planning system is used to align food preparation with demand, helping reduce overproduction and food waste.

The Company follows a preventive approach to the use of hazardous and toxic chemicals, with limited application in our operations. Where such materials are required, safer alternatives are preferred wherever feasible, and all usage is managed in accordance with prescribed safety and environmental standards, including safe storage, handling, and authorised disposal.

Through these measures, the Company continues to reduce environmental impact, minimise landfill dependency, and improve resource efficiency across our operations.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

[UNSDG: 6.6, 14.2, 15.1, 15.5]

S.No	Location of operations/offices	Type of operation	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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Sapphire Foods does not have operations, offices, or franchise locations in or around ecologically sensitive areas; accordingly, no environmental approvals or clearances were required during the reporting period. Nevertheless, Sapphire Foods remains committed to responsible environmental stewardship through our Biodiversity Commitment, Deforestation Commitment, Animal Welfare Policy, use of FSC-certified paper-based packaging, and prioritisation of RSPO-certified palm oil. These commitments reflect our broader approach to sustainable sourcing, ecosystem protection, and responsible business practices.

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

[UNSDG: 6.3, 6.A, 12.4]

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results Communicated in public domain (Yes / No)	Relevant Web link
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The Company has not undertaken any environmental impact assessments during the current financial year.

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
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All plants are compliant with the prescribed norms.

Not Applicable

**Leadership Indicators**

**2. Please provide details of total Scope 3 emissions & their intensity, in the following format:**

Parameter	Unit	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
<b>Total Scope 3 emissions</b>	Metric tonnes of CO2 equivalent	1,10,750	84,484
<b>Total Scope 3 emissions per rupee of turnover</b>	Metric tonnes of CO2 equivalent	0.0000042	0.0000034
<b>Total Scope 3 emission intensity</b>	(Mt CO2 per restaurant)	121	101

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency

Yes, an independent assurance has been carried out by Bureau Veritas on the FY 2025-26 indicators in the table above

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

None, of our store nor office premises are in and or around ecological sensitive areas, hence it is not applicable to us.

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

[UNSDG: 8.4, 11.6, 12.2, 12.4]

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Green Buildings	Sustainability is embedded in our infrastructure development approach, with emphasis on responsible site selection, resource-efficient design, and greater integration of renewable energy features. We prioritize materials that support healthier indoor environments and adopt construction practices aimed at reducing waste generation. Through these efforts, we seek to surpass standard green building performance benchmarks while improving energy and water efficiency. Notably, our KFC restaurant at Bhavarkua, Indore became the first QSR outlet in India to receive <b>IGBC Gold (Indian Green Building Council) Certification</b> .	Enhanced sustainability performance of restaurant infrastructure and creation of a green-building benchmark within the QSR sector.
Renewable Energy	As part of our broader sustainability roadmap, we continue to expand the use of clean energy across operations, with solar energy as a key focus area. This initiative supports our long-term decarbonization efforts and reflects our commitment to a more responsible energy mix. To reduce greenhouse gas emissions, we have increased rooftop solar installations from <b>72 to 121 restaurants</b> , and we intend to further scale this capacity in the coming years.	Lower operational GHG emissions and increased share of renewable energy in the portfolio.
Energy Management System (EMS)	Our restaurants operate on a diversified energy mix, including electricity, diesel, natural gas, LPG, and rooftop solar. To manage this efficiently, we use a structured <b>Energy Management System (EMS)</b> to monitor consumption patterns, improve energy performance, and reduce environmental impact. EMS implementation now covers <b>97% of KFC outlets and 100% of Pizza Hut outlets</b> , demonstrating strong progress in systematic energy governance.	Improved energy efficiency and stronger operational control across restaurant locations.
Packaging Waste	We are advancing responsible sourcing and packaging sustainability by increasing the use of reusable and recyclable materials. In addition, all paper-based packaging is sourced from <b>100% FSC-certified suppliers</b> , supporting traceable and responsible forestry practices. These initiatives are aligned with our goal of reducing packaging-related waste across the value chain.	Reduction in plastic-intensive packaging and strengthened responsible sourcing practices.
Cooking Oil Waste	We promote sustainable sourcing in edible oil procurement by prioritizing <b>RSPO-certified cooking oil</b> . Further, all used cooking oil generated in operations is collected and routed for recycling into <b>biofuels</b> , ensuring responsible end-of-life management and supporting circularity.	Improved supply chain sustainability and effective recycling of cooking oil waste.
Food Waste Management	We use <b>IoT-enabled systems</b> in our restaurants to estimate food production requirements more accurately. This helps optimize raw material storage, align preparation volumes with expected demand, and improve freshness at service. By reducing overproduction and improving planning accuracy, this initiative supports better inventory utilization and lower food wastage.	Reduced food waste through data-driven production planning and improved operational efficiency.
Water Conservation	We are strengthening water stewardship through a combination of monitoring, process improvements, and pilot projects. Efforts include evaluating opportunities to expand <b>rainwater harvesting systems</b> where feasible, tracking water consumption trends, and improving systems for monitoring <b>water withdrawal and discharge</b> at restaurant locations. We are also exploring advanced treatment technologies to reduce <b>RO reject water</b> and piloting wastewater treatment and rainwater harvesting solutions for scalable long-term implementation. In addition, water-saving fixtures and controls—such as <b>low-flow fittings, aerated sensor-based faucets, foot-operated paddles, and sensor taps with flow regulators</b> —have been deployed to reduce wastage while maintaining functionality.	Lower water consumption, improved usage control, and stronger foundation for long-term water recycling and conservation.
Sustainable Sourcing	We strengthen sustainable sourcing across our value chain by working with suppliers that demonstrate commitment to ethical, safe, and responsible business practices. A significant proportion of our suppliers are now <b>SEDEX members</b> , reflecting alignment with ethical sourcing, social compliance, and responsible business standards. In parallel, around <b>100% of suppliers are certified to GFSI-recognized food safety and quality standards</b> , helping reinforce supplier quality assurance. We also maintain strong traceability systems for key inputs, with <b>over 92% traceability for fresh produce</b> , which supports greater transparency and accountability in sourcing. At the restaurant level, food safety capability is further strengthened through <b>FoSTaC (Food Safety Training and Certification)</b> , with <b>100% of restaurants having a FoSTaC-certified Restaurant General Manager (RGM)</b> . Together, these measures support a more resilient, transparent, and responsible sourcing ecosystem.	Strengthened responsible sourcing practices, improved supplier compliance with ethical and food safety standards, enhanced traceability across fresh produce, and stronger food safety governance across restaurant operations.

**5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

**Yes.** The Company has a formal Business Continuity Policy to ensure continuity of critical operations and timely recovery during disruptions. The framework defines potential risk scenarios, impact assessment, response protocols, and roles and responsibilities for effective incident management, along with escalation and reporting mechanisms.

Function-specific continuity plans are in place for critical operations, supported by employee training, emergency drills, and preparedness exercises to strengthen response capability. Backup systems and redundancy arrangements are implemented across key processes to minimise service interruption.

The Business Continuity framework is reviewed and updated periodically to ensure alignment with evolving risks and operational requirements, thereby strengthening overall organisational resilience.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

We continuously engage with our value chain partners to promote responsible environmental practices. Based on monitoring mechanisms currently in place, no significant adverse environmental impacts arising from the value chain have been reported during the reporting period. We have established a Supplier Code of Conduct that outlines expectations on legal compliance, environmental responsibility, and sustainable business practices. These expectations are embedded through supplier onboarding, qualification criteria, and ongoing engagement with key suppliers. In addition, supplier oversight is supported through food safety and quality frameworks aligned with GFSI principles and ethical sourcing standards, including SEDEX participation where applicable. These mechanisms help strengthen visibility across the supply chain and support the identification and mitigation of potential environmental risks. We continue to enhance our value chain assessment and monitoring processes to further strengthen sustainability oversight and improve environmental risk management over time.

**Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

We engage in multi-stakeholder interactions on public policy and regulatory matters in a responsible and transparent manner. These engagements are guided by our core values of integrity, honesty, and openness, and are undertaken in compliance with all applicable laws and regulations.

We seek to contribute constructively to policy development by supporting frameworks that promote ethical business practices, environmental sustainability, and social responsibility.



**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is associated with key trade and industry bodies that facilitate industry dialogue, policy engagement, and the exchange of best practices. Through these affiliations, the Company remains engaged with sector developments and contributes to responsible business practices and industry-level initiatives.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.**

We are affiliated with select trade and industry associations that provide platforms for industry dialogue, policy engagement, and knowledge sharing. Details of these affiliations are provided below:

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Retailer Association of India (RAI)	National
2	National Restaurants Association of India (NRAI)	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

[UN SDG: 16.3]

During the reporting period, there were no adverse orders from regulatory authorities relating to anti-competitive conduct.

Name of authority	Brief of the case	Corrective action taken
Nil	Nil	Nil

#### Leadership Indicators

**1. Details of public policy positions advocated by the entity.**

We participate in industry associations and representative forums, as appropriate, to contribute to discussions on policy matters relevant to the sector and broader public interest. These engagements are primarily undertaken through industry bodies such as the Restaurants Association of India and the National Restaurant Association of India, where the Company contributes to collective industry dialogue and development.

We do not independently advocate specific public policy positions. Our participation is focused on sharing industry perspectives, supporting sectoral growth, and contributing to discussions on regulatory and operational matters impacting the restaurant industry.

All such engagements are conducted in accordance with our Code of Conduct, ensuring adherence to principles of integrity, transparency, and responsible business conduct.

**Principle 8: Businesses should promote inclusive growth and equitable development**

Inclusion and equity are fundamental to Sapphire Foods' values and approach to business. We adopt a holistic approach to inclusive growth, leveraging our scale and reach to create meaningful impact across our workplaces, brands, supply chains, and communities.

We strive to integrate inclusive growth considerations into key business decisions, ensuring that our operations contribute to equitable opportunities and shared value for our stakeholders.

We believe that equity, diversity, and inclusion are essential to building a resilient business and a progressive society. These principles strengthen our workforce, deepen our connection with customers, and support our commitment to fostering a more inclusive and equitable world.



#### Essential Indicators

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

[UNSDG: 1.4, 2.3, 9.1, 9.4, 11.2]

Not applicable, we have not undertaken any projects during the financial year that required Social Impact Assessment (SIA).

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable.					

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

[UNSDG: 1.4, 2.3, 9.1, 11.2]

Not applicable. We have not undertaken any projects during the financial year that required rehabilitation and resettlement.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% Of PAFs covered by R&R	Amounts paid to PAFs in the FY 2025-26 (In INR)
NA	NA	NA	NA	NA	NA	NA

**3. Describe the mechanisms to receive and redress grievances of the community.**

[UNSDG: 1.4, 2.3, 9.1, 9.4, 16.6]

The Company engages with communities around our areas of operation through structured and ongoing interactions guided by our Stakeholder Engagement and CSR policies. These engagements help identify community concerns and strengthen relationships with local stakeholders.

Community members can raise grievances through established communication channels, including local engagement forums and designated points of contact at the operational level. All grievances received are recorded, reviewed, and addressed through defined processes, with escalation mechanisms in place to ensure timely and appropriate resolution.

This approach supports transparent communication, enables effective grievance redressal, and helps build trust with the communities in which the Company operates.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

[UNSDG: 8.3]

	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Directly sourced from MSMEs / small producers	33	29
Directly from within India	100	100

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:**

Location	FY 2025-26 (Current FY)	FY 2024-25 (Previous FY)
Rural	-	-
Semi-urban	3	1
Urban	12	16
Metropolitan	85	87

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

#### Leadership Indicators

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not applicable.

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sapphire Foods did not engage in any Corporate Social Responsibility projects within the aspirational districts designated by government agencies. .

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)**

We do not have a preferential procurement policy.

**(b) From which marginalised /vulnerable groups do you procure?**

Not Applicable.

**(c) What percentage of total procurement (by value) does it constitute?**

Not Applicable.

**Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner**

We are committed to engaging with our customers in a responsible, transparent, and value-driven manner. Our approach focuses on delivering products and services that consistently meet customer needs and expectations, while adhering to high standards of quality, safety, and ethical conduct. We strive to build long-term relationships founded on trust by ensuring fairness, accountability, and responsiveness in all customer interactions. Through continuous improvement and responsible business practices, we aim to enhance customer satisfaction and create sustained value.

**Essential Indicators****1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

[UN SDG: 16.6]

We are committed to continuously enhancing the customer experience by actively listening to feedback and responding to concerns in a timely, structured, and customer-focused manner. Customer and stakeholder inputs play an important role in helping us strengthen service quality, improve operational responsiveness, and improve the overall dining experience.

To support this, we have established a robust grievance and feedback framework that is accessible through both digital and offline channels. Customers may share their feedback through dedicated brand-owned digital feedback platforms of KFC India and Pizza Hut India, including feedback.kfcindia.co.in and feedback.pizzahut.co.in, in addition to other available touchpoints. While these platforms are owned and managed at the brand level, the feedback received through them is communicated to SFIL for review, action, and resolution. This helps ensure that concerns relating to food, service, or the overall customer experience are captured effectively across multiple channels.

A designated customer relationship team manages complaint handling and feedback resolution through defined processes and response protocols. Concerns received are reviewed, routed to the appropriate teams, and addressed within reasonable timelines to ensure accountable and effective resolution. In addition to resolving individual grievances, insights from customer feedback are systematically used to identify improvement opportunities, support corrective actions, and strengthen service standards.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

[UN SDG: 12.8]

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%. All products offered by Sapphire Foods are accompanied by comprehensive consumer-facing information, including nutritional content, per-serving values, allergen details, relevant cautions/warnings, and recycling-related guidance, as applicable.
Safe and responsible usage	In addition, we promote responsible handling and end-of-life management of paper and packaging materials across our operations, in line with our broader sustainability and waste management practices.
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following:**

[UN SDG: 16.3, 16.10]

	FY 2025-26 (Current FY)			FY 2024-25 (Previous FY)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other*	49,180	Nil	-	119,461	Nil	-

\*Retail customer complaints

**4. Details of instances of product recalls on account of safety issues:**

[UN SDG: 16.3]

	Number	Reasons for recall
Voluntary recalls		There are no instances of product recalls
Forced recalls		

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

[UN SDG: 16.3, 16.10]

Yes, we have established a structured framework for information security and data privacy through our [Privacy Policy](#) and Code of Conduct, which together set out clear expectations for the protection of business and personal information and for responsible data handling across the organisation.

In addition, we have taken proactive steps toward readiness for compliance with the Digital Personal Data Protection Act, 2023, including completion of a readiness assessment and development of a granular action plan is aligned within applicable implementation timelines.

These measures are complemented by ongoing efforts to strengthen cybersecurity through improvements in processes, technologies, and governance mechanisms, while progressively embedding secure data practices into day-to-day operations.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of consumers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

No reportable instances were noted during the reporting period in relation to:

- Advertising and delivery of essential services,
- Cybersecurity and data privacy of customers,
- Recurrence of product recalls, or
- Penalties/Actions by regulatory authorities concerning product/service safety.

Notwithstanding the absence of such cases, we have established grievance redressal and incident management processes to ensure timely response and resolution, including consumer complaint channels and internal review protocols for cybersecurity and privacy-related concerns. These mechanisms support ongoing monitoring, accountability, and continuous improvement in risk management and compliance practices.

**7. Provide the following information relating to data breaches:**

[UN SDG: 16.3]

During FY 2025-26, there were no such instances faced at SFIL.

**a. Number of instances of data breaches.**

0

**b. Percentage of data breaches involving personally identifiable information of consumers**

0

**c. Impact if any of the breaches**

Not Applicable.

**Leadership Indicators****1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The information about the products and services offered by us is available on the Brand website and are owned and managed by YUM!

Pizza Hut Corporate Website: <http://www.pizzahut.co.in>

KFC Corporate Website: <http://www.kfc.co.in>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

[UN SDG: 12.8, 16.3]

We promote the safe and responsible consumption of our products by ensuring that customers have access to clear, relevant, and easy-to-understand information across multiple consumer touchpoints. Recognising that transparency supports better decision-making, we provide product-related information through packaging, in-store communication, and other customer-facing channels.

To help customers make informed choices, detailed nutritional information is made available, including allergen disclosures for menu offerings. Nutrition brochures and related reference materials are also accessible at restaurants upon request, enabling customers with specific dietary needs, preferences, or sensitivities to make choices with greater confidence. In addition, to ensure responsible product labelling, packaging carries disposal-related instructions to promote greater awareness of responsible waste handling and environmentally conscious consumer behaviour.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Sapphire Foods is not categorized as an essential service provider. Nonetheless, in the event of any temporary service interruption or discontinuation arising from natural events or other unforeseen circumstances, we ensure timely communication to customers through updated in-store display boards at our restaurant locations. This ensures transparent customer communication and helps manage consumer expectations during disruption scenarios.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole. (Yes/No)**

[UN SDG: 12.8, 16.3]

We ensure that all product-related disclosures are presented in accordance with applicable national and state regulatory requirements. Our labelling and display practices are designed to provide consumers with the information necessary to make informed choices, while maintaining full compliance with relevant food safety and labelling standards. In addition to mandatory disclosures, we provide key product information such as ingredients and additive-related details in line with permissible norms. Our product approach is aligned with applicable **FSSAI requirements**, and we avoid the use of artificial colours and flavours in line with our product quality standards. To further support transparency, nutritional information for menu offerings is made available to consumers through the **Pizza Hut and KFC websites**.

We also place significant emphasis on understanding customer experience and strengthening service quality through regular customer satisfaction assessments. Feedback is collected periodically through structured surveys, and the insights generated are reviewed to identify improvement areas and refine operational processes wherever required.

## INDEPENDENT ASSURANCE STATEMENT

To

**The Board of Directors of Sapphire Foods India Limited****Introduction and objectives of work**

Sapphire Foods India Limited (hereafter stated as 'Sapphire Foods' or the 'Company') has engaged Bureau Veritas (India) Private Limited to undertake an Independent Assurance of the company's Sustainability/ Non-Financial Performance disclosures as per SEBI circular (SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 on January 30, 2026 in its Business Responsibility & Sustainability Report (BRSR) for the financial year ended 31<sup>st</sup> March 2026 and to provide Limited Assurance Statement on the aforesaid report.

**Scope of Work**

We have performed the Limited Assurance engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information" and the Standard on Assurance Engagements (SAE) 3410 "Assurance Engagements on Greenhouse Gas Statements", both issued by the Sustainability Reporting Standards Board of the ICAI, and the International Standard on Assurance Engagement ("ISAE") 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and the ISAE 3410 "Assurance Engagements on Greenhouse Gas Statements" both issued by the International Auditing and Assurance Standards Board, Greenhouse Gas Statements with reference to Greenhouse Gas Protocol and in line with the requirements of Bureau Veritas's standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The reporting boundary considered for this reporting period are as follows:

Entire organization of Sapphire Foods India Limited on Standalone basis for the reporting period 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2026.

As part of its independent Limited Assurance, we assessed the appropriateness and robustness of underlying reporting systems and processes used to collect, analyze and review the information reported. In this process, we undertook the following activities:

Assurance was conducted by means of physical site visits at corporate office, Sample Stores and Warehouse. Bureau Veritas interviewed personnel of the Company including Maintenance & Operations, HR, Finance, Supply Chain Management and other relevant departments that include personnel from Quick Service Restaurant and Warehouse. Review of Company's data & information systems for collection, aggregation, analysis was reviewed.

The Assurance process involved carrying out an Assurance by experienced assessors from Bureau Veritas. Data (non-financial) on various BRSR topics was assessed for the locations that were visited. Later, it was confirmed that the same assessed data went into preparation of the final data within the BRSR Report 2025-26.

**Management Responsibility**

The Selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, preparation, and presentation of information in the BRSR report are the sole responsibility of the Company and its management. We are not involved in drafting or preparation for the BRSR Report. Our sole responsibility is to provide independent Limited assurance on the BRSR report for the financial year ended 31<sup>st</sup> March 2026.

**Our findings**

On the basis of our methodology and the activities described above,

- Nothing has come to our attention to indicate that the BRSR disclosures are inaccurate or that the information included therein is not fairly stated.
- It is our opinion that Company has established appropriate systems for the collection, aggregation, and analysis of data on Sustainability/Non-Financial performance disclosures in the BRSR.

- The BRSR Report provides a fair representation of the Company's sustainability activities as included therein.
- The information is presented in a clear, understandable, and accessible manner, and allows readers to form a balanced opinion over Sustainability/Non-Financial performance disclosures of the Company as reported in BRSR for the reporting period.

### Limitations and Exclusions

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period.
- Positional statements (expressions of opinion, belief, aim or future intention by the Company and statements of future commitment.
- Competitive claims, if any, in the report claiming, "first company in India", "first time in India", "first of its kind", etc.

Our assurance does not extend to the activities and operations of the Company outside of the scope and reporting boundaries as well as the operations undertaken by any subsidiaries or joint ventures of the Company.

Our assurance of economic and financial performance data or information on the Company is based only on the annual audited statement of accounts of the Company for the Financial Year 2025-26, and our conclusions rest solely upon that audited report. This independent statement should not be relied upon to detect all errors, omissions or mistreatments that may exist within the Report.

### Statement of Independence, Integrity, and Competence

Bureau Veritas is an independent professional services company that specializes in quality, environmental, health, safety, and social accountability with over 197 years of history. Its assurance team has extensive experience in conducting assessments of environmental, social, ethical and health and safety information, systems and processes. Bureau Veritas operates a certified Quality Management System which complies with the requirements of ISO 9001:2015 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Bureau Veritas has implemented and applied a Code of Ethics, which meets the requirements of the International Federation of Inspections Agencies (IFIA), across the business to ensure that its employees maintain integrity, objectivity, professional competence and due care, confidentiality, professional behavior, and high ethical standards in their day-to-day business activities.

The assurance team for this work does not have any involvement in any other Bureau Veritas projects with Sapphire Foods India Limited.

### Competence

The assurance team has extensive experience in conducting assurance over environmental, social, ethical, and health & safety information, systems and possesses an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reports.

### Restriction on use of Our Report

Our Limited Assurance Report has been prepared and addressed to the Board of Directors of the Company at the request of the company solely to assist the company in reporting on the Company's Sustainability performance and activities for publishing the same in the Company's BRSR report. Accordingly, we accept no liability to anyone other than the Company. Our deliverables should not be used for any other purpose or by any person other than the addressees of our deliverables. The Firm neither accepts nor assumes any duty of care or liability for any other purpose or to any other party to whom our deliverables are shown or in whose hands it may come without our prior consent in writing.

#### SANJAY JAIN

Lead Assurer  
Bureau Veritas (India) Private Limited  
Indore (MP), India  
Date – 13.06.2026

#### MUNJI RAMAMOHAN RAO

Technical Reviewer  
Bureau Veritas (India) Private Limited,  
Hyderabad (TG), India  
Date – 13.06.2026

## ANNUAL REPORT ON CSR ACTIVITIES

### 1. Brief outline on CSR Policy of the Company:

Sapphire Foods India Limited ("Company") stands committed to the social and economic development of the communities in which it operates. The Company's commitment towards this includes contributing to Institutions which are engaged in activities aligned to the activities forming part of its CSR policies.

In this regard, the Company has promulgated CSR Policy and had laid down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

### CSR Policy – Objectives & Initiatives

The objective of the CSR Policy ("Policy") is to lay down the guiding principles in undertaking various programs and projects by or on behalf of the company relating to Corporate Social Responsibility ("CSR") within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the Corporate Social Responsibility amended Rules 2021 vide the Ministry of Corporate Affairs (MCA) notification dated 22<sup>nd</sup> January 2021.

In line with Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR & ESG Committee at the beginning of each year. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

### Focus Areas

The Company endeavours to focus its CSR activities in the areas of:

- Hunger Management / Eradication
- Education & Livelihood
- Health
- Environment
- Others – From time to time, the Company may identify newer key areas to the above list, in so far as such activities are as defined in Schedule VII of the Companies Act, 2013, as amended, from time to time.

### 2. Composition of CSR & ESG Committee:

The Composition of CSR & ESG Committee of the Board of Directors of Sapphire Foods India Limited as on 31<sup>st</sup> March 2026, was as under:

Sr. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Deepa Wadhwa	Chairperson	1	1
2.	Mr. Sanjay Purohit	Member	1	1
3.	Mr. Sumeet Narang	Member	1	1
4.	Mr. Vinod Nambiar	Member	1	1

### 3. Provide the web-link where Composition of CSR & ESG committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Company has constituted and framed CSR & ESG Committee and Policy, and approved CSR Projects in compliance with the provisions of section 135 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the same has been placed on the website of the Company, the weblink for:

- the Composition of CSR & ESG Committee is <https://www.sapphirefoods.in/management-team-information/composition-of-committees>.
- CSR Policy and CSR Projects approved by the Board of Directors is <https://www.sapphirefoods.in/investors-relation/corporate-governance>.
- CSR Projects approved by the Board: Not Applicable

### 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
6. Average net profit of the Company for last 3 financial years: NIL
7. (a) Two percent of average net profit of the company as per section 135(5): NIL  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
(c) Amount required to be set off for the financial year: NIL  
(d) Total CSR obligation for the financial year (7a+7b-7c): NIL
8. (a) CSR amount spent or unspent for the financial year: Not applicable  
(b) Details of CSR amount spent against ongoing projects for the financial year: Not applicable  
(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not applicable
- (d) Amount spent in Administrative Overheads; Not Applicable
- (e) Amount spent on Impact Assessment, if applicable; Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e); Not Applicable
- (g) Excess amount for set off, if any; Not Applicable
9. (a) Details of Unspent CSR amount for the preceding three financial years; Not Applicable  
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s); Not Applicable
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable.

Place: Mumbai  
Date: 28<sup>th</sup> April 2026

**Sanjay Purohit**  
Whole Time Director  
& Group CEO  
DIN: 00117676

**Deepa Wadhwa**  
Independent Director & Chairperson  
of CSR Committee  
DIN: 07862942

## DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT 2013:

### PART (A) – DISCLOSURE AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES (MANAGEMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company and percentage increase in remuneration of Director, CFO, CS or Manager if any for the financial year ending 31<sup>st</sup> March 2026:

Sr. No.	Name of the Director / KMP	Designation	Ratio of remuneration of each Director/KMP to the median remuneration of employees for FY 2025-26	Percentage Increase in Remuneration (%)
1.	Mr. Sanjay Purohit*	Whole-time Director & Group CEO	180.37	-
2.	Mr. Vijay Jain	Executive Director & CFO	107.28	14%
3.	Mr. Sumeet Narang	Non-Executive Nominee Director	-	-
4.	Mr. Kabir Thakur	Non-Executive Nominee Director	-	-
5.	Mr. Vinod Nambiar	Non-Executive Nominee Director	-	-
6.	Mr. Kushal Agarwal	Non-Executive Nominee Director	-	-
7.	Mr. Sunil Chandiramani	Independent Director	11.82	-
8.	Ms. Anu Aggarwal	Independent Director	-	-
9.	Ms. Deepa Wadhwa	Independent Director	9.45	-
10.	Mr. Sachin Dudam	Company Secretary & Compliance Officer	15.36	6%

\* There has been no increase in the remuneration of Mr. Sanjay Purohit.

2. The percentage increase in the median remuneration of employees in the financial year ending 31<sup>st</sup> March 2026: **0.06%**
3. The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March 2026: **13,819**
4. Average percentiles increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration: **8.1%**
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

## FORM No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Sapphire Foods India Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sapphire Foods India Limited** (CIN: L55204MH2009PLC197005) (hereinafter called "the Company") for the financial year ended **31<sup>st</sup> March, 2026**.

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2026** complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes and has required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2026** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder for compliance to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings, **as applicable**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), **as amended from time to time:-**

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable to the Company during the period under review**;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client – **Not Applicable to the Company during the period under review**;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the period under review**;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable to the Company during the period under review**;
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the period under review**;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Other specific business/industry related laws applicable to the Company:  
The Company has complied with specific applicable laws, rules, regulations and guidelines viz.,
  - a) Food Safety and Standards Act, 2006 and Rules thereunder
  - b) Prevention of Food Adulteration Act, 1954 and Rules thereunder;
  - c) The Legal Metrology Act, 2009 and Rules thereunder;
  - d) The Legal Metrology (Packaged Commodities) Rules, 2011

and other applicable general laws, rules, regulations and guidelines.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

As on the end of the reporting period, the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for a meaningful participation at the meeting.

The minutes of the Board Meetings and Committee Meetings have not identified any dissent by members of the Board/Committee of the Board, hence we have no

Place : Mumbai  
Date : 28<sup>th</sup> April 2026

**Office Address :**

Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

reason to believe that the decisions by the Board were not approved by all the directors present. The Minutes of the Board Meetings and Committee Meetings were duly approved at the meeting by the Chairman of the Meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to communication received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**We further report that** during the audit period the following events/actions have taken place, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards:

1. Approval of the Board of Directors of the Company was obtained at its meeting held on 1<sup>st</sup> January, 2026 for draft Scheme of Arrangement between the Company and Devyani International Limited and their shareholders under Sections 230 to 232 of the Companies Act, 2013.
2. Approval of the Shareholders of the Company was obtained by way of Postal Ballot through Remote E-voting process on 8<sup>th</sup> February, 2026 for Shifting of Registered Office of the Company from the State of Maharashtra to the State of Haryana and Consequential Amendment in Clause II of the Memorandum of Association of the Company.
3. Issue and Allotment of 1,92,011 Equity shares of face value of Rs. 2/- each under the Sapphire Foods Employee Stock Option Plan 2017 read with relevant ESOP Schemes during the financial year under review.

**Alwyn Jay & Co.**  
Company Secretaries

Sd/-  
**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No.5137]  
[UDIN : F005559H000220070]

## Annexure A

To  
The Members,  
**Sapphire Foods India Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Sapphire Foods India Limited** (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further part of the verification was done on the basis of electronic data provided to us by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 28<sup>th</sup> April 2026

**Alwyn Jay & Co.**  
Company Secretaries

**Office Address :**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

Sd/-  
**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No.5137]  
[UDIN : F005559H000220070]

## INDEPENDENT AUDITOR'S REPORT

To The Members of Sapphire Foods India Limited

## Report on the Audit of the Standalone Financial Statements

## Opinion

We have audited the accompanying standalone financial statements of **Sapphire Foods India Limited** (the "Company"), which comprise the Standalone Balance Sheet as at March 31, 2026, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year ended on that date, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss and other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

## Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Impairment assessment of Goodwill</b> (as described in Note 34 of the standalone financial statements)</p> <p>As at March 31, 2026, the Company has carrying amount of Goodwill of Rs. 1,019.86 million pertaining to a single cash generating unit (CGU) i.e KFC brand.</p> <p>In accordance with the requirements of Ind AS 36 Impairment of Assets, the Company performs an annual impairment assessment of Goodwill and the corresponding cash generating units to determine whether the recoverable value is below the carrying amount as at March 31, 2026.</p> <p>For this purpose, the recoverable value of the cash generating unit is based on the value in use model, which has been derived from the discounted cash flow model. The model requires the Company to make significant assumptions such as discount rate, near and long-term revenue growth rate and projected margins which involves inherent uncertainty since they are based on future business prospects and economic outlook.</p>	<p>Principal audit procedures performed included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the process followed by the management to determine the recoverable amounts of cash generating units determined by the Company.</li> <li>• Evaluated the design and implementation and tested the operating effectiveness of key internal financial controls related to the Company's process relating to review of the annual impairment analysis.</li> <li>• Assessed Company's valuation methodology applied in determining recoverable value including the reasonableness of identification of cash generating units and around the key drivers (cash flow forecasts, discount rates, expected growth rates, forecasted margins and terminal growth rates) based on our knowledge of the Company and Industry. Compared the historical accuracy by comparing past forecasts to actual results achieved.</li> </ul>

Sr. No.	Key Audit Matter	Auditor's Response
	Changes in certain methodologies and assumptions can lead to significant changes in the assessment of the recoverable value.	<ul style="list-style-type: none"> <li>Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used by the Company.</li> </ul>
	Due to the level of judgments involved and its significance to the Company's financial position, this is considered to be a key audit matter	<ul style="list-style-type: none"> <li>Tested the arithmetical accuracy of the computation of recoverable amounts of cash generating unit.</li> <li>Assessed the disclosures made in the standalone financial statements.</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report in the Annual report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

The standalone financial statements of the Company for the year ended March 31, 2025, were audited by another auditor who expressed an unmodified opinion on those statements on May 7, 2025.

Our opinion on the standalone financial statements is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
  - With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the

operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 30 to the standalone financial statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 49 to the standalone financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever

by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 49 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. The Company upgraded its accounting software on August 22, 2025.

Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated for all relevant transactions recorded in the software.

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with, in respect of said accounting software for the period for which the audit trail feature was enabled and operating. Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 46 to the standalone financial statements.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117365W)

**Mukesh Jain**  
Partner  
(Membership No. 108262)  
UDIN: 26108262HNVDWZ4821

Place: Mumbai  
Date: April 28, 2026

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT****(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)****Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls with reference to standalone financial statements of **Sapphire Foods India Limited** (the "Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements

and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal

financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential

components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117365W)

**Mukesh Jain**  
Partner  
(Membership No. 108262)  
UDIN: 26108262HNVDWZ4821

Place: Mumbai  
Date: April 28, 2026

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT****(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company, and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we state that -

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of property, plant and equipment, capital work-in-progress and right-of-use assets so to cover

all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) The Company does not have any immovable properties other than those taken on lease. In respect of 16 lease agreements of immovable properties as indicated below as at March 31, 2026 and as disclosed in Note 44 of the standalone financial statements, the lease agreements are not duly executed in favour of the Company and hence we are unable to comment on the same.

Description of property	Gross carrying value (Rs. in million)	Held in Name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in name of Company
Leasehold improvements	Nil	NA	NA	0 to 3 months	The original term has expired and these contracts are in the process of getting renewed.

- (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores,
- (iii) (a) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) (a) and (b) of the Order is not applicable.
- (b) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (c) In respect of loans granted and advances in the nature of loans provided by the Company, there

is no amount overdue for more than 90 days at the balance sheet date.

- (d) There were no loans or advance in the nature of loan granted to companies which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over-dues of existing loans given to the same parties.
- (e) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause (iv) of the Order is not applicable to the Company.

- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

- (vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

- (vii) (a) In respect of statutory dues:

Undisputed statutory dues, including Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

Undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Customs, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable are as given below:

Name of the statute	Nature of the Dues	Amount (Rs. in million)*	Period to which the amount relates	Due date	Date of Payment
Professional Tax Act	Profession Tax	0.09	FY 22-23	15-Sep-22 to 31-Mar-23	Unpaid
		0.20	FY 23-24	15-Apr-23 to 31-Mar-24	
		1.21	FY 24-25	15-Apr-24 to 31-Mar-25	
		0.16	FY 25-26	15-Apr-25 to 30-Sep-25	
Labour Welfare Act	Labour Welfare Fund	0.01	FY 20-21	31-Jan-21	Unpaid
		0.01	FY 21-22	31-Jan-22	
		0.02	FY 22-23	31-Jan-23 to 15-Apr-23	
		0.11	FY 23-24	15-Oct-23 to 31-Jan-24	
		0.07	FY 24-25	05-Oct-24 to 15-Apr-25	
		0.00	FY 25-26	31-Jul-25	
Employee State Insurance Act	Employee State Insurance	0.00	FY 20-21	15-Apr-21	Unpaid
		0.00	FY 22-23	15-Apr-23	
		0.00	FY 23-24	15-Apr-24	
		0.00	FY 24-25	15-Apr-25	
		0.01	FY 25-26	15-May-25 to 15-Sep-25	
Employees' Provident Fund Act	Employee Provident Fund	0.01	FY 25-26	15-May-25 to 15-Sep-25	Unpaid

\*0.00 represents amount less than Rs. 10,000

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below.

Name of the statute	Nature of dues	Amount Involved (Rs. in million)	Amount Unpaid (Rs. in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	22.52	17.22	AY 2017-18 to AY 2018-19	Commissioner of Income-tax (Appeals)
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees' Provident Fund	1.17	1.17	FY 2014-15	Provident Fund Officer
The Employees' State Insurance Act, 1948	Employees' State Insurance	27.17	27.17	FY 2010-11 to FY 2024-25	ESIC Officer
Professional Tax Act	Professional Tax	0.15	0.15	FY 2020-21 to FY 2022-23	Professional Tax Officer
Gujarat Value Added Tax, 2003	Sales Tax	4.94	2.57	FY 2016-17 to FY 2017-18	Deputy State Tax Commissioner
Haryana Goods & Service Tax Act, 2017	Goods and Service Tax	12.00	11.64	FY 2017-18	Commissioner (Appeals)
Haryana Goods & Service Tax Act, 2017	Goods and Service Tax	203.25	203.25	FY 2018-19 to FY 2021-22	Punjab and Haryana High court
Tamil Nadu Goods & Services Tax Act, 2017	Goods and Service Tax	7.22	6.82	FY 2018-19	Commissioner (Appeals)
Telangana Goods & Services Tax Act, 2017	Goods and Service Tax	0.60	0.54	FY 2020-21	Commissioner (Appeals)
Uttar Pradesh Goods & Services Tax Act, 2017	Goods and Service Tax	5.89	5.62	FY 2017-18	Commissioner (Appeals)
Uttar Pradesh Goods & Services Tax Act, 2017	Goods and Service Tax	9.21	8.77	FY 2018-19	Allahabad High Court
Karnataka Goods and Services Tax Act, 2017	Goods and Service Tax	73.46	69.36	FY 2018-19 to FY 2021-22	Commissioner (Appeals)
Goods and Services Tax Act, 2017	Goods and Service Tax	1,127.13	1,061.29	FY 2017-18 to FY 2021-22	Commissioner Appeal / First Appellate Authority
Maharashtra Goods and Services Tax Act, 2017	Goods and Service Tax	4.95	4.48	FY 2018-19 to FY 2021-22	Commissioner (Appeals)
Maharashtra Goods and Services Tax Act, 2017	Goods and Service Tax	9.40	9.40	FY 2019-20 to FY 2020-21	Assistant Commissioner

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year when performing our audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of the Order is not applicable.
- (b) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility spend is not applicable to the Company as disclosed in Note 45 of the financial statements. Accordingly, the requirement to report on clause 3(xx)(a) and (b) of the Order is not applicable to the Company.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117365W)

**Mukesh Jain**  
Partner  
(Membership No. 108262)  
UDIN: 26108262HNVDWZ4821

Place: Mumbai  
Date: April 28, 2026

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2026

Particulars	Note	(Rs. in million)	
		As at March 31, 2026	As at March 31, 2025
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	9,657.31	9,088.31
Capital work-in-progress	3	518.15	472.94
Right of use assets	43	11,217.56	10,518.40
Goodwill	4	1,019.86	1,019.86
Other Intangible assets	4	1,152.27	609.72
Intangible assets under development	4	7.76	8.55
<b>Financial assets</b>			
i) Investment in subsidiaries	5	304.68	277.69
ii) Other financial assets	6	1,407.36	977.92
Deferred tax assets (net)	15	1,265.98	1,115.48
Income tax assets (net)		19.49	54.98
Other non-current assets	7	160.38	111.43
<b>Total non-current assets</b>		<b>26,730.80</b>	<b>24,255.28</b>
<b>Current assets</b>			
Inventories	8	746.52	665.83
<b>Financial assets</b>			
i) Investments	5	31.02	1,436.53
ii) Trade receivables	9	307.66	297.68
iii) Cash and cash equivalents	10	596.85	506.45
iv) Bank balances other than cash and cash equivalents	11	-	200.00
v) Other financial assets	6	796.76	352.93
Other current assets	7	115.02	158.23
<b>Total current assets</b>		<b>2,593.83</b>	<b>3,617.65</b>
<b>Total Assets</b>		<b>29,324.63</b>	<b>27,872.93</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	642.77	642.38
Other equity	13	11,661.04	11,932.68
<b>Total equity</b>		<b>12,303.81</b>	<b>12,575.06</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	14	-	59.21
ii) Lease Liabilities	16	12,102.03	11,152.04
iii) Other financial liabilities	18	2.41	-
Other non-current liabilities	19	64.92	18.86
Provisions	20	206.15	116.59
<b>Total non-current liabilities</b>		<b>12,375.51</b>	<b>11,346.70</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	14	30.04	64.01
ii) Lease Liabilities	16	1,148.33	1,066.27
iii) Trade payables	17		
(a) total outstanding dues of micro enterprises and small enterprises		76.18	32.08
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,247.33	2,007.65
iv) Other financial liabilities	18	776.35	444.91
Other current liabilities	19	279.50	269.50
Provisions	20	87.58	66.75
<b>Total current liabilities</b>		<b>4,645.31</b>	<b>3,951.17</b>
<b>Total Equity and Liabilities</b>		<b>29,324.63</b>	<b>27,872.93</b>

The accompanying notes are an integral part of these standalone financial statements. 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Note	(Rs. in million)	
		For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Income</b>			
Revenue from operations	21	26,245.42	24,510.76
Other income	22	266.57	328.06
<b>Total income (A)</b>		<b>26,511.99</b>	<b>24,838.82</b>
<b>Expenses</b>			
Cost of materials consumed	23	8,066.97	7,386.96
Employee benefits expense	24	3,391.49	3,153.33
Finance costs	25	1,148.05	1,048.53
Depreciation and amortization expense	26	3,492.38	3,260.53
Other expenses	27	10,809.10	9,808.94
<b>Total expenses (B)</b>		<b>26,907.99</b>	<b>24,658.29</b>
<b>(Loss)/Profit before exceptional items and tax (C) (A-B)</b>		<b>(396.00)</b>	<b>180.53</b>
<b>Exceptional Items (D)</b>	28	<b>234.70</b>	<b>208.39</b>
<b>Loss before tax (E) (C-D)</b>		<b>(630.70)</b>	<b>(27.86)</b>
<b>Tax (credit)/expense</b>			
Current tax	15	-	-
Deferred tax	15	(146.10)	37.76
Tax in relation to earlier years	15	-	(2.42)
<b>Total Tax (credit)/expense (F)</b>		<b>(146.10)</b>	<b>35.34</b>
<b>Loss for the year after tax (G) (E-F)</b>		<b>(484.60)</b>	<b>(63.20)</b>
<b>Other comprehensive loss</b>			
Items that will not be reclassified to profit or loss			
Remeasurements losses of net defined benefit plan		(17.42)	(19.32)
Tax effect on remeasurements losses of net defined benefit plan	15	4.40	4.86
<b>Total other comprehensive loss for the year, net of tax</b>		<b>(13.02)</b>	<b>(14.46)</b>
<b>Total comprehensive loss for the year, net of tax</b>		<b>(497.62)</b>	<b>(77.66)</b>
<b>Earnings per equity share of Rs. 2 each :</b>			
Basic earnings per share (Rs.)	29	(1.51)	(0.20)
Diluted earnings per share (Rs.)		(1.51)	(0.20)

The accompanying notes are an integral part of these standalone financial statements. 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## STANDALONE STATEMENT OF CASH FLOWS

### FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Cash flow from operating activities</b>		
Loss after exceptional items and before tax	(630.70)	(27.86)
Adjustments for:		
Depreciation and amortisation expense	3,492.38	3,260.53
Finance cost	1,148.05	1,048.53
Interest income	(151.03)	(123.06)
Expenses on employee stock option scheme	140.51	116.91
Provision for slow moving inventories	-	0.42
Sundry balances written back	(43.47)	(23.91)
Expected credit Loss and write off of financial assets	7.83	19.61
Write back of expected credit loss on financial assets	-	(19.48)
Gain on fair value/sale of mutual funds	(46.25)	(86.86)
Loss on sale/ discard of property, plant and equipment	2.42	3.13
Gain on termination/ remeasurement of lease contract	(21.47)	(66.26)
Exceptional item (Refer note 28)	234.70	208.39
<b>Operating profit before working capital changes</b>	<b>4,132.97</b>	<b>4,310.09</b>
<b>Changes in working capital</b>		
Increase in Trade Payables	255.23	178.16
Increase in Other Liabilities	56.06	77.96
Increase in Financial Liabilities	64.47	8.73
(Decrease)/Increase in Provisions	(10.85)	4.77
Increase in Inventories	(80.69)	(6.32)
Increase in Trade and Other Receivables	(10.78)	(5.66)
(Increase)/ Decrease in Financial Assets	(148.78)	50.88
Increase in Other Assets	(3.00)	(0.05)
<b>Cash flow from operations</b>	<b>4,254.63</b>	<b>4,618.56</b>
Income tax refund/ (paid) (net)	35.49	(1.28)
<b>Net cash flow from operating activities (A)</b>	<b>4,290.12</b>	<b>4,617.28</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment and other intangible assets	(2,818.98)	(2,381.74)
Proceeds from sale of property, plant and equipment	10.52	8.51
Inter corporate deposit realised from Subsidiary	-	231.56
Purchase of current Investments	(5,900.00)	(7,600.00)
Proceeds from sale of current Investment	7,351.76	6,250.33
Interest received	38.24	99.31
Deposits with financial institutions (placed)/realised- net	(549.58)	446.60
<b>Net cash used in investing activities (B)</b>	<b>(1,868.04)</b>	<b>(2,945.43)</b>
<b>Cash flow from financing activities</b>		
Proceeds from exercise of employee stock option	-	226.96
Repayment of borrowings	(92.46)	(63.11)
Payment of principal portion of lease liabilities	(1,090.45)	(1,025.68)
Interest paid on lease liabilities	(1,123.55)	(1,030.88)
Finance cost paid	(25.22)	(18.16)
<b>Net cash used in financing activities (C)</b>	<b>(2,331.68)</b>	<b>(1,910.87)</b>

## STANDALONE STATEMENT OF CASH FLOWS

### FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>90.40</b>	<b>(239.02)</b>
Cash and cash equivalents at the beginning of the year	506.45	745.47
Cash and cash equivalents at the end of the year	<b>596.85</b>	<b>506.45</b>
<b>Cash and cash equivalents comprise (refer note 10)</b>		
Balances with banks in current accounts	545.05	443.08
Cash on hand	51.80	63.37
<b>Total cash and cash equivalents at the end of the year</b>	<b>596.85</b>	<b>506.45</b>

**Note :**

Refer Note 43 - Regarding non-cash adjustment relating to leases.

The accompanying notes are an integral part of these standalone financial statements. 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
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**Sanjay Purohit**  
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**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Note	For the year ended March 31, 2026		For the year ended March 31, 2025	
		No. of shares	Amount (Rs. in million)	No. of shares	Amount (Rs. in million)
Balance at the beginning of the year		321,190,894	642.38	63,704,416	637.04
Add: Shares issued during the year before stock split	12	-	-	87,778	0.88
<b>Balance before stock split</b>		<b>321,190,894</b>	<b>642.38</b>	<b>63,792,194</b>	<b>637.92</b>
Restated Balance after stock split (Refer note 12(i))		321,190,894	642.38	318,960,970	637.92
Add: Shares issued during the year after stock split	12	192,011	0.39	2,229,924	4.46
<b>Balance as at the end of the year</b>		<b>321,382,905</b>	<b>642.77</b>	<b>321,190,894</b>	<b>642.38</b>

### B. Other equity

#### For the year ended March 31, 2026

Particulars	Reserves and surplus		Share based payment reserve	Share application money pending allotment	Total
	Capital reserve on account of Merger	Securities premium			
<b>Balance as at April 01, 2025</b>	<b>359.00</b>	<b>15,319.05</b>	<b>362.31</b>	<b>20.91</b>	<b>11,932.68</b>
Allotment of Share Capital	-	28.56	-	(20.91)	7.65
Recognition of share based payment	-	-	226.37	-	226.37
Loss for the year after tax	-	-	-	-	(484.60)
Other comprehensive loss for the year (net of tax)	-	-	-	-	(13.02)
Option exercise during the year	-	-	(8.04)	-	(8.04)
<b>Balance as at March 31, 2026</b>	<b>359.00</b>	<b>15,347.61</b>	<b>580.64</b>	<b>-</b>	<b>11,661.04</b>

(Rs. in million)

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Reserves and surplus		Share based payment reserve	Share application money pending allotment	Total
	Capital reserve on account of Merger	Securities premium			
<b>Balance as at April 01, 2024</b>	<b>359.00</b>	<b>14,975.98</b>	<b>369.05</b>	<b>0.67</b>	<b>11,653.77</b>
Allotment of Share Capital	-	343.07	-	(0.67)	342.40
ESOP exercised pending allotment	-	-	-	20.91	20.91
Recognition of share based payment	-	-	135.62	-	135.62
Loss for the year after tax	-	-	-	-	(63.20)
Other comprehensive loss for the year (net of tax)	-	-	-	-	(14.46)
Option exercise during the year	-	-	(142.36)	-	(142.36)
<b>Balance as at March 31, 2025</b>	<b>359.00</b>	<b>15,319.05</b>	<b>362.31</b>	<b>20.91</b>	<b>11,932.68</b>

(Rs. in million)

The accompanying notes are an integral part of these standalone financial statements.

1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Mukesh Jain**  
Partner  
Membership No:108262  
Place: Mumbai  
Date: April 28, 2026

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812  
Place: Mumbai  
Date: April 28, 2026

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 1. Corporate information

Sapphire Foods India Limited (formerly known as Sapphire Foods India Private Limited) ('the Company') (CIN: L55204MH2009PLC197005) is a company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The Company is primarily engaged in the development, management, and operation of quick service restaurants for esteemed brands such as Pizza Hut and KFC.

The equity shares of the Company are listed on the NSE Limited and BSE Limited.

The registered office of the Company is located at 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai – 400062.

The financial statements were authorized and approved for issuance in accordance with a resolution of the board of directors on 28 April 2026.

### 2. Material accounting policies

#### 2.1 Statement of compliance and basis of preparation

The Standalone financial statements (SFS) of the Company as at and for the year ended March 31, 2026 have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the SFS.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in Indian Rupee (INR) and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

The financial statements provide comparative information in respect of the previous period.

#### 2.2 Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined Benefit Plans- Plan assets measured at fair value

#### 2.3 Summary of material accounting policies

##### a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Business combinations under common control are accounted in accordance with Appendix C of IND AS 103 as per the pooling of interest method, the Ind AS Transition Facilitation Group Clarification Bulletin 9 (ITFG 9) and an EAC opinion issued Basis the EAC opinion, carrying values as appearing in the Standalone Financial Statements of subsidiaries are considered for the preparation of these financial statements.

As per Appendix C, Business Combinations of Entities under Common Control of Ind AS 103, Business Combinations, in case of common control business combinations, the assets and liabilities of the combining entities are reflected at their carrying amounts.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting

dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

### b. Current v/s non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### c. Foreign currencies

The Company's Standalone financial statements are presented in INR, which is also the Company's functional currency.

#### Functional and presentation currency

Management has determined the currency of the primary economic environment in which the entity resides in and operates as the functional currency. The functional currency of the Company is Indian Rupees (INR). The financial statements have been presented in INR, as it best represents the operating business performance and underlying transactions.

#### Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

### d. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- Financial assets include cash and cash equivalents, trade receivables, unbilled revenues, security deposits, employee advances, investments in equity, mutual funds and debt securities etc;
- Financial liabilities include long-term and short-term loans and borrowings, lease liabilities, derivative financial liabilities, bank overdrafts and trade payables.

#### Financial assets:

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price. Subsequently, financial instruments are measured according to the category in which they are classified.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

### i) Financial assets at amortised cost:

A financial asset is classified as "financial asset at amortised cost" (amortised cost) under IND AS 109 Financial Instruments if it meets both the following criteria:

- (1) The asset is held within a business model whose objective is to hold the financial asset in order to collect contractual cash flows, and
- (2) The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified date (the 'SPPI' contractual cash flow characteristics test).

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

### ii) Financial assets at fair value through other comprehensive income (FVTOCI):

All equity investment in scope of IND AS 109 Financial Instruments are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 Business Combinations applies are classified as fair value through profit or loss. For all other equity instruments, the Company may make irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-to-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument through fair value through other comprehensive income (FVTOCI), then all fair value changes in the instruments excluding dividends, are recognised in OCI and is never

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

recycled to statement of profit and loss, even on sale of the instrument.

Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

### (iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets at fair value through profit or loss include financial assets held for trading, e.g., derivative instruments, financial assets designated upon initial recognition at fair value through profit or loss, e.g., debt or equity instruments, or financial assets mandatorily required to be measured at fair value, i.e., where they fail the SPPI test. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that do not pass the SPPI test are required to be classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

### De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired Or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks

and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### Financial liabilities and equity instruments:

#### a) Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

#### c) Financial liabilities

Financial liabilities are classified as either financial liability 'at FVTPL' or 'other financial liabilities'.

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### i) Financial liabilities measured at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### ii) Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Gains or losses on liabilities held for trading are recognized in statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

### De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the balance sheet only if there is a current enforceable legal right to offset the recognised amounts and there is an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held

at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, deposits and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### e. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the transaction price (net of variable consideration) received or receivable, taking into account contractually defined terms of payment, various discounts and schemes offered by the Company and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

However, sales tax/ value added tax (VAT)/ Goods and Service Tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

No element of financing is deemed present as majority of sales are on cash basis and credit sales are made with normal credit period consistent with market practice.

The following specific recognition criteria must also be met before revenue is recognised:

The Company recognizes revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognize revenue when (or as) the Company satisfies a performance obligation.

### Income from retail sales

Revenue from sale of goods is recognised at the time of satisfaction of performance obligation i.e. when control of the goods is transferred to the customer, generally on delivery of the goods, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Revenue is measured at the transaction price (net of variable consideration) received or receivable, taking into account contractually defined terms of payment, various discounts and schemes offered by the Company and excluding taxes or duties collected on behalf of the government.

Gift vouchers sales are recognised when the vouchers are redeemed and goods are sold to the customer.

### Income from trading sales

Revenue from sale of goods is recognised at the time of satisfaction of performance obligation i.e.

when the goods are delivered to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivable is

reasonably expected. Revenue is measured at the transaction price (net of variable consideration) received or receivable. Amounts disclosed as revenue are net of customer returns, trade allowance, rebates, goods and services tax and amount collected on behalf of third parties.

### Service Income

Revenue from sale of services is recognized in accordance with the terms of the relevant agreements and is net of goods and service tax (GST), where applicable as accepted and agreed with the customers.

The Company recognise revenue from alliance income (marketing support services) at the time of satisfaction of performance obligation i.e. when the service is performed.

The Company also receives one-time alliance income from the landlord on certain properties. Alliance income is recognised as deferred revenue over a period as determined by the management basis the agreements with the landlords.

### Incentive

The Company is eligible for certain benefits basis the target stores opening as agreed to in the development agreement with franchisor. These benefits are recognised basis the satisfaction of performance obligation i.e. pro-rata basis the number of stores opened. The incentives are netted off against related expenses considering the substance of transaction.

### Interest income

Interest income on financial assets at amortised cost is recognised using the effective interest method. Effective interest is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

### Contract balances-

#### Trade receivables

A receivable is recognised if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point (d) above.

#### Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier)

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

### f. Taxes

Tax expense comprises of current and deferred tax.

#### Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in India where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

#### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a

transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business.

### g. Property, plant and equipment

#### Recognition and measurement

All items of property, plant and equipment are initially measured at cost and subsequently it is measured at cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price and all costs incurred to bring the assets to their current location and condition for its intended use. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Any subsequent cost incurred is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Capital work in progress comprises cost of property, plant and equipment (including related expenses),

that are not yet ready for their intended use at the reporting date and it is carried at cost less accumulated impairment losses.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and carrying amount of the assets and are recognised in the statement of profit and loss when the asset is derecognised.

#### Depreciation on Property, plant and equipment

Depreciation is calculated on the straight-line basis over the estimated useful lives of the assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The company has used the following life to provide depreciation on its property, plant and equipment.

The rates of depreciation are based on technical evaluation of the economic life of assets by the management, which are given below and are equal

to the corresponding rates prescribed in Schedule II to the Companies Act, 2013:

Class of asset	Useful lives estimated by the management (years)
Plant and machinery	15 years
Office equipment	5 years
Computers	3 years
Furniture and fixtures	8 years
Vehicles	10 years
Leasehold improvements	Over the Lease term or 10 years whichever is shorter.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### h. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

#### Amortisation of intangible assets

Amortisation is calculated on the straight-line basis over the estimated useful lives of the assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The company has used the following life to provide amortisation on its intangible assets.

Class of asset	Useful lives estimated by the management (years)
License fees	Over the period of license (upto 10 years)
Computer Software	3 years
Franchisee fees	10 years

There are no intangible assets with indefinite useful lives other than goodwill.

### i. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings, Plant and Equipment and Computers. The Company applies a single recognition

and measurement approach for all leases, except for short-term leases and leases of low-value assets.

#### Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

#### Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of the future lease payments. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Company has elected not to separate lease and non-lease components in a lease contract where lease payments are inclusive of non-lease component.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note k Impairment of non-financial assets.

### Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as an operating expense in the statement of profit and loss.

### The Company as a lessor

When the Company acts as an intermediate lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

### j. Inventories

#### Basis of valuation

Inventories other than scrap materials are valued at lower of cost and net realizable value, if any. The comparison of cost and net realizable value is made on an item-by-item basis.

### Method of valuation

Cost of raw materials and packing material are determined by using weighted average method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### k. Impairment of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

### l. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The expense relating to a

provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. Provisions are reviewed at each balance sheet date.

### m. Retirement and other employee benefits

#### Defined benefit plan

In accordance with applicable laws in India, the Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") for every employee who has completed 5 years or more of service on departure at 15 days salary (last drawn salary) for each completed year of service. The Gratuity Plan provides for a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment based on last drawn salary and tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using projected unit credit method.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

### Defined contribution plan

The Company makes contributions to the Provident Fund scheme, national pension scheme, labour welfare fund and employee state insurance corporation. These contributions are deposited with Government administered fund and recognised as an expense in the period in which the related service is performed. There is no further obligation on the Company on this defined contribution plan.

### Compensated absences

Accumulated leave is expected to be utilized within the next 12 months and are treated as short-term employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.

### n. Share-based payments

Employees of the Company also receive remuneration in the form of share-based payments whereby employees render services as consideration for equity instruments (equity-settled transactions).

### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in employee benefit expenses, together with a corresponding increase in retained earnings in equity, over the period in which the service conditions and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period

represents the movement in cumulative expense recognised as at the beginning and end of that period

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When an award is modified, at minimum the cost of the original award is recognised as if it had not been modified (i.e., at the original grant date fair value, spread over the original vesting period, and subject to the original vesting conditions). This applies unless the award does not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where a modification is made after the original vesting period has expired, and is subject to no further vesting conditions, any incremental fair value is recognised immediately.

If the modification decreases the fair value of the equity instruments granted (e.g., by increasing the exercise price or reducing the exercise period), the decrease in value is effectively ignored and the entity continues to recognise a cost for services as if the awards had not been modified. Where an award is cancelled by the entity or by the counterparty, any

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### Cash-settled transactions

A liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee welfare expenses (see Note 24). The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The fair value is determined using a binomial model. The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

### o. Investment in subsidiaries

A subsidiary is an entity that is controlled by the entity. Investment in Subsidiary entities is carried at cost less accumulated impairment losses, if any.

### Impairment of investments:

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

### p. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### q. Contingencies

#### A contingent liability is:

A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because:

- (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (ii) The amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are recognised when virtually certain on the balance sheet of the Company, except for contingent liabilities assumed in a business combination that are present obligations arising from past events and which the fair values can be reliably determined.

#### Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition. Contingent liabilities are reviewed at each Balance Sheet date.

### r. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the adjusted profit/(loss) attributable to ordinary equity holders of the Company using the weighted-average number of equity shares considered for deriving basic earnings per share and weighted average number of dilutive equivalent shares outstanding during the period, which comprise share options granted to employees, except where the results would be anti-dilutive. Dilutive potential shares are deemed converted at the beginning of the period, unless issued at later date.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### s. Fair value measurement

The fair value of the financial instruments is included at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Company have assessed that the fair values of cash and cash equivalents, restricted cash, trade receivables (not subject to provisional pricing), trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

There have been no transfers between fair value levels during the reporting period.

### t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker being Managing Director of the company. The Managing Director assesses the financial performance and position of the company as a whole and makes strategic decisions. Operating segments have been aggregated in accordance with the Standard.

### u. Cash Flow

Ind AS 7 requires an entity to exclude non-cash transaction relating to investing and financing activities from the statement of cash flow. However, such transactions should be disclosed elsewhere in the financial statements. The investing and financing activities in cash flow statement do not have a direct impact on current cash flows although they do

affect the capital and asset structure of an entity. The company has disclosed these transactions, to the extent material in relevant notes.

Cash and cash equivalents consist of cash on hand and balances with banks which are unrestricted for withdrawal and usage.

### v. Exceptional Items

Exceptional items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with Ind AS.

### w. Recent accounting pronouncements

#### New and amended standards

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Company applied following amendments for the first-time during the current year which are effective from 1 April 2025:

#### (i) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants -Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period;

a) must have substance, and b) must exist at the end of the reporting period;

- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;

- including requirements for liabilities that can be settled using an entity's own instruments; and

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments has no impact on the classification of the Company's liabilities as on the balance sheet date.

#### (ii) Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

The amendments has no impact on the Company's standalone financial statements.

#### (iii) International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The amendments has no impact on the Company's standalone financial statements.

#### (iv) Lack of exchangeability - Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, to specify how an entity should assess

whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments has no impact on the Company's standalone financial statements.

#### New and amended standards which are issued but are not yet effective.

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued but not yet effective from time to time.

#### (i) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants-Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date.

Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS.

This amendment is not expected to have a material impact on the standalone financial statements.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 3 Property, Plant and Equipment and Capital work-in-progress

#### i) Property, Plant and Equipment

(Rs. in million)

Particulars	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Computers	Leasehold improvements	Total
<b>Gross Carrying Amount</b>							
As at April 01, 2024	5,732.38	427.57	75.00	299.57	1,002.17	5,336.35	12,873.04
Additions	1,060.90	78.27	2.71	47.25	197.34	835.95	2,222.42
Disposals	(182.81)	(42.45)	(2.24)	(12.93)	(65.92)	(266.34)	(572.69)
As at March 31, 2025	6,610.47	463.39	75.47	333.89	1,133.59	5,905.96	14,522.77
Additions	1,066.54	75.96	8.09	49.97	233.29	816.79	2,250.64
Disposals	(130.81)	(14.99)	(1.47)	(14.94)	(34.46)	(158.94)	(355.61)
As at March 31, 2026	7,546.20	524.36	82.09	368.92	1,332.42	6,563.81	16,417.80
<b>Accumulated depreciation</b>							
As at April 01, 2024	1,506.33	162.69	24.34	154.50	606.49	1,945.91	4,400.26
Depreciation for the year	547.26	56.62	7.40	47.65	222.59	715.43	1,596.95
Disposals	(174.91)	(42.33)	(1.97)	(12.59)	(64.86)	(266.09)	(562.75)
As at March 31, 2025	1,878.68	176.98	29.77	189.56	764.22	2,395.25	5,434.46
Depreciation for the year	529.42	58.81	7.57	52.00	226.93	793.97	1,668.70
Disposals	(120.75)	(14.91)	(1.41)	(14.70)	(34.40)	(156.50)	(342.67)
As at March 31, 2026	2,287.35	220.88	35.93	226.86	956.75	3,032.72	6,760.49
<b>Net Carrying Amount</b>							
As at March 31, 2026	5,258.85	303.48	46.16	142.06	375.67	3,531.09	9,657.31
As at March 31, 2025	4,731.79	286.41	45.70	144.33	369.37	3,510.71	9,088.31

#### ii) Capital work-in-progress

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	472.94	597.92
Additions	2,295.85	2,097.44
Capitalised	(2,250.64)	(2,222.42)
Closing Balance	518.15	472.94

#### Note:

##### a) Ageing for capital work-in-progress

(Rs. in million)

Particulars	Amount of Capital work-in-progress				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress (As at March 31, 2026)	393.94	61.14	49.26	13.81	518.15
Projects in progress (As at March 31, 2025)	246.28	171.11	51.50	4.05	472.94

- b) Capital work-in-progress mainly comprises of assets being constructed or restaurant equipments held for utilisation at new stores. These will get appropriated towards new stores to be opened in future. There are no projects as on each reporting period where activity had been suspended. All the upcoming projects of the Company are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Company as at March 31, 2026 and March 31, 2025.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 4 Other Intangible assets and Intangible assets under development

#### i) Other Intangible assets

(Rs. in million)

Particulars	Computer Softwares	License fees	Franchisee fees	Total	Goodwill (Note 34(a))
<b>Gross Carrying Amount</b>					
As at April 01, 2024	244.37	288.58	652.90	1,185.85	1,835.22
Additions	85.83	34.87	109.89	230.59	-
Disposals	(3.62)	(11.20)	(11.42)	(26.24)	-
As at March 31, 2025	326.58	312.25	751.37	1,390.20	1,835.22
Additions	83.09	40.00	667.46	790.55	-
Disposals*	(0.75)	(127.71)	(128.53)	(256.99)	-
As at March 31, 2026	408.92	224.54	1,290.30	1,923.76	1,835.22
<b>Accumulated amortisation and Impairment</b>					
As at April 01, 2024	153.18	189.52	268.69	611.39	776.61
Charge for the year	53.36	66.59	73.68	193.63	-
Impairment (Refer note 28)	-	-	-	-	38.75
Disposals	(3.63)	(11.20)	(9.71)	(24.54)	-
As at March 31, 2025	202.91	244.91	332.66	780.48	815.36
Charge for the year	100.34	47.25	100.40	247.99	-
Disposals*	(0.75)	(127.71)	(128.52)	(256.98)	-
As at March 31, 2026	302.50	164.45	304.54	771.49	815.36
<b>Net Carrying Amount</b>					
As at March 31, 2026	106.42	60.09	985.76	1,152.27	1,019.86
As at March 31, 2025	123.67	67.34	418.71	609.72	1,019.86

\* Disposals include discard/retirement of assets

#### ii) Intangible assets under development

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	8.55	7.10
Additions	789.76	232.04
Capitalised	(790.55)	(230.59)
Closing Balance	7.76	8.55

#### Note:

##### a) Ageing for Intangible assets under development

(Rs. in million)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress (As at March 31, 2026)	7.71	0.05	-	-	7.76
Projects in progress (As at March 31, 2025)	8.46	0.09	-	-	8.55

- b) There are no projects as on each reporting period where activity had been suspended. All the upcoming projects of the Company are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Company as at March 31, 2026 and March 31, 2025.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 5 Financial assets - Investments

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>a) Investments in subsidiary measured at Cost - Unquoted equity shares</b>		
<b>i) French Restaurants Private Limited, Fully Paid up</b>		
5,10,000 Equity Shares of SLR.10/- each	20.74	20.74
Less : Provision for impairment loss in the value of above investment	(19.75)	(19.75)
<b>ii) (a) Gamma Pizza Kraft Lanka Private Limited Fully Paid up</b>	215.96	215.96
82,34,500 Equity Shares of SLR.10/- each		
<b>(b) Deemed Investment (share based payment)</b>	87.73	60.74
<b>iii) Gamma Island Food Private Limited - Maldives</b>		
1,26,364 Equity Shares of MVR 230 each	143.50	143.50
Less : Provision for impairment loss in the value of above investment (Refer note 28)	(143.50)	(143.50)
<b>b) Quoted mutual fund</b>		
Investment in Mutual Fund measured at fair value through profit or loss (FVTPL) (Refer note below)	31.02	1,436.53
<b>Total investments</b>	<b>335.70</b>	<b>1,714.22</b>
Current	31.02	1,436.53
Non-current	304.68	277.69

#### Note: Investment in quoted mutual fund\*

(Rs. in million)

Name of Mutual Fund Scheme	As at March 31, 2026		As at March 31, 2025	
	Number of units	Amount	Number of units	Amount
Aditya Birla Sun Life Corporate Bond Fund	113,182.70	13.11	1,924,274.11	212.87
Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	-	-	484,288.06	202.78
Axis Liquid Fund- Direct	-	-	139,967.57	403.61
DSP Liquidity Fund - Regular Plan - Growth	-	-	2,482.20	9.10
HDFC Corporate Bond Fund - Growth Option	499,066.06	16.64	8,373,640.49	266.83
HSBC Liquid Fund-Regular	-	-	48,093.24	123.17
ICICI Prudential Corporate Bond Fund - Direct Plan - Growth	-	-	7,010,649.73	214.19
Nippon India Liquid Fund -Growth Plan	113.20	0.76	634.67	3.98
HDFC Overnight Fund - Growth Option - Direct Plan	127.70	0.51	-	-
<b>Total</b>	<b>612,489.66</b>	<b>31.02</b>	<b>17,984,030.07</b>	<b>1,436.53</b>

\* Investments in mutual funds have been fair valued based on the closing Net Asset Value (NAV) as at the reporting date.

(Rs. in million)

	As at March 31, 2026	As at March 31, 2025
Aggregate amount of quoted investments	31.02	1,436.53
Aggregate market value of quoted investments	31.02	1,436.53
Aggregate amount of unquoted investments	467.93	440.94
Aggregate amount of impairment in value of investments	163.25	163.25

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 6 Financial Assets - Other financial assets (unsecured)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Non-current</b>		
Term deposits With maturity of more than 12 months	300.50	-
Lease Receivables (Refer note 43)	30.84	-
Margin money/ deposits with banks (placed as security with government body and banks) (Refer note a below)	277.40	363.62
Security Deposits		
Considered good	798.62	614.30
Credit impaired	16.33	19.22
Less: Allowance for expected credit losses (Refer note b below)	(16.33)	(19.22)
	<b>798.62</b>	<b>614.30</b>
<b>Total Non-current other financial assets</b>	<b>1,407.36</b>	<b>977.92</b>
<b>Current</b>		
Term deposits With maturity of less than 12 months	535.30	-
Inter Corporate Deposit placed with related party (Refer note d below)		
- Subsidiary	21.74	21.74
Less: Allowance for expected credit losses	(21.74)	(21.74)
Security Deposits		
- Considered good	174.01	335.91
Lease Receivables (Refer note 43)	2.23	-
Interest accrued on loan		
- Related party (Refer note c below) ICD	5.05	5.05
Less: Allowance for expected credit losses	(5.05)	(5.05)
Interest accrued on fixed deposits	59.47	16.32
Other receivables (Considered good)		
- Unbilled (Refer note e below)	21.39	-
- Others	4.36	0.70
	25.75	0.70
<b>Total current other financial assets</b>	<b>796.76</b>	<b>352.93</b>

#### Note:

a) Included in the above balance is Rs. 75 million as at March 31, 2026 (March 31, 2025: Rs. 75 million), representing funds maintained in a current account as a Debt Service Reserve Account (DSRA) pursuant to the borrowing arrangements, and accordingly, such balance is restricted from current use of the Company.

#### b) Movements in allowance for credit losses of security deposit is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	19.22	22.90
Charge during the year	3.51	4.15
Utilised during the year	(6.40)	(7.83)
<b>Balance at the end of the year</b>	<b>16.33</b>	<b>19.22</b>

For explanation on the credit risk management process, refer Note 40(b).

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### c) Movements in allowance for credit losses of interest accrued on loan is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	5.05	-
Charge during the year	-	5.05
<b>Balance at the end of the year</b>	<b>5.05</b>	<b>5.05</b>

### d) Movements in allowance for credit losses of Inter Corporate Deposit placed with related party is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	21.74	-
Charge during the year	-	21.74
<b>Balance at the end of the year</b>	<b>21.74</b>	<b>21.74</b>

e) This amount is accrued towards incentive basis number of stores opened as per agreement with the franchisor and is to be billed basis terms agreed in the development agreement with franchisor including amendments to the agreements.

## 7 Other assets (unsecured)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Non Current</b>		
<b>Capital advances</b>		
Considered good	93.55	90.81
Considered doubtful	11.60	12.32
Less : Allowance for expected credit loss (Refer note a below)	(11.60)	(12.32)
	<b>93.55</b>	<b>90.81</b>
<b>Balances with government authorities</b>		
Considered good	62.98	17.41
Considered doubtful	1.35	21.89
Less: Allowance for expected credit loss (Refer note b below)	(1.35)	(21.89)
	<b>62.98</b>	<b>17.41</b>
Prepaid expenses	3.85	3.21
<b>Total other Non-current assets</b>	<b>160.38</b>	<b>111.43</b>
<b>Current</b>		
<b>Advances other than capital advances</b>		
<b>Advances to suppliers</b>		
Considered good	61.21	109.29
Considered doubtful	4.24	0.77
Less : Allowance for expected credit loss (Refer note c below)	(4.24)	(0.77)
	<b>61.21</b>	<b>109.29</b>
Prepaid expenses	33.31	35.65
Employee advances	20.50	13.29
<b>Total other current assets</b>	<b>115.02</b>	<b>158.23</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### a) Movements in allowance for expected credit loss of Capital advances is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	12.32	23.97
Charge/(Utilised) during the year	(0.72)	(11.65)
<b>Balance at the end of the year</b>	<b>11.60</b>	<b>12.32</b>

### b) Movements in allowance for expected credit loss of Balances with government authorities is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	21.89	21.89
Charge/(Utilised) during the year	(20.54)	-
<b>Balance at the end of the year</b>	<b>1.35</b>	<b>21.89</b>

### c) Movements in allowance for expected credit loss of Advance to suppliers is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	0.77	0.77
Charge/(Utilised) during the year	3.47	-
<b>Balance at the end of the year</b>	<b>4.24</b>	<b>0.77</b>

## 8 Inventories

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>(At lower of cost or net realisable value)</b>		
Raw materials	582.10	501.47
Packing materials	99.25	90.09
Less : Provision for slow moving inventories	-	(0.42)
	<b>681.35</b>	<b>591.14</b>
Small wares, cleaning, uniform and operating supplies	65.17	74.69
<b>Total inventories</b>	<b>746.52</b>	<b>665.83</b>

## 9 Trade receivables

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good	307.66	297.68
Unsecured, credit impaired	0.70	1.09
	<b>308.36</b>	<b>298.77</b>
Less : Allowance for expected credit losses	(0.70)	(1.09)
<b>Total trade receivables</b>	<b>307.66</b>	<b>297.68</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Movements in allowance for credit losses of receivables is as below:

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	1.09	-
Charge during the year	0.79	-
Release during the year	(1.18)	1.09
<b>Balance at the end of the year</b>	<b>0.70</b>	<b>1.09</b>

Ageing as at March 31, 2026 and March 31, 2025

a) Ageing of undisputed trade receivables

Particulars	(Rs. in million)			
	Outstanding for following periods from due date of payment			
	As at March 31, 2026		As at March 31, 2025	
	Considered Good	Credit Impaired	Considered Good	Credit Impaired
Unbilled	8.84	-	-	-
Not due	268.20	-	261.79	-
Less than 6 months	30.62	0.70	35.89	1.09
6 months to 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>307.66</b>	<b>0.70</b>	<b>297.68</b>	<b>1.09</b>

- b) There are no disputed trade receivables, hence the same is not disclosed in ageing schedule.
- c) Trade Receivables are non interest bearing and are generally on terms of 7 - 30 days
- d) For explanation on the credit risk management process, refer Note 40(b)
- e) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

### 10 Cash and cash equivalents

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Balances with banks - In current accounts	545.05	443.08
Cash on hand	51.80	63.37
<b>Total cash and cash equivalents</b>	<b>596.85</b>	<b>506.45</b>

### 11 Bank balances other than cash and cash equivalents

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Term deposits with original maturity more than 3 months but less than 12 months	-	200.00
<b>Total bank balances other than cash and cash equivalents</b>	<b>-</b>	<b>200.00</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 12 Equity share capital

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>a) Authorised shares:</b>		
233,50,60,000 Equity shares of Rs. 2 each (March 31, 2025: 233,50,60,000 Equity shares of Rs. 2 each )	4,670.12	4,670.12
	<b>4,670.12</b>	<b>4,670.12</b>
<b>b) Issued, subscribed and fully paid-up shares:</b>		
Equity shares of Rs. 2 each fully paid up	642.38	637.04
Shares issued during the year -Nil (March 31, 2025- 87,778) Equity shares of Rs. 10 each fully paid up before stock split	-	0.88
Shares issued during the year -1,92,011 (March 31, 2025- 22,29,924 Equity shares of Rs. 2 each fully paid up after stock split	0.39	4.47
	<b>642.77</b>	<b>642.38</b>
<b>c) Reconciliation of number of shares outstanding at the beginning and end of the year (in numbers):</b>		
<b>Equity shares</b>		
Outstanding at the beginning of the year	321,190,894	63,704,416
Issued during the year before stock split (Refer note h and j below)	-	87,778
<b>Balance before stock split</b>	<b>321,190,894</b>	<b>63,792,194</b>
Restated Balance after stock split	321,190,894	318,960,970
Issued during the year after stock split (Refer note h and j below)	192,011	2,229,924
<b>Outstanding at the end of the year</b>	<b>321,382,905</b>	<b>321,190,894</b>

d) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having par value of Rs. 10 each (pursuant to the share split from Rs. 10 to Rs. 2 per share with effect from 05 September 2024). Each holder of equity share is eligible to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

e) Shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2026		As at March 31, 2025	
	% holding	No. of Shares (Face Value of Rs. 2)	% holding	No. of Shares (Face Value of Rs. 2)
<b>Equity shares</b>				
Sapphire Foods Mauritius Limited	23.81%	76,534,850	23.83%	76,534,850
HDFC Trustee Company Limited	9.58%	30,801,494	9.40%	30,177,553
Nippon Life India Trustee Limited	8.22%	26,413,888	8.08%	25,958,871
Government of Singapore	6.72%	21,601,315	7.82%	25,128,205
Mirae Asset Trustee Company Private Limited (Mirae Asset Great Consumer Fund)	2.80%	8,999,566	4.53%	14,556,655

As per the records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### f) Promoters share holding

Particulars	As at March 31, 2026		As at March 31, 2025	
	% holding	No. of Shares (Face Value of Rs. 2)	% holding	No. of Shares (Face Value of Rs. 2)
<b>Equity shares</b>				
Sapphire Foods Mauritius Limited	23.81%	76,534,850	23.83%	76,534,850
QSR Management Trust through trustee Sagista Realty Advisors Private Limited	2.25%	7,243,375	2.26%	72,43,375
	<b>26.06%</b>	<b>83,778,225</b>	<b>26.09%</b>	<b>83,778,225</b>

### g) Shares reserved for issue under options

Information relating to Sapphire Foods Employee Stock Option Plan 2019 and 2022 as amended from time to time, including details of options granted, exercised and lapsed during the current year and options outstanding at the end of reporting year, is set out in note 41.

### h) Shares issued during the year ended March 31, 2026 includes:

- Allotment of stock options 1,92,011 during the year ended March 31, 2026.
  - Exercise of stock options 87,778 before share split and 2,229,924 after stock split during the previous year ended March 31, 2025.
- i) Shares allotted as fully paid-up without payment being received in cash during the period of 5 years immediately preceding the date of Balance Sheet are as under:** Nil
- j)** The Shareholders of the Company, had approved the sub-division of one equity share of the face value of Rs. 10 each into five equity shares of face value of Rs. 2 each. The record date for the said sub-division was 5 September 2024.

## 13 Other equity

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Share application money pending allotment</b>		
Balance at the beginning of the year	20.91	0.67
Add: Addition during the year	-	20.91
Less: Allotted During the year	(20.91)	(0.67)
<b>Balance as at the end of the year</b>	<b>-</b>	<b>20.91</b>
<b>Securities premium</b>		
Balance at the beginning of the year	15,319.05	14,975.98
Add: Premium on issue of equity shares	28.56	343.07
<b>Balance as at the end of the year</b>	<b>15,347.61</b>	<b>15,319.05</b>
<b>Capital reserve</b>		
Balance at the beginning of the year	359.00	359.00
Add: Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>359.00</b>	<b>359.00</b>
<b>Capital reserve on merger</b>		
Balance at the beginning of the year	(1,437.04)	(1,437.04)
Add: On account of Merger	-	-
<b>Balance as at the end of the year</b>	<b>(1,437.04)</b>	<b>(1,437.04)</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Share based payment reserve</b>		
Balance at the beginning of the year	362.31	369.05
Employee stock option expense (Refer note 41)	199.38	117.15
Deemed Investment in subsidiaries (share based payment) (Refer note 41)	26.99	18.47
Exercise of employee stock options	(8.04)	(142.36)
<b>Balance as at the end of the year</b>	<b>580.64</b>	<b>362.31</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	(2,691.55)	(2,613.89)
Loss for the year after tax	(484.60)	(63.20)
Re-measurement losses on defined benefit plans (net of deferred tax)	(13.02)	(14.46)
<b>Balance as at the end of the year</b>	<b>(3,189.17)</b>	<b>(2,691.55)</b>
<b>Total other equity</b>	<b>11,661.04</b>	<b>11,932.68</b>

### Note : Nature and purpose of reserves

- Retained earnings - Retained earnings are the profits/ (losses) that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.
- Share based payment reserve - The Company offers ESOP, under which options to subscribe for the Company's share have been granted to certain employees and senior management. The share based payment reserve is used to recognise the value of equity settled share based payments provided as part of the ESOP scheme.
- Capital reserve - Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013.
- Securities premium - The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013.
- Share application money pending allotment - This represents the amount received from the exercise of employee stock options in the previous year, for which the corresponding allotment of shares was completed in the current financial year.
- Capital Reserve on merger - This reserve comprises of the impact pursuant to merger of Gamma Pizzakraft Overseas Private Limited & Gamma Pizzakraft Private Limited on a going concern basis from the appointed date of the scheme i.e. 1<sup>st</sup> April 2022.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 14 Borrowings (measured at amortised cost)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Non- current borrowings (secured)</b>		
<b>Secured Term Loan (At amortised cost)</b>		
Term Loan from Banks	29.86	122.32
Less:- current maturities (shown as current borrowings)	(29.86)	(63.11)
<b>Total non-current borrowings</b>	<b>-</b>	<b>59.21</b>

#### (a) Term Loan from HDFC Bank - RTL 2

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
*The interest rate on loan ranged from 6.5% p.a to 8.71% p.a.*	Repayable in 17 quarterly instalments of Rs. 10.10 million from the date of first disbursement with moratorium of 15 months	Pari passu charge on all movable tangibles and intangibles assets, current assets and receivables and all bank accounts	29.86	69.51

#### (b) Term Loan from HDFC Bank - RTL 4

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
The interest rate on loan is 6.5% p.a to 9.00% p.a.	Repayable in 48 monthly instalments of Rs. 1.98 million from the date of first disbursement with moratorium of 24 months	Second charge on all movable tangibles and intangibles assets, current assets and receivables and all bank accounts	-	52.81

#### (c) Overdraft from Yes Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 165 million	-	-

#### (d) Overdraft from SBI Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 150 million	-	-

#### (e) Overdraft from IDFC First Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 30 million	-	-

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### (f) Overdraft from HDFC Bank Limited

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
Margin over and above applicable term deposit rate as may be mutually agreed	Repayable on demand	Charge over fixed deposits amounting to Rs 10 million	-	-

#### Note:

- (a) The closing balance of the Term Loan from HDFC Bank- RTL 2, includes amounts associated with the amortisation of processing fees, in accordance with the provisions of IND AS 109- Financial Instruments.
- (b) The Company has availed working capital facilities from banks or financial institutions on the basis of security of current assets. However, there is no requirement to submit quarterly returns or statements of current assets with banks or financial institutions.
- (c) The Company has utilised the term loans availed for the specific purposes for which the loans were obtained.

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Current borrowings (secured)</b>		
Current maturities of non-current borrowings	29.86	63.11
Interest accrued but not due on borrowings	0.18	0.90
<b>Total current borrowings</b>	<b>30.04</b>	<b>64.01</b>

### 15 Income tax

The major components of income tax expense for the respective year ended:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Current tax</b>	-	-
<b>Deferred tax</b>		
Relating to originating and reversal of temporary differences	(150.50)	30.48
<b>Income tax expense/(credit) reported in the financials</b>	<b>(150.50)</b>	<b>30.48</b>
- Income tax (credit)/ expense reported in the statement of loss	(146.10)	37.76
- Income tax credit reported in the statement of other comprehensive loss	(4.40)	(4.86)
- Income tax credit of earlier years	-	(2.42)

### A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Loss before taxes</b>	<b>(630.70)</b>	<b>(27.86)</b>
Statutory income tax rate	25.17%	25.17%
<b>Expected income tax credit (A)</b>	<b>(158.75)</b>	<b>(7.01)</b>
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense :-</b>		
Deferred tax asset not recognised on Impairment of assets	-	41.48
Expenses not deductible for tax purpose	12.65	1.19
Others	(4.40)	(5.18)
<b>Total income tax expense (B)</b>	<b>8.25</b>	<b>37.49</b>
<b>Deferred Tax recognised during the year in the statement of profit and loss (A-B)</b>	<b>(150.50)</b>	<b>30.48</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Deferred tax

Deferred tax relates to the following:

Particulars	Balance Sheet		Profit and Loss	
	As at	As at	For the year ended	For the year ended
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
<b>Deferred tax liabilities</b>				
Goodwill	226.38	226.38	-	(9.76)
Mutual Funds	4.76	17.90	(13.14)	13.92
<b>Deferred tax liabilities (A)</b>	<b>231.14</b>	<b>244.28</b>	<b>(13.14)</b>	<b>4.16</b>
<b>Deferred tax assets</b>				
Property, plant and equipment/ Intangible assets	349.49	341.80	7.69	28.56
Employee benefits payable	24.67	19.49	5.18	(23.42)
Long term/ Short term provisions (including OCI impact)	73.26	36.40	36.86	1.88
Provision for slow moving inventories	-	0.11	(0.11)	(0.49)
Right of Use Assets (net of Lease Liabilities)	745.70	646.00	99.70	80.47
Expected credit loss on financial assets	5.46	14.87	(9.41)	(2.60)
Disallowance under section 40(a)(i) of Income Tax Act,1961	0.25	1.48	(1.23)	(2.22)
Unabsorbed depreciation	298.29	299.61	(1.32)	(108.50)
<b>Deferred tax assets (B)</b>	<b>1,497.12</b>	<b>1,359.76</b>	<b>137.36</b>	<b>(26.32)</b>
<b>Deferred tax (income)/ expense # (A-B)</b>			<b>(150.50)</b>	<b>30.48</b>
<b>Net deferred tax assets # (A-B)</b>	<b>1,265.98</b>	<b>1,115.48</b>		
<b>Deferred tax (income)/ expense of which :</b>				
Deferred tax recognised during the year in the statement of profit and loss			(150.50)	30.48
Deferred tax reported directly in equity			-	-

# As at March 31, 2026, the Company has reassessed the recoverability of unrecognised deferred tax assets on unabsorbed depreciation and other deductible temporary differences. Considering the Company forecasts taxable profits in future, the Company is confident of utilisation of unabsorbed depreciation and other temporary differences accordingly, has recognised deferred tax assets amounting to Rs. 1,265.98 million as at March 31, 2026.

The Company has carried forward unabsorbed depreciation of Rs. 1,185.11 million (March 2025 : Rs. 1,284.31 Million).

Expiry schedule of losses on which deferred tax assets is recognised is as under :

Expiry of losses financial year wise	Business losses	Unabsorbed depreciation	Short term capital loss
			(Rs. in million)
Indefinite	-	1,185.11	-
<b>Total</b>	<b>-</b>	<b>1,185.11</b>	<b>-</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 16 Lease Liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
<b>Carried at amortised cost (unsecured)</b>		
Lease Liabilities (Refer note 43)	13,250.36	12,218.31
<b>Total Lease Liabilities</b>	<b>13,250.36</b>	<b>12,218.31</b>
Current	1,148.33	1,066.27
Non-current	12,102.03	11,152.04

### 17 Trade payables

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises (Refer note 35) (MSME)	76.18	32.08
Total outstanding dues of creditors other than micro enterprises and small enterprises :		
- Others	2,247.33	2,007.65
<b>Total trade payables</b>	<b>2,323.51</b>	<b>2,039.73</b>

### Ageing as at March 31, 2026 and March 31, 2025

#### a) Ageing of undisputed trade payables

Particulars	(Rs. in million)			
	Outstanding for following periods from due date of payment			
	As at March 31, 2026		As at March 31, 2025	
	MSME	Others	MSME	Others
Not due	73.74	168.33	10.30	83.26
Less than 1 year	0.90	71.13	21.69	56.70
1 to 2 years	1.46	0.23	0.09	1.31
2 to 3 years	0.08	11.05	-	-
More than 3 years	-	0.71	-	1.52
<b>Total</b>	<b>76.18</b>	<b>251.45</b>	<b>32.08</b>	<b>142.79</b>

Particulars	(Rs. in million)			
	Outstanding for following periods from date of transaction			
	As at March 31, 2026		As at March 31, 2025	
	MSME	Others	MSME	Others
Unbilled	-	1,551.40	-	1,339.10
Not due	-	-	-	-
Less than 1 year	-	393.49	-	516.94
1 to 2 years	-	48.44	-	8.41
2 to 3 years	-	2.29	-	0.26
More than 3 years	-	0.26	-	0.15
<b>Total</b>	<b>-</b>	<b>1,995.88</b>	<b>-</b>	<b>1,864.86</b>

b) There are no disputed trade payables, hence the same is not disclosed in ageing schedule.

c) Terms and conditions of the above trade payables:

- Trade payables are non-interest bearing and are normally settled on 30-60 days terms.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 18 Other financial liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
Employees benefits payable	234.24	173.93
Capital creditors	537.69	268.31
Other payables :		
- Others	4.42	2.67
<b>Total other current financial liabilities</b>	<b>776.35</b>	<b>444.91</b>
<b>Non Current</b>		
Security Deposit Payable	2.41	-
<b>Total other non-current financial liabilities</b>	<b>2.41</b>	<b>-</b>

### 19 Other liabilities

Particulars	(Rs. in million)			
	As at March 31, 2026		As at March 31, 2025	
	Non-Current	Current	Non-Current	Current
Advance from customers (contract liabilities under Ind AS 115) (Refer note 42)	-	7.60	-	3.94
Deferred revenue (contract liabilities under Ind AS 115) (Refer note 42)	64.92	120.00	18.86	90.16
Statutory dues	-	151.90	-	175.40
<b>Total other liabilities</b>	<b>64.92</b>	<b>279.50</b>	<b>18.86</b>	<b>269.50</b>

### 20 Provisions

Particulars	(Rs. in million)			
	As at March 31, 2026		As at March 31, 2025	
	Non-Current	Current	Non-Current	Current
Gratuity (Note 36)	206.15	24.23	116.59	10.84
Leave encashment	-	63.30	-	17.20
Others (refer note below)	-	0.05	-	38.71
<b>Total provisions</b>	<b>206.15</b>	<b>87.58</b>	<b>116.59</b>	<b>66.75</b>

### Movement for provision others

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance at the beginning of the year	38.71	38.71
Charge/(release) during the year	(38.66)	-
<b>Balance as at the end of the year</b>	<b>0.05</b>	<b>38.71</b>

#### Note:

Other provision included a litigation matter relating to Service Tax on Rentals which was previously pending before the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019 ('SVLDRS') committee. During the year ended March 31, 2026, the Company received the discharge certificate dated 24 September 2025 under SVLDRS. Accordingly, the provision created in earlier periods in respect of the aforesaid matters has been reversed.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 21 Revenue from operations (Refer note 42)

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Revenue from contract with customers</b>		
Restaurant sales	26,151.27	24,445.75
<b>Other operating income</b>		
- Sale to Airport dealers/ franchisees	12.94	8.65
- Alliance Income	40.71	22.11
- Scrap sales and others	39.07	34.25
- Rental Income (Refer note 43)	1.43	-
<b>Total</b>	<b>26,245.42</b>	<b>24,510.76</b>

### 22 Other income

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on fixed deposits and loan at amortised cost	81.39	61.97
Interest income from security deposit at amortised cost	67.67	56.31
Fair value gain on financial instruments at fair value through profit or loss	46.25	86.86
Sundry balances written back	43.47	23.91
Write back of expected credit loss on financial assets	-	19.48
Gain on termination of lease contract (Refer note 43)	21.47	66.26
Gain on foreign currency transactions and translation	-	3.20
Referral Income	-	5.29
Interest Income from Lease Receivables (Refer note 43)	1.97	-
Miscellaneous income	4.35	4.78
<b>Total</b>	<b>266.57</b>	<b>328.06</b>

### 23 Cost of materials consumed (raw material and packing material)

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventory as at the beginning of the year	591.14	593.35
Add: Purchases	8,157.18	7,384.75
Less: Inventory at the end of the year	(681.35)	(591.14)
<b>Total</b>	<b>8,066.97</b>	<b>7,386.96</b>

### 24 Employee benefits expense

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	2,916.59	2,720.33
Contribution to provident fund and other funds (Refer note 36)	219.73	216.22
Gratuity (Refer note 36)	23.97	21.25
Employee stock option scheme (Refer note 41 and note 28)	140.51	116.91
Staff welfare expenses	90.69	78.62
<b>Total</b>	<b>3,391.49</b>	<b>3,153.33</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 25 Finance costs

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on loans from banks	7.44	14.32
Interest - others	14.29	0.71
Interest on lease liabilities (Refer note 43)	1,123.55	1,030.88
Other borrowing cost	2.77	2.62
<b>Total</b>	<b>1,148.05</b>	<b>1,048.53</b>

### 26 Depreciation and amortization expense

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment (Refer note 3)	1,668.70	1,596.95
Amortisation on intangible assets (Refer note 4)	247.99	193.63
Depreciation on right of use asset (Refer note 43)	1,575.69	1,469.95
<b>Total</b>	<b>3,492.38</b>	<b>3,260.53</b>

### 27 Other expenses

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent (Refer note 43)	810.06	711.26
Electricity and utilities charges	2,038.80	1,834.87
Royalty (Refer note ii below)	1,838.86	1,705.61
Marketing and advertisement expenses (Refer note ii below)	1,343.81	1,182.49
Commission on aggregators and meal coupons	2,177.59	1,975.37
Common area maintenance expenses	441.01	438.70
Distribution and warehousing charges	310.61	299.98
Repairs and maintenance:		
- Plant and machinery	143.98	127.00
- Others	458.04	433.78
Professional fees	336.06	254.06
Director sitting fees	0.59	0.59
Small wares, cleaning, operating and other supplies	209.07	196.91
Home delivery charges	114.31	111.55
Travelling and conveyance	134.70	128.70
Payment to auditors (Refer note i below)	9.65	10.82
Expected credit loss on financial assets	3.51	4.15
Expected credit loss on trade receivables	0.79	1.09
Loss on foreign currency transactions and translation	0.02	-
Sundry balances written off	3.53	14.37
Loss on sale/ discard of property, plant and equipment	2.42	3.13
Miscellaneous expenses	431.69	374.51
<b>Total</b>	<b>10,809.10</b>	<b>9,808.94</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Note :

#### i) Payment to Auditors

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>As Auditor</b>		
Audit fees*	7.52	8.14
Limited review fees	2.12	2.48
<b>In Other capacity</b>		
Reimbursement of expenses	0.01	0.20
<b>Total</b>	<b>9.65</b>	<b>10.82</b>

\*Audit and related fees include amounts paid to the previous statutory auditors in respect of services rendered until the conclusion of their term as statutory auditors amounting to Rs. 0.83 million.

- ii) The Company is eligible for waiver/incentive basis the agreement with the franchisor and the same has been netted off against the royalty and marketing expenses.

### 28 Exceptional Items

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Expenses related to Merger (Refer note a below)	92.17	-
Statutory Impact of new labour code (Refer note b below)	142.53	-
Impairment of Investment (Refer note c below)	-	143.50
Allowance for Expected Credit Loss for ICD and Interest Receivable (Refer note c below)	-	26.14
Impairment of goodwill (Refer note d below)	-	38.75
<b>Total</b>	<b>234.70</b>	<b>208.39</b>

### Note:

- (a) During the year ended March 31, 2026, the Company has recognized charge of Rs. 92.17 million in connection with the scheme of arrangement, approved by the Board. Exceptional charge during the year ended March 31, 2026 includes Rs. 58.87 million towards an extension of the exercise period for employee stock options in connection with the ongoing merger and Rs. 33.30 million for the year ended March 31, 2026 towards merger-related other expenses.
- (b) On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code 2020, the Code on Social Security, 2020 and the Occupation Safety, Health and Working Conditions Code 2020 – consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Company has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Company has presented Rs. 142.53 million related to Employee Benefit Obligations under Exceptional item\* in the standalone financial statements for the year ended March 31, 2026. The Company is in the process of restructuring employee compensation in line with the provisions of the new labour codes. The Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and would provide appropriate accounting effect on the basis of such developments as needed.
- (c) During the previous year ended March 31, 2025, considering the continuous losses in one of the subsidiaries Gamma Island Foods Private Limited, the Company had revisited its projected cashflow from the said subsidiary and had determined the value in use of its investments in the said subsidiary. Accordingly, an impairment of investment of Rs. 143.50 million and expected credit loss for intercorporate deposit including interest receivable from the subsidiary of Rs. 26.14 million totaling Rs. 169.64 million was recorded as an exceptional item.
- (d) Impairment of Goodwill during the previous year ended March 31, 2025 of Rs. 38.75 million pertaining to an acquired KFC store which was closed subsequent to the year end.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 29 Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the loss attributable to equity holders (after adjusting for cost of options) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares/options into Equity shares.

The following reflects the loss and share data used in the basic and diluted EPS computations:

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss attributable to the shareholders of the Company (Rs. in million) (A)	(484.60)	(63.20)
Weighted average number of equity shares outstanding during the year (B) (after split) (Refer note 12(j))	321,379,749	319,706,983
Effect of dilution:		
Share options under ESOP (C)	1,234,676	2,330,249
Weighted average number of equity shares adjusted for the effect of dilution (D)=(B)+(C)	322,614,425	322,037,232
Basic Earning Per Share (Face value of Rs. 2 per share) (A)/(B) (Refer note 12)	(1.51)	(0.20)
Diluted Earning Per Share (Face value of Rs. 2 per share) (A)/(D) (Refer note 12) #	(1.51)	(0.20)

# Considering losses in the current year and previous year, the share options under ESOP is considered anti-dilutive and hence not considered.

**Note:** The Earnings per share for prior period have been restated considering the face value of Rs. 2 per share each in accordance with IND AS 33- Earnings per share (Refer note 12(j)).

### 30 Contingent liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Claims against the Company (excluding Interest) not acknowledged as debts in respect of		
- Indirect Tax (Refer note below)	1,458.70	1,238.75
- Income Tax	22.51	197.48
- Statutory dues	28.49	16.53
- Other matters	44.76	36.95
<b>Total</b>	<b>1,554.46</b>	<b>1,489.71</b>

#### Note:

- During the year ended 31 March 2026, the Company received a demand order of Rs. 203.25 million from the Office of the Principal Commissioner, Rohtak, Haryana, for FY 2018-19 to FY 2021-22, alleging excess avilment of input tax credit (ITC) vis-à-vis GSTR-2A and ineligible utilization of ITC post November 14, 2017 (pursuant to reduction in GST rate from 18% to 5%). The Company believes that the aforesaid demand is not tenable, as it involves interpretational and jurisdictional issues. Accordingly, the Company has filed a writ petition before the Hon'ble Punjab and Haryana High Court challenging the said order.
- During the previous year ended 31 March 2025, the company received a demand order of Rs. 1,127.13 million (includes tax Rs. 563.57 million and penalty Rs. 563.56 million) from Additional Commissioner (Office of the Commissioner of GST & Central Excise), Chennai South Commissionerate, Chennai against the Show Cause Notice (SCN) issued by Directorate General Goods and services tax Intelligence Chennai zone (DGGI). The company has filed appeal against the demand order. The company, supported by the external independent

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

expert's advice, is of the view that it has a strong case on merits and thereby no provisions have been made in the financial statements. The Company has deposited amount of Rs. 65.84 million under protest in the current year.

There are several other cases which has been determined as remote by the Company and hence not been disclosed above.

- The Company has entered into business transfer agreement with A. N. Traders Pvt Limited (ANTPL) in August 2016. The obligation of the parties was completed and the transaction of transferring the franchisee has been closed. One of the promoter of ANTPL has filed FIR against the company and various other parties. The Company has filed a quashing petition in the High Court of Delhi seeking an order to quash the FIR as the same had been filed on false and frivolous grounds. The petition is pending for hearing in the High Court of Delhi. The Company does not foresee any financial obligation against the FIR.
- The Company has filed a writ petition before the Hon'ble Gujarat High Court challenging the anti-profiteering investigation initiated under Section 171 of the Central Goods and Services Tax Act, 2017, by the Directorate General of Anti-Profiteering. The investigation was initiated pursuant to a complaint in respect of a specific product supplied at a restaurant in Ahmedabad. Pursuant to an interim order dated June 30, 2020, the Hon'ble High Court directed that the scope of investigation be restricted to the complained product. During the year, pursuant to transfer of powers from the National Anti-Profiteering Authority to the Goods and Services Tax Appellate Tribunal, the proceedings have been taken up by the Tribunal. The Tribunal is examining the matter limited to the complained product, in line with the directions of the Hon'ble High Court, wherein the alleged profited amount has been computed at Rs. 15.39 million. The Company has represented before the Tribunal that no final order be passed pending adjudication of the writ petition. The matter is currently pending for final adjudication before the Hon'ble High Court.

The Company's pending litigations comprise of proceedings pending with tax authorities and government body. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have materially adverse impact on its financial statements.

### 31 Commitments

#### (a) Estimated amount of contracts to be executed on capital account and not provided for (net of advances)

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Estimated amount of contracts to be executed on capital account and not provided for	581.50	741.90

- The Company has entered into a development agreement with Yum Restaurants (India) Private Limited ('Yum'), as amended from time to time, to build net new stores in accordance with the terms and conditions stipulated therein. Under the agreement, the Company is required to meet development of net new store targets. The Company is required to issue bank guarantee as per the terms of development agreement as mutually agreed for KFC. In case of not meeting the net new store target, yum shall be entitled to encash the bank guarantee issued.

Further, pursuant to the said agreement, the Company has paid an upfront refundable deposit of USD 500,000 in relation to Pizza Hut, refundable on meeting the annual build targets. In the event the Company does not meet the stipulated target, Yum shall have the right to forfeit the said deposit in accordance with the terms of the agreement.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 32 Segment Reporting

#### Description of segments and principal activities and information about products and services

As the Company's business activity primarily falls within a single business and geographical segment i.e. Food and Beverages, thus there are no additional disclosures to be provided under Ind AS 108 –Operating Segment'. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another.

#### Geographical information

All revenue and non-current assets of the Company is situated in India, hence, disclosure pertaining to geographical areas has not been presented.

#### Information about major customers

Company is not dependent on any single customer for its revenue and none of the customers contribute to more than 10% of revenue individually.

### 33 Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### (a) Impairment of Non Financial Assets:

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The cash flows are derived from the budget for the next five years. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are as under

- Gross Margins
- Discount Rates
- Material Price inflation
- Growth rate
- Rent expense
- Salaries and wages
- Royalty and marketing fees

The management believes that no reasonably possible change in any of the key assumptions used in value in use calculation would cause the carrying value of the CGU to materially exceed its value in use.

**Gross Margins** - Gross margins are based on average values achieved in the preceding years and is expected to remain constant during the budget period. These have not increased over the budget period for anticipated efficiency improvements as the increase, if any, is expected to be marginal.

**Discount rates** - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The cost of equity is derived from the expected return on investment by the Company's investors.

**Materials price inflation** - Past actual material price movements are used as an indicator of future price movements.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

**Growth rate estimates** - Rates are based on management's estimate through internal and published industry research.

**Rent expense, Salaries and wages, Royalty and Marketing expenses** - Past actual rate movements are used as an indicator of future rate movements.

Any subsequent changes in the above factors could impact the recoverable value.

#### (b) Investment impairment

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use of investments. In considering the value in use, the Company has anticipated various assumptions which includes sales growth rate, gross margin, EBITDA margins, price inflation, long-term growth rate and the risk-adjusted discount rate and other factors of the underlying businesses / operations of the investee companies as more fully described in note 34. The discount rates are derived from the Company's weighted average cost of capital, taking into account the cost of capital, to which specific market-related premium adjustments are made. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

#### (c) Taxes

The Company has exposure to income taxes in Indian jurisdiction. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. (Refer note 15). However, as on date the Company only has unabsorbed depreciation and hence no significant judgement involved.

#### (d) Employee Benefit Plans

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about gratuity obligation has been mentioned in note 36.

#### (e) Useful lives of property, plant and equipment and intangible assets

The cost of property, plant and equipment is depreciated on a straight-line basis over the property, plant and equipment's estimated economic useful lives. Management estimates the useful lives of these property, plant and equipment to be within 3 to 15 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amount of the Company's property, plant and equipment at the end of the reporting period is disclosed in note 3 to financial statements.

The cost of intangible assets is depreciated on a straight-line basis over the useful lives of the assets. The Management estimates the useful lives of these assets to be within 1 to 10 years, which Management believes are realistic and reflect fair approximation of the period over which assets are likely to be used. There are no intangible assets with indefinite useful life, other than goodwill. The carrying amount of the Company's intangible assets at the end of the reporting period is disclosed in note 4 to financial statements.

#### (f) Contingencies

In the normal course of business, contingent liabilities may arise from litigations and other claims against the company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Refer note 30 for further details.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### (g) Leases

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

### (h) Share based payments

The company initially measures the cost of equity settled transaction with employees using Black Scholes model and Monte Carlo simulation to determine the fair value of the liability incurred. Estimating fair value for share-based payment transaction requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimates also requires determination of the most appropriate inputs to the valuation model including expected life of the share option, volatility and dividend yield and making assumptions about them. The assumption and models used for estimating the fair value for share based-payment transaction are disclosed in note 41.

### 34 (a) Impairment Testing of Goodwill

Carrying amount of Goodwill as on March 31, 2026 is Rs. 1,019.86 million pertain to single CGU i.e. KFC brand (March 31, 2025: Rs. 1,019.86 million)

Goodwill acquired through business combinations is not amortized but is evaluated for impairment annually or whenever events or changes in circumstances indicate the carrying value may not be recoverable.

The Company performs an annual impairment assessment of Goodwill and the corresponding cash generating units to determine whether the recoverable value is below the carrying amount as at March 31, 2026. The Company performed its impairment test for the year ended March 31, 2026 on March 31, 2026.

For this purpose, the recoverable value of the cash generating unit is based on the value in use model, which has been derived from the discounted cash flow model. The model requires the Company to make significant assumptions such as discount rate, near and long-term revenue growth rate and projected margins which involves inherent uncertainty since they are based on future business prospects and economic outlook. The Company has used discounted Cash Flow Projections covering period upto the year 2031. The pre-tax discount rate is applied to cash flow projections. The Company has estimated a perpetuity growth rate to arrive at perpetual value post 2031. This analysis has resulted in no impairment charge as at March 31, 2026.

The key assumptions have been disclosed in Note 33(a).

#### Sensitivity to change in assumptions

Key assumptions	As at March 31, 2026	As at March 31, 2025
Discount rate	14.1%	12.4%
Revenue growth rate	15%-19%	15%-20%
Terminal growth rate	5%	5%

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Discount rate assumption

A change in discount rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and its impact on the recoverable value	(5,588.67)	(8,153.06)
Decrease in 100 basis points and its impact on the recoverable value	6,984.00	10,753.66

### Terminal growth rate assumption

A change in terminal growth rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and its impact on the recoverable value	5,259.68	8,658.99
Decrease in 100 basis points and its impact on the recoverable value	(4,216.13)	(6,605.20)

### Revenue growth rate assumption

A change in revenue growth rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and its impact on the recoverable value	3,553.17	2,506.76
Decrease in 100 basis points and its impact on the recoverable value	(3,553.17)	(2,506.76)

### (b) Impairment Testing of Investment

The Company has net investment amounting to Rs 304.68 million as at March 31, 2026 in its wholly owned subsidiary Gamma Pizzakraft (Lanka) Private Limited (GPLPL), French Restaurants Limited (FRL) and Gamma Island Food Private Limited (GIF).

During the year, no impairment charge has been created as on March 31, 2026. The management has considered all internal and external sources of information including economic forecasts and estimates from market sources as at the reporting date in determining the recoverable value for such investments held in subsidiaries.

The key assumptions have been disclosed in Note 33(b).

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	277.69	402.72
Less : Provision for impairment	-	(143.50)
Add: Share based payment during the year (Deemed Investment)	26.99	18.47
<b>Closing balance</b>	<b>304.68</b>	<b>277.69</b>

#### Sensitivity to change in assumptions

Key assumptions	As at March 31, 2026	As at March 31, 2025
Discount rate	19.50%	19.50%
Revenue growth rate	9% to 12%	9% to 10%
Terminal growth rate	5%	5%

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Discount rate assumption

A change in discount rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and impact on the recoverable value	(382.27)	(251.21)
Decrease in 100 basis points and impact on the recoverable value	442.84	290.13

### Terminal growth rate assumption

A change in revenue growth by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and impact on the recoverable value	267.29	194.21
Decrease in 100 basis points and impact on the recoverable value	(232.80)	(169.15)

### Revenue growth rate assumption

A change in revenue growth by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and impact on the recoverable value	519.58	253.01
Decrease in 100 basis points and impact on the recoverable value	(519.58)	(253.01)

On the basis of the evaluation and current indicators of future economic conditions, the Company has concluded that no adjustments are required as at reporting date for investment in Gamma Pizzakraft (Lanka) Private Limited. Management will continue to monitor the situation. Further, management does not expect any uncertainties that may impact business in Sri Lanka in the near future.

## 35 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
a) Principal amount not due and remaining unpaid	115.16	37.97
b) Principal amount due and remaining unpaid	0.18	0.34
c) Interest due on (a) above and the unpaid interest	0.03	-
d) Interest due and payable for the period of delay other than (c) above	10.37	17.49

The above information and that given in Note 17 - Trade Payables regarding Micro and Small Enterprises has been determined based on the information available with the Company.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 36 Disclosure as per IND-AS 19, "Employee Benefits"

#### I. Defined contribution plan:

The Company has certain defined contribution plan such as provident fund, employee state insurance, national pension scheme, labour welfare fund wherein specified percentage is contributed to them. The contributions are made to registered fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expenses recognised towards defined contribution are as follows: (Refer note 24)

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employer's contribution to provident fund	171.04	168.58
Employer's contribution to employee state insurance	43.39	42.44
Employer's contribution to labour welfare fund	0.96	1.08
Employer's contribution to national pension scheme	4.34	4.12
<b>Total</b>	<b>219.73</b>	<b>216.22</b>

#### II. Defined benefit plan: Gratuity

The Company operates a gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each year of service and to employee who has completed 5 years or more of service. The same is payable on termination of service or retirement whichever is earlier. The Company contributes to the fund based on actuarial report details of which is available in the table of investment pattern of plan asset, based on which the company is not exposed to market risk. The following table summarises the component of net defined benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for respective period.

#### A. Balance Sheet

(Rs. in million)

Particulars	Defined benefit plans	
	As at March 31, 2026	As at March 31, 2025
Present value of plan liabilities	231.44	128.42
Fair value of plan assets	1.06	0.99
Net plan liability	230.38	127.43

#### B. Movements in plan assets and plan liabilities

(Rs. in million)

Particulars	For the year ended March 31, 2026			For the year ended March 31, 2025		
	Plan Asset	Plan Liability	Total	Plan Asset	Plan Liability	Total
<b>As at the beginning of the year</b>	0.99	128.42	127.43	0.93	106.87	105.94
Current service cost	-	16.25	16.25	-	14.32	14.32
Past service cost	-	88.77	88.77	-	-	-
Interest cost	-	7.78	7.78	-	6.99	6.99
Return on plan assets less expected interest on plan assets	0.06	-	(0.06)	0.06	-	(0.06)
Actuarial gain on plan assets	0.01	-	(0.01)	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	(2.27)	(2.27)	-	8.37	8.37
Actuarial loss arising from experience adjustments	-	19.70	19.70	-	10.95	10.95
Benefit payments	-	(27.21)	(27.21)	-	(19.08)	(19.08)
<b>As at the end of the year</b>	<b>1.06</b>	<b>231.44</b>	<b>230.38</b>	<b>0.99</b>	<b>128.42</b>	<b>127.43</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### C. Statement of Profit and Loss

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Employee benefit expenses:</b>		
Current service cost (Refer note 24)	16.25	14.32
Past service cost (Refer note 28)	88.77	-
Finance cost (net of income on plan assets) (Refer note 24)	7.72	6.93
<b>Net impact on the Loss before tax for the year</b>	<b>112.74</b>	<b>21.25</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Actual return on plan assets less expected interest on plan assets	(0.01)	-
Actuarial (gain)/ loss arising from changes in financial assumptions	(2.27)	8.37
Actuarial loss arising from experience adjustments	19.70	10.95
<b>Net impact on the Other Comprehensive Loss before tax for the year</b>	<b>17.42</b>	<b>19.32</b>

#### Note:

On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code 2020, the Code on Social Security, 2020 and the Occupation Safety, Health and Working Conditions Code 2020 – consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Company has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Company has presented Rs. 142.53 million related to Employee Benefit Obligations under "Exceptional item" in the standalone financial statements for the year ended March 31, 2026, including the past service cost of Rs. 88.77 million. The Company is in the process of restructuring employee compensation in line with the provisions of the new labour codes. The Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and would provide appropriate accounting effect on the basis of such developments as needed.

### D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind-AS 19 are set by reference to market conditions at the valuation date. The significant actuarial assumptions were as follows:

Particulars	March 31, 2026	March 31, 2025
<b>Financial Assumptions</b>		
Discount rate	6.45%	6.35%
Salary Escalation Rate	For Corporate : 8% For Stores : 5%	For Corporate : 8% For Stores : 5%

Particulars	March 31, 2026	March 31, 2025
<b>Demographic Assumptions</b>		
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal rate	For Corporate: Past Service < 5 years: 18%, Past Service >= 5 years: 10% For Store: Past Service < 5 years: 80%, Past Service >= 5 years: 2%	For Corporate: Past Service < 5 years: 18%, Past Service >= 5 years: 10% For Store: Past Service < 5 years: 80%, Past Service >= 5 years: 2%
Retirement Age	60 years	60 years
Average expected future working life (years)/ Average duration of defined benefit obligation (years)	3.00	3.00

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

(Rs. in million)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / (Decrease) Increase in DBO	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / (Decrease) Increase in DBO
Discount rate	+/-1%	(21.27)	28.98	+/-1%	(14.09)	15.74
Salary Escalation Rate	+/-1%	28.98	(22.43)	+/-1%	15.45	(14.26)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

### F. The defined benefit obligations shall mature after year end as follows:

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
1 <sup>st</sup> following year	25.29	11.83
2 <sup>nd</sup> following year	15.47	8.19
3 <sup>rd</sup> following year	16.37	8.31
4 <sup>th</sup> following year	15.42	8.73
5 <sup>th</sup> following year	16.10	8.23
6 <sup>th</sup> to 10 <sup>th</sup> year	74.63	40.67
Expected Company contributions for the next year	25.29	11.83

### G. Risk exposure:

Through its defined benefits plan, the company is exposed to a number of risks, the most significant of which are detailed below:

#### Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit.

#### Interest rate risk

A decrease in the bond increase rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### Demographic risk

This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawal, disability and retirement. The effects of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.

### 37 Related Party Disclosures

#### Names of related parties and related party relationship

##### Related parties where control exists

<b>Subsidiaries:</b>	Gamma Pizzakraft Lanka Private Limited
	French Restaurants Private Limited
	Gamma Island Food Private Limited
<b>Entities under common control:<sup>^</sup></b>	KFCH Restaurants Private Limited
<b>Company having significant influence:</b>	Arinjaya (Mauritius) Limited (upto August 07, 2024)
	Sapphire Foods Mauritius Limited
	QSR Management Trust through trustee Sagista Realty Advisors Private Limited
	Samara Capital Partners Fund II Limited
	Ironman Investments Limited
	Samara Alternate Investment Management LLP
<b>Key Managerial Personnel/ Directors:</b>	Mr. Sumeet Narang, Non-Executive Nominee Director
	Mr. Vikram Agarwal, Non-Executive Nominee Director (upto May 28, 2025)
	Mr. Sanjay Purohit, Whole Time Director and Group CEO
	Mr. Sunil Chandiramani, Chairman and Independent Director
	Mr. Vinod Nambiar, Non-Executive Nominee Director
	Mr. Norbert Fernandes, Non-Executive Nominee Director (upto September 28, 2024)
	Mr. Rohitt Mutthoo, Non-Executive Nominee Director (upto October 28, 2025)
	Mr. Kabir Thakur, Non-Executive Nominee Director
	Mr. Kushal Agarwal, Non-Executive Nominee Director (w.e.f February 06, 2026)
	Ms. Anu Aggarwal, Independent Director
	Ms. Deepa Wadhwa, Independent Director
	Mr. Vijay Jain, Executive Director (w.e.f May 28, 2025) and CFO
	Mr. Sachin Dudam, Company Secretary and Compliance Officer
<b>Enterprises under significant influence of persons described above:</b>	Samara India Advisors Private Limited

(Rs. in million)

Particulars	Subsidiaries	Key Managerial personnel/ Independent Directors and their relatives	Company having significant influence
<b>Interest Income on Inter-Corporate Deposits</b>			
Gamma Pizzakraft Lanka Private Limited	-	-	-
	(11.48)	-	-
Gamma Island Food Private Limited	-	-	-
	(1.38)	-	-
<b>Inter-Corporate Deposits repaid</b>			
Gamma Pizzakraft Lanka Private Limited	-	-	-
	(234.97)	-	-

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	Subsidiaries	Key Managerial personnel/ Independent Directors and their relatives	Company having significant influence
<b>Reimbursement of expenses</b>			
Samara Alternate Investment Management LLP	-	-	-
	-	-	(0.75)
Key Managerial personnel	-	0.53	-
	-	(0.58)	-
<b>Deemed Investment in subsidiaries (ESOP issued to subsidiary employees)</b>			
Gamma Pizzakraft Lanka Private Limited	26.99	-	-
	(18.47)	-	-
<b>Remuneration to Independent Directors</b>			
(short term employee benefits)	-	7.08	-
	-	(4.72)	-
<b>Director sitting fees</b>			
(short term employee benefits)	-	0.59	-
	-	(0.59)	-
<b>Remuneration to Key Managerial Personnel *#</b>			
Short Term Employee Benefits	-	64.11	-
	-	(325.48)	-
<b>Remuneration to Key Managerial Personnel *#</b>			
Share based payments	-	123.51	-
	-	(74.27)	-

\* Excludes provision for compensated absence and gratuity for Key Managerial Personnel as separate actuarial valuation is not available.

# During the year ended March 31, 2026, Employee Stock Option Plan exercised is Nil (March 31, 2025: 817,115 shares) is included as perquisites in the above remuneration.

<sup>^</sup> There are no transactions and outstanding balances with entities under common control as at March 31, 2026 and March 31, 2025.

All transactions with related parties are made on the terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.

(Previous year's figures have been shown within the brackets).

### 38 Fair Values and Fair Value hierarchy

The fair value of all current financial assets and liabilities including cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, other financial assets, trade payables, lease liabilities, other financial liabilities and borrowings approximate their carrying amounts largely due to the short term maturities of these instruments. The Company has investments in mutual funds which is subsequently measured at fair value through profit or loss (FVTPL) as per the closing net assets value (NAV) statement provided by the mutual fund house. The corresponding unrealized gain or loss on fair valuation is recorded in profit and loss account under other income. Accordingly, such mutual funds fall under fair value hierarchy level 1.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Fair value measurement hierarchy

Particulars	As at March 31, 2026					As at March 31, 2025				
	Amortised cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value	Amortised cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
<b>Financial Assets</b>										
<b>At Amortised Cost</b>										
Trade receivables (Refer note 9)	307.66	-	-	-	307.66	297.68	-	-	-	297.68
Cash and cash equivalents (Refer note 10)	596.85	-	-	-	596.85	506.45	-	-	-	506.45
Bank balances other than cash and cash equivalents (Refer note 11)	-	-	-	-	-	200.00	-	-	-	200.00
Other financial assets (Refer note 6)	2,204.12	-	-	-	2,204.12	1,330.85	-	-	-	1,330.85
<b>At Fair value through profit or loss</b>										
Investments in mutual funds (Refer note 5)	-	31.02	-	-	31.02	-	1,436.53	-	-	1,436.53
<b>Financial Liabilities</b>										
<b>At Amortised Cost</b>										
Borrowings (Refer note 14)	30.04	-	-	-	30.04	123.22	-	-	-	123.22
Lease liabilities (Refer note 16)	13,250.36	-	-	-	13,250.36	12,218.31	-	-	-	12,218.31
Trade payables (Refer note 17)	2,323.51	-	-	-	2,323.51	2,039.73	-	-	-	2,039.73
Other financial liabilities (Refer note 18)	778.76	-	-	-	778.76	444.91	-	-	-	444.91

The Company considers that the carrying amounts of these financial instruments recognised at amortised cost in the financial statements approximates its fair value.

### 39 Capital Management

For the purpose of the company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders. The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The company's capital requirement is mainly to fund its capacity expansion. The principal source of funding of the company has been and is expected to continue to be, cash generated from its operations backed by bank borrowings. The funding requirements are met through equity infusions, internal accruals and borrowings. As a part of its capital management policy the company ensures compliance with all covenants and other capital requirements related to its contractual obligations.

The capital structure is governed by policies approved by the Board of Directors and is monitored by various matrices, funding requirements are reviewed periodically.

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Total Borrowings (Current and Non Current)	30.04	123.22
Less: Cash and Cash Equivalents	(596.85)	(506.45)
<b>Net Debt (A)</b>	<b>(566.81)</b>	<b>(383.23)</b>
Equity Share Capital	642.77	642.38
Other Equity	11,661.04	11,932.68
<b>Total Equity (B)</b>	<b>12,303.81</b>	<b>12,575.06</b>
Capital Gearing Ratio (C=A/B)	(0.05)	(0.03)

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 40 Financial risk management objectives and policies

The Company's principal financial liabilities comprise of borrowings, lease liabilities, trade and other payables. The Company's principal financial assets include trade and other receivables, investments and cash and cash equivalents including bank balances other than cash and cash equivalents that derive directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business investments strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

Further, the company has a Risk Management Committee for overseeing the risk management framework & developing & monitoring the Company's risk management policies.

The risk management policies aim to mitigate the following risks arising from the financial instruments.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises of risks relating to interest rate risk and price risk. The impact of price risk is not material. The sensitivity analysis in the following sections relate to the position as at respective balance sheet date. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity, pension obligation and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2026.

#### i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the outstanding financial liability.

The Company has also considered the effect of changes, if any, in both counterparty credit risk and own credit risk while assessing the debt obligations.

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Borrowings bearing variable rate of interest	29.86	122.32

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on affected portion of loans and borrowings taken at floating rates. With all other variables held constant, the company's loss before tax is affected through the impact of floating rate borrowings as follows :

A change of 50 bps in interest rates would have following impact on loss before tax:

Change	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
50 bps increase would increase the loss before tax by	(0.15)	(0.61)
50 bps decrease would decrease the loss before tax by	0.15	0.61

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### ii) Foreign Currency risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk sensitivity is the impact on the Company's loss before tax is due to changes in the fair value of monetary assets and liabilities. The following table demonstrate the sensitivity to a reasonably possible change in USD and LKR exchange rates, with all other variables held constant.

#### Derivative instruments and unhedged foreign currency exposure

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

Particulars	Currency	(Rs. in million)			
		As at March 31, 2026		As at March 31, 2025	
		Foreign Currency (Actuals)	Amount	Foreign Currency (Actuals)	Amount
Bank Balance	LKR	86,684	0.03	87,934	0.02
Trade Payables	USD	6,490	0.55	21,923	1.88

#### Foreign currency sensitivity

A change of 50 bps in exchange rate would have following impact on loss before tax:

Change	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
50 bps increase would increase the loss before tax by*	(0.00)	(0.01)
50 bps decrease would decrease the loss before tax by*	0.00	0.01

\*Rs 0.00 represents balance less than 0.01 million

### b) Credit risk

Credit risk is the risk that counterparty will default on its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

#### i) Trade Receivables

The trade receivable of the Company generally spread over limited numbers of parties. The Company evaluates the credit worthiness of the parties on an ongoing basis. Further, outstanding customer receivables are regularly monitored and followed up. Therefore, the Company does not expect any material risk on account of non-performance from these parties.

#### ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

### c) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company monitors its liquidity position and deploys a cash management system. It maintains adequate source of financing through the use of bank deposits and credit facilities. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

Particulars	Year	(Rs. in million)			Total
		< 1 Year	1 - 5 Years	More than 5 Years	
<b>Financial Liabilities</b>					
Trade Payables	March 31, 2026	2,323.51	-	-	2,323.51
	March 31, 2025	2,039.73	-	-	2,039.73
Borrowings *	March 31, 2026	30.99	-	-	30.99
	March 31, 2025	71.79	62.35	-	134.14
Lease liabilities (Gross)	March 31, 2026	2,248.59	7,196.08	13,558.13	23,002.80
	March 31, 2025	2,103.23	6,758.94	12,379.98	21,242.15
<b>Other Financial Liabilities</b>					
Payable on Capital goods purchased	March 31, 2026	537.69	-	-	537.69
	March 31, 2025	268.31	-	-	268.31
Payable to employees	March 31, 2026	234.24	-	-	234.24
	March 31, 2025	173.93	-	-	173.93
Other payables	March 31, 2026	6.83	-	-	6.83
	March 31, 2025	2.67	-	-	2.67

\* Including Interest.

### d) Excessive risk concentration

Concentrations arise when a number of counter parties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. Based on company's evaluation there is no excessive risk concentration.

## 41 Share-based payments

### Employee Stock Option Scheme (ESOS), 2019

Under Sapphire Foods Employee Stock Option Scheme 2019 - "Scheme III" - Management other than CEO, 785,431 options (3,927,155 options of Rs. 2 each post split) were granted to eligible employees on September 15, 2021 and an additional 4,747 options (23,735 options of Rs. 2 each post split) were granted on September 29, 2021. The purpose of this scheme is to reward loyalty for past services with the Company, retention of critical employees, achieving company performance and aligning the shareholders interest. The ESOP pool was further increased by addition of 1,494,856 equity shares (7,474,280 equity shares of Rs. 2 each post split) vide shareholders approval in the meeting held on April 08, 2022.

### Employee Stock Option Scheme (ESOS), 2022

During FY 2022-23, the Company came up with the new ESOP scheme hereinafter referred to as Sapphire Foods Employee Stock Option Scheme 2022 - "Scheme IIIA" and Sapphire Foods Employee Stock Option Performance Scheme 2022 - "Scheme IVA". "Scheme IIIA" for management other than CEO and "Scheme IVA" for CEO.

Under ESOP Sapphire Foods Employee Stock Option Scheme 2022 - "Scheme IIIA" - Management other than CEO, 805,486 options (4,027,430 options of Rs. 2 each post split) were granted to eligible employees during the year and under ESOP Sapphire Foods Employee Stock Option Scheme 2022 - "Scheme IVA" - CEO, 1,079,000 options (5,395,000 options of Rs. 2 each post split) were granted on June 22, 2022. The scheme has been formulated with the same objective as ESOS 2019.

During the previous year ended March 31, 2025, the Company modified ESOS 2022 and implemented variation on February 06, 2025. The Company revised its target performance estimates and made it more favourable for the employees.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

During the year, the Company extended the exercise period from six months to two years for loyalty-based options that were vested as at March 31, 2026.

There are no cash settlement alternatives for the employees. The Company does not have a past practice of cash settlement for these awards.

The Company has granted the following options:

Particulars*	ESOS 2019 (Loyalty)	
	Scheme IV	
No. of options	2,797,055	
Method of accounting	Fair value	
Vesting period (in years)	3.02 years	
Grant Date	15-Sep-21	
Exercise Date	6 months from the end of vesting date	
Exercise Price (Rs.)	108.88	
Method of settlement	Equity-settled	
Fair value per option (Rs.)	41.86	

\* The above grant was exercised during the previous year and allotted in the current year and no options remains to be exercised for ESOS 2019 (Loyalty)-Scheme IV.

Particulars	ESOS 2022 (Loyalty)									
	Scheme IIIA									Scheme IVA
No. of options	916,835	337,500	66,000	91,665	35,165	10,835	41,665	163,317	23,283	1,798,335
Method of accounting	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value
Vesting period (in years)	3.8 years	1 to 3.5 years	3.41 years	3.14 years	2.89 years	2.41 years	3.14 years	1.90 years	1.84 years	3.8 years
Grant Date	22-Jun-22	08-Oct-22	03-Nov-22	09-Feb-23	12-May-23	02-Nov-23	09-Feb-24	07-May-25	28-May-25	22-Jun-22
Exercise Date	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 24 months from the date of vesting
Exercise Price (Rs.)	236	236	236	236	236	236	272	272	272	236
Method of settlement	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled
Fair value per option (Rs.)	65.52	141.28	138.13	97.49	98.03	98.11	103.46	124.42	123.76	65.52

Particulars	ESOS Scheme 2022 (Performance)									
	Scheme IIIA									Scheme IVA
No. of options	1,833,665	425,000	132,000	183,335	70,335	21,665	83,335	326,633	46,567	3,596,663
Method of accounting	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value
Vesting period (in years)	3.8 to 4.4 years	3.5 to 4.15 years	3.4 to 4.08 years	3.1 to 3.81 years	2.89 to 3.56 years	2.41 to 3.08 years	3.14 to 3.81 years	1.90 to 2.57 years	1.84 to 2.51 years	3.78 to 4.44 years
Grant Date	22-Jun-22	08-Oct-22	03-Nov-22	09-Feb-23	12-May-23	02-Nov-23	09-Feb-24	07-May-25	28-May-25	22-Jun-22
Exercise Date	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting
Exercise Price (Rs.)	236	236	236	236	236	236	272	272	272	236
Method of settlement	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled
Fair value per option (Rs.)	65.52	141.28	138.13	97.49	98.03	98.11	103.46	124.42	123.76	65.52

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

No. of Options	Loyalty		Performance	
	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
Outstanding at the beginning of the year (Refer note below)	2,885,168	4,824,730	5,870,332	6,980,670
Granted during the year	186,600	-	373,200	-
Exercised during the year	-	(1,809,010)	-	(1,033,005)
Lapsed/ Expired during the year	(104,817)	(130,552)	(209,633)	(77,333)
Outstanding at the end of the year	2,966,952	2,885,168	6,033,898	5,870,332
Exercisable at the end of the year	-	-	-	-
Vested at the end of the year	2,789,500	-	-	-

**Note:** The Shareholders of the Company, had approved the sub-division of one equity share of the face value of Rs. 10 each into five equity shares of face value of Rs. 2 each. The record date for the said sub-division was September 05, 2024. The impact of this split has been considered for outstanding stock options, stock options granted, fair value, exercise price as above. The same have been adjusted to ensure fair and reasonable adjustment to entitlement of eligible employees under the scheme due to sub-division/ split of equity shares.

The fair values are measured based on the Black Scholes Model and Monte Carlo Simulation. The fair value of the options & inputs used in the measurement of grant date fair values are as follows :

Date of grant	28 May 2025	07 May 2025	09 February 2024	02 November 2023	12 May 2023	09 February 2023	03 November 2022	08 October 2022
Risk free interest rate	5.73%	6.13%	7.01%	7.32%	6.89%	7.27%	7.14%	7.41%
Expected life (in years)	3.13	3.13	3.39	2.66	3.14	3.39	3.66	3.73
Expected volatility	40%	40%	39%	39%	39%	39%	39%	39%
Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%
Price of the underlying share in the market at the date of option grant (Rs.)	311.85	310.75	275.89	263.73	255.44	248.32	293.83	295.00

Date of grant	22 June 2022	15 September 2021
Risk free interest rate	6.90%	4.96%
Expected life (in years)	4.02	3.3
Expected volatility	39%	50%
Dividend yield	0%	0%
Price of the underlying share in the market at the date of option grant (Rs.)	195.42	107.40

Date of modification	01 January 2026 (Pre Modification)	01 January 2026 (Post Modification)
Risk free interest rate	5.48%	5.79%
Expected life (in years)	0.49	1.24
Expected volatility	40%	40%
Dividend yield	0%	0%
Price of the underlying share in the market at the date of option modification (Rs.)	262.00	262.00

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Weighted average remaining contractual life of the share option outstanding at the end of year is as below :

Particulars	31-Mar-26	31-Mar-25	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-19
Remaining contractual life Loyalty (years)*	1.75	1.67	1.82	2.51	1.75	0.88	1.54	2.31
Remaining contractual life Performance (years)	1.67	2.11	2.89	3.34	0.36	1.75	1.45	2.90

\*During the year, the Company extended the exercise period from six months to two years for loyalty-based options that were vested as at March 31, 2026.

### Effect of the employee option plan on the Statement of Profit or Loss and on its financial position

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total employee compensation cost pertaining to stock option plan (Refer note 24)	140.51	117.15
Expenses related to Merger (Refer note 28(a))	58.87	-
Liability for employee stock option plan outstanding as at the year end	580.64	362.31
Total employee compensation for subsidiary adjusted in investment (Deemed Investment)	26.99	18.47

## 42 Revenue from Contracts with Customers

### 1. Disaggregated revenue information:

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(Rs. in million)		
<b>Type of goods or service</b>		
Restaurant sales	26,151.27	24,445.75
Other operating income	92.72	65.01
<b>Total revenue from contract with customers</b>	<b>26,243.99</b>	<b>24,510.76</b>
India	26,243.99	24,510.76
Outside India	-	-
<b>Total revenue from contract with customers</b>	<b>26,243.99</b>	<b>24,510.76</b>
<b>Timing of revenue recognition</b>		
Services/ Goods transferred at a point in time	26,203.28	24,488.65
Services transferred over time (included in other operating income)	40.71	22.11
<b>Total revenue from contract with customers</b>	<b>26,243.99</b>	<b>24,510.76</b>

Reconciliation of Revenue from contract with customers with the contracted price

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(Rs. in million)		
Contracted Price	28,555.00	25,631.52
Less: Trade discounts and promotions, volume rebates, returns etc.	(2,311.01)	(1,120.76)
<b>Total revenue from contract with customers</b>	<b>26,243.99</b>	<b>24,510.76</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 2. Contract balances:

Particulars	As at March 31, 2026	As at March 31, 2025
(Rs. in million)		
Trade receivables (Refer note 9)	307.66	297.68
Contract liabilities (Refer note 19)	7.60	3.94
Deferred Revenue (Refer note 19)	184.92	109.02

### Movement in Contract Balances

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(Rs. in million)		
<b>Contract liabilities</b>		
Opening Balance	3.94	73.66
Additions During the year	174.13	465.06
Utilised during the year	(170.47)	(534.78)
<b>Closing Balance</b>	<b>7.60</b>	<b>3.94</b>
<b>Deferred Revenue</b>		
Opening Balance	109.03	14.00
Additions During the year	101.90	104.86
Utilised during the year	(26.01)	(9.83)
<b>Closing Balance</b>	<b>184.92</b>	<b>109.03</b>

## 43 Leases and Sub-leases

### (i) Leases where the Company is a Lessee

(a) The Company incurred Rs. 78.55 million for the year ended March 31, 2026 (March 2025 : Rs 57.88 million) towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is Rs. 2,292.55 million for the year ended March 31, 2026 (March 2025 : Rs 2,114.44 million), including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is Rs. 1,123.55 million for the year ended March 31, 2026 (March 2025 : Rs 1,030.88 million).

(b) The Company's leases mainly comprise of stores.

(c) The incremental borrowing rate ranges between 7.11% p.a. - 9.85% p.a. (March 2025 - 8.48% p.a.- 8.67% p.a.)

Leases are shown as follows in the Company's balance sheet and Statement of profit and loss.

### Right-of-Use Assets

Particulars	As at March 31, 2026	As at March 31, 2025
(Rs. in million)		
Cost	18,196.91	15,968.20
Accumulated depreciation	(6,979.35)	(5,449.80)
<b>Net carrying amount</b>	<b>11,217.56</b>	<b>10,518.40</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The movement of Right-of-Use Assets is as follows :

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As at beginning of the year	10,518.40	9,411.77
Additions	2,425.82	2,770.34
Disposals	(150.97)	(193.76)
Depreciation for the year	(1,575.69)	(1,469.95)
<b>As at the end of the year</b>	<b>11,217.56</b>	<b>10,518.40</b>

Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As at beginning of the year	12,218.31	10,843.82
Additions	2,294.95	2,660.20
Accretion of Interest	1,123.55	1,030.88
Termination	(172.45)	(260.03)
Payments	(2,214.00)	(2,056.56)
<b>As at the end of the year</b>	<b>13,250.36</b>	<b>12,218.31</b>
<b>Lease liabilities</b>		
Current	1,148.33	1,066.27
Non-current	12,102.03	11,152.04
<b>Total lease liabilities</b>	<b>13,250.36</b>	<b>12,218.31</b>

Some of the leases contain extension and termination options. Such options are taken into account in the determination of the lease term only if extension or non-termination can be assumed with reasonable certainty.

(Rs. in million)

Amounts recognized in the Statement of Profit and Loss	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Other income</b>		
Gain on termination of lease contract	21.47	66.26
<b>Other expenses</b>		
Short-term lease rent expense	58.49	48.79
Low value asset lease rent expense	31.13	23.03
Variable lease rent expense	259.72	272.13
GST on rent	460.72	367.31
<b>Depreciation</b>		
Depreciation of right of use lease asset	1,575.69	1,469.95
<b>Finance cost</b>		
Interest on lease liabilities	1,123.55	1,030.88

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The Company has lease contracts for stores that contains variable payments based on the revenue generated from a particular store. Management's objective is to align the lease expense with the revenue generated. The following provides information on the Company's variable lease payments, including the magnitude in relation to fixed payments for the similar contracts:

(Rs. in million)

Particulars	For the year ended March 31, 2026			For the year ended March 31, 2025		
	Fixed Payments	Variable Payments	Total	Fixed Payments	Variable Payments	Total
Fixed Rent	1,092.82	-	1,092.82	1,049.55	-	1,049.55
Variable rent with minimum payment	1,121.18	90.37	1,211.55	1,007.01	107.90	1,114.90
Variable rent only	-	169.35	169.35	-	164.23	164.23
<b>Total</b>	<b>2,214.00</b>	<b>259.72</b>	<b>2,473.72</b>	<b>2,056.56</b>	<b>272.13</b>	<b>2,328.68</b>

A 5% increase in revenue for the relevant stores would increase total lease payments by 1.82% for the year ended March 31, 2026. (March 31, 2025: 2.41%)

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

### (ii) Leases where the Company is a Lessor

Sub-Leases are shown as follows in the Company's balance sheet and Statement of profit and loss.

- (a) The total cash inflows for sub-leases is Rs. 3.23 million for the year ended March 31, 2026 (March 2025 : Nil). Interest on lease receivables is Rs. 1.97 million for the year ended March 31, 2026 (March 2025 : Nil).
- (b) The Company's sub-leases mainly comprise of stores.
- (c) The incremental rate of return ranges between 7.89%p.a - 8.81%p.a.

(Rs. in million)

Particulars	For the year ended March 31, 2026
As at beginning of the year	-
Additions	34.33
Accretion of Interest	1.97
Receipts	(3.23)
<b>As at the end of the year</b>	<b>33.07</b>
<b>Lease Receivables</b>	
Current	2.23
Non-current	30.84
<b>Total lease liabilities</b>	<b>33.07</b>

(Rs. in million)

Amounts recognized in the Statement of Profit and Loss	For the year ended March 31, 2026
<b>Other Operating Revenue</b>	
Rental Income	1.43
<b>Other Income</b>	
Interest Income from Lease Receivables	1.97

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Maturity Analysis (Lease Receivables) :

Particulars	As at March 31, 2026
< 1 Year	4.84
1-2 years	4.84
2-3 years	4.84
3-4 years	4.84
4-5 years	4.84
> 5 years	22.82

#### 44 Title deeds of immovable properties not held in the name of the company

The Company does not have any immovable properties other than those taken on lease.

The Company has 16 store lease agreements wherein the lease agreement is not in the name of the Company.

These agreements have expired in recent period and under the process of renewal.

Relevant line item in Balance Sheet	Description of property	Gross carrying value (Rs. in million)	Title deeds held in name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of	Period held- since which date	Reason for not being held in name of company
Right of use assets as at March 31, 2026	Leasehold Improvements	-	Landlord	Not applicable	0 month to 3 Months.	These contracts are in the process of negotiation as the agreements have expired during recent period.

#### 45 Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act, 2013 for Corporate Social Responsibility (CSR) are applicable to the Company. Basis the assessment of spend criteria as defined in the section and basis the calculation of profits under Section 198 including adjustment of excess of expense over income of earlier years there is no CSR obligation for the current year and hence the Company is not required to spend on CSR for the current year.

46 The Company used SAP S/4 HANA as its accounting software until August 22, 2025. Effective that date, the Company upgraded to SAP Rise. For the financial year ended March 31, 2026, the Company maintained its books of account using SAP Rise, which includes an audit trail (edit log) facility at both the application and database levels. This feature was operational throughout the year for all transactions recorded in the software. Further no instance of audit trail feature being tampered with was noted in respect of accounting software(s) where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 47 Analytical Ratios

Name of the Ratio	Numerator	Denominator	Mar-26	Mar-25	%Variance (E-F)	Reason for Variances
1. Current ratio (in times)	Current Assets	Current Liabilities	0.56	0.92	-39%	The change is due to increase in current liabilities.
2. Debt Equity ratio (in times)	Total debt including (current and non current borrowings)	Total Equity	0.00	0.01	-75%	The change is due to repayment in borrowings
3. Debt Service Coverage Ratio (in times)	Net profit/(loss) before taxes + Non-cash operating expenses + impairment + Finance cost - Other income (Non-operating)	Debt service	24.25	38.52	-37%	The change is due to increase in net loss during the year.
4. Return on Equity (ROE) Ratio (%)	Loss for the year after tax	Average total equity	-3.90%	-0.51%	-666%	The change is due to increase in net loss during the year.
5. Inventory turnover ratio (in times)	Cost of goods sold (excluding Small wares, cleaning, uniform and operating supplies)	Average Inventory	12.68	12.47	2%	Not Applicable
6. Trade receivables turnover ratio (in times)	Credit sales	Average trade receivables	71.11	68.87	3%	Not Applicable
7. Trade payables turnover ratio (in times)	Net Credit Purchases and operating expenses (*includes other expenses)	Average trade payables	8.69	8.76	-1%	Not Applicable
8. Net capital turnover ratio (in times)	Revenue from operations	Working Capital (Current assets- current liabilities)	(12.79)	(73.49)	83%	The change is due to decrease in Net working Capital.
9. Net profit ratio (%)	Profit for the year after tax	Revenue from operations	-1.85%	-0.26%	-616%	The change is due to increase in net loss during the year.
10. Return on capital employed ratio (%)	Finance cost + Profit before tax - Other income	Capital Employed	2.00%	4.00%	-50%	The change is due to increase in net loss during the year.
11. Return on investment ratio (%)	Gain on Investment	Cost of Average Investment	10.00%	9.00%	11%	Not Applicable

#### 48 Merger of Sapphire Foods India Limited (SFIL) with Devyani International Limited (DIL).

The Board of Directors ("The Board") of the Company at its meeting held on January 01, 2026, subject to requisite regulatory / statutory approvals, has considered and approved the scheme of arrangement between Sapphire Foods India Limited ("Transferor Company"/"Company") and Devyani International Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"). Pursuant to the Scheme which is subject to requisite regulatory/ statutory approvals, with effect from the Appointed Date (defined in the Scheme as April 1, 2026), the Transferor Company shall stand amalgamated with and absorbed into the Transferee Company.

In consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall issue and allot to shareholders of the Transferor Company 177 (One Hundred and Seventy Seven) equity shares of the Transferee Company of Rs. 1/- each fully paid up for every 100 (One Hundred) equity shares of Rs. 2/- each fully paid up, held by the shareholders of the Transferor Company.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 49 Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off u/s 248 of the Companies Act, 2013.
- (iii) The Company does not have any satisfaction of charge which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding whether recorded in writing or otherwise that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vi) The Company has not advanced or loaned or invested funds to any other persons or entities (outside the group), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 during the year.
- (ix) The provisions of Section 186 of the Companies Act, 2013 relating to loans, guarantees, security and investments are not applicable to the Company during the year, as the Company has neither granted any loans nor provided any guarantees or security nor made any investments covered under the said section during the year. Closing balances, if any, pertaining to earlier periods have been disclosed in Note 5 and 6 to the financial statements.

**50** The standalone financial statements of the Company for the previous year ended March 31, 2025 were audited by another auditor who had expressed an unmodified opinion on those standalone financial statements vide their report dated May 07, 2025.

### 51 Events after the reporting period

The Company has evaluated subsequent events from the balance sheet date through April 28, 2026, the date at which the financial statements were available to be issued and determined that there are no material items to be disclosed.

**52** Figures of the previous year have been re-grouped/ re-arranged wherever necessary. The impact of the same is not material to the users of financial statement.

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

Place: Mumbai  
Date: April 28, 2026

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

## INDEPENDENT AUDITOR'S REPORT

To The Members of Sapphire Foods India Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **Sapphire Foods India Limited** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the financial information of subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as March 31, 2026, and their consolidated loss, their consolidated other comprehensive income, their consolidated cash flows and

their consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

No.	Key Audit Matter	Auditor's Response
1	<p><b>Impairment assessment of Goodwill</b> (as described in Note 35 of the consolidated financial statements)</p> <p>As at March 31, 2026, the Group has carrying amount of Goodwill of Rs. 1,019.86 million pertaining to a single cash generating unit (CGU) i.e KFC brand.</p> <p>In accordance with the requirements of Ind AS 36 Impairment of Assets, the group performs an annual impairment assessment of Goodwill and the corresponding cash generating units to determine whether the recoverable value is below the carrying amount as at March 31, 2026.</p> <p>For this purpose, the recoverable value of the cash generating unit is based on the value in use model, which has been derived from the discounted cash flow model. The model requires the Group to make significant assumptions such as discount rate, near and long-term revenue growth rate and projected margins which involves inherent uncertainty since they are based on future business prospects and economic outlook.</p>	<p>Principal audit procedures performed included the following:</p> <ul style="list-style-type: none"> <li>Obtained an understanding of the process followed by the management to determine the recoverable amounts of cash generating units determined by the Group.</li> <li>Evaluated the design and implementation and tested the operating effectiveness of key internal financial controls related to the Group's process relating to review of the annual impairment analysis.</li> <li>Assessed Group's valuation methodology applied in determining recoverable value including the reasonableness of identification of cash generating units and around the key drivers (cash flow forecasts, discount rates, expected growth rates, forecasted margins and terminal growth rates) based on our knowledge of the Group and Industry. Compared the historical accuracy by comparing past forecasts to actual results achieved.</li> </ul>

No.	Key Audit Matter	Auditor's Response
	Further, the Group has a goodwill amounting to Rs. 562.98 million on consolidation of its one subsidiary in Sri Lanka.	<ul style="list-style-type: none"> <li>Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used by the Group.</li> </ul>
	Changes in certain methodologies and assumptions can lead to significant changes in the assessment of the recoverable value.	<ul style="list-style-type: none"> <li>Tested the arithmetical accuracy of the computation of recoverable amounts of cash generating unit.</li> </ul>
	Due to the level of judgments involved and its significance to the Group's financial position, this is considered to be a key audit matter	<ul style="list-style-type: none"> <li>Assessed the disclosures made in the consolidated financial statements.</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report in the Annual report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the, subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the auditors and other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- We did not audit the financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs. 2,881.72 million as at March 31, 2026, total revenues of Rs. 5,007.75 million and net cash inflows (net) amounting to Rs. 54.49 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

(b) The consolidated financial statements of the Parent for the year ended March 31, 2025, were audited by another auditor who expressed an unmodified opinion on those statements on May 07, 2025.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2026 taken on record by the Board of Directors of the Parent Company, none of the directors of the Parent Company is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the Parent.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the

requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 32 to the consolidated financial statements.
  - ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent.
  - iv) (a) The Management of the Parent have represented to us that to the best of their knowledge and belief, as disclosed in the note 49 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management of the Parent have represented to us that to the best of their knowledge and belief, as disclosed in the note 49 to the consolidated financial statements, no funds have been received by the Parent from

any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The Parent has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi) The Parent upgraded its accounting software on August 22, 2025.

Based on our examination which included test checks, the Parent has used accounting software for maintaining its books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated for all relevant transactions recorded in the software.

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with, in respect of said accounting software for the period for which the audit trail feature was enabled and operating. Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Parent as per the statutory requirements for record retention, as stated in Note 47 to the consolidated financial statements.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO report issued by us, we report that there are no qualifications or adverse remarks in the CARO report of the Parent except for the following:

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Sapphire Foods India Limited	L55204MH2009PLC197005	The Parent	Clause 3 (i)(c) and (vii)(a)

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117365W)

**Mukesh Jain**  
Partner  
(Membership No. 108262)  
UDIN:26108262VWOJIZ4759

Place: Mumbai  
Date: April 28, 2026

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT****(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)****Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of **Sapphire Foods India Limited** (hereinafter referred to as "Parent") as of that date. There are no subsidiaries which are companies incorporated in India.

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's management and Board of Directors of the Parent are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Parent's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Parent's internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Parent has in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial

control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117365W)

**Mukesh Jain**  
Partner  
(Membership No. 108262)  
UDIN: 26108262VWOJIZ4759

Place: Mumbai  
Date: April 28, 2026

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026

Particulars	Note	(Rs. in million)	
		As at March 31, 2026	As at March 31, 2025
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	10,947.94	10,185.36
Capital work-in-progress	3	595.47	558.35
Right of use assets	45	11,966.69	10,935.30
Goodwill	4	1,582.84	1,582.84
Other Intangible assets	4	1,193.93	679.59
Intangible assets under development	4	7.76	8.55
<b>Financial assets</b>			
Other financial assets	6	1,447.35	1,001.93
Deferred tax assets (net)	16	1,272.60	1,114.81
Income tax assets (net)		-	5.10
Other non-current assets	7	160.38	111.43
<b>Total non-current assets</b>		<b>29,174.96</b>	<b>26,183.26</b>
<b>Current assets</b>			
Inventories	8	1,123.00	956.14
<b>Financial assets</b>			
i) Investments	5	31.02	1,436.53
ii) Trade receivables	9	349.92	365.62
iii) Cash and cash equivalents	10	681.60	582.69
iv) Bank balances other than cash and cash equivalents	11	-	200.00
v) Other financial assets	6	1,002.59	457.08
Other current assets	12	196.35	228.56
<b>Total current assets</b>		<b>3,383.96</b>	<b>4,226.62</b>
<b>Total Assets</b>		<b>32,558.92</b>	<b>30,409.88</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	642.77	642.38
Other equity	14	13,263.29	13,338.27
Non controlling interests		(20.52)	(18.89)
<b>Total equity</b>		<b>13,885.54</b>	<b>13,961.76</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	15	-	58.53
ii) Lease Liabilities	17	12,873.51	11,567.73
iii) Other financial liabilities	19	2.41	-
Other non-current liabilities	21	64.92	18.86
Provisions	22	306.98	198.76
Deferred tax liabilities (net)	16	13.25	16.98
Income tax liabilities (net)		35.93	-
<b>Total non-current liabilities</b>		<b>13,297.00</b>	<b>11,860.86</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	15	56.07	140.08
ii) Lease Liabilities	17	1,241.72	1,155.32
iii) Trade payables	18	-	-
(a) total outstanding dues of micro enterprises and small enterprises		76.18	32.08
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,760.16	2,393.13
iv) Other financial liabilities	19	816.35	478.38
Other current liabilities	20	338.32	321.52
Provisions	22	87.58	66.75
<b>Total current liabilities</b>		<b>5,376.38</b>	<b>4,587.26</b>
<b>Total Equity and Liabilities</b>		<b>32,558.92</b>	<b>30,409.88</b>

The accompanying notes are an integral part of these consolidated financial statements 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Note	(Rs. in million)	
		For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Income</b>			
Revenue from operations	23	31,253.17	28,818.64
Other income	24	280.44	372.15
<b>Total income (A)</b>		<b>31,533.61</b>	<b>29,190.79</b>
<b>Expenses</b>			
Cost of materials consumed	25	9,951.38	9,068.44
Employee benefits expense	26	4,279.29	3,863.95
Finance costs	27	1,228.05	1,116.26
Depreciation and amortization expense	28	3,921.48	3,639.16
Other expenses	29	12,286.42	11,118.67
<b>Total expenses (B)</b>		<b>31,666.62</b>	<b>28,806.48</b>
<b>(Loss)/ Profit before exceptional items and tax (C) (A-B)</b>		<b>(133.01)</b>	<b>384.31</b>
<b>Exceptional Items (D)</b>	30	<b>239.59</b>	<b>152.95</b>
<b>(Loss)/ Profit before tax (E) (C-D)</b>		<b>(372.60)</b>	<b>231.36</b>
<b>Tax (credit)/ expense</b>			
Current tax	16	96.57	91.12
Deferred tax	16	(154.57)	5.92
Tax in relation to earlier years	16	4.94	(32.72)
<b>Total Tax (credit)/ expense (F)</b>		<b>(53.06)</b>	<b>64.32</b>
<b>(Loss)/ Profit for the year after tax (G) (E-F)</b>		<b>(319.54)</b>	<b>167.04</b>
<b>Other comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements losses of net defined benefit plan		(23.84)	(27.28)
Tax effect on remeasurements losses of net defined benefit plan	16	6.33	7.25
Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations		37.22	60.74
<b>Total other comprehensive Income for the year, net of tax</b>		<b>19.71</b>	<b>40.71</b>
<b>Total comprehensive (loss)/ income for the year, net of tax</b>		<b>(299.83)</b>	<b>207.75</b>
<b>Total comprehensive (loss)/ Income for the year</b>			
Attributable to:			
Equity holders of the parent		(298.20)	233.35
Non-controlling interests		(1.63)	(25.60)
<b>(Loss)/ Profit for the year</b>		<b>(319.63)</b>	<b>192.53</b>
Attributable to:			
Equity holders of the parent		(319.63)	192.53
Non-controlling interests		0.09	(25.49)
<b>Other comprehensive (loss)/ income for the year</b>		<b>19.71</b>	<b>40.71</b>
Attributable to -			
Equity holders of the parent		21.43	40.82
Non-controlling interests		(1.72)	(0.11)
<b>Earnings per equity share of Rs. 2 each:</b>			
Basic earnings per share (Rs.)	31	(0.99)	0.60
Diluted earnings per share (Rs.)		(0.99)	0.60

The accompanying notes are an integral part of these consolidated financial statements 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## CONSOLIDATED STATEMENT OF CASH FLOWS

### FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Cash flow from operating activities</b>		
(Loss)/ Profit after exceptional item and before tax	(372.60)	231.36
Adjustments for:		
Depreciation and amortisation expense	3,921.48	3,639.16
Finance cost	1,228.05	1,116.26
Interest income	(162.59)	(122.17)
Expenses on employee stock option scheme	159.85	135.50
Provision for slow moving inventories	-	0.42
Sundry balances written back	(43.47)	(23.91)
Write back of expected credit loss on financial assets	-	(19.48)
Expected Credit Loss and write off of financial assets	7.83	19.61
Gain on fair value/ sale of mutual funds	(46.25)	(86.86)
Profit on sale/ discard of property, plant and equipment	(1.48)	(5.24)
Gain on termination/ remeasurement of lease contract	(21.47)	(101.84)
Exceptional item (Refer note 30)	239.59	152.95
<b>Operating profit before working capital changes</b>	<b>4,908.94</b>	<b>4,935.76</b>
<b>Changes in working capital</b>		
Increase in Trade Payables	362.38	122.97
Increase in Other Liabilities	62.86	81.47
Increase in Financial Liabilities	71.00	24.29
Increase in Provisions	7.72	25.33
(Increase)/ Decrease in Inventories	(155.90)	20.95
Decrease/ (Increase) in Trade and Other Receivables	16.21	(20.61)
Increase in Financial Assets	(121.45)	(30.37)
Increase in Other Assets	(14.00)	(37.32)
<b>Cash flow generated from operations</b>	<b>5,137.76</b>	<b>5,122.47</b>
Income tax paid (net)	(67.43)	(42.45)
<b>Net cash flow from operating activities (A)</b>	<b>5,070.33</b>	<b>5,080.02</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment and other intangible assets	(3,196.79)	(2,648.69)
Proceeds from sale of property, plant and equipment	13.67	17.94
Purchase of current Investments	(5,900.00)	(7,600.00)
Proceeds from sale of current Investment	7,351.76	6,250.33
Interest received	49.80	95.79
Deposits with financial institutions (placed)/ realised- net	(648.97)	516.53
<b>Net cash used in Investing Activities (B)</b>	<b>(2,330.53)</b>	<b>(3,368.10)</b>
<b>Cash flow from financing activities</b>		
Proceeds from exercise of employee stock option	-	226.96
Repayment of borrowings	(101.54)	(79.47)
Payment of principal portion of lease liabilities	(1,270.82)	(1,136.47)
Interest paid on lease liabilities	(1,202.20)	(1,096.10)
Finance cost paid	(26.57)	(20.66)
<b>Net cash used in Financing Activities (C)</b>	<b>(2,601.13)</b>	<b>(2,105.74)</b>
<b>Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>138.67</b>	<b>(393.82)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

### FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash and cash equivalents at the beginning of the year	516.38	910.20
Cash and cash equivalents at the end of the year	655.05	516.38
<b>Cash and cash equivalents comprise (refer note 10 and note 15)</b>		
Balances with banks in current accounts	625.03	515.38
Cash on hand	56.05	67.31
	<b>681.08</b>	<b>582.69</b>
Bank Overdraft	(26.03)	(66.31)
<b>Total cash and cash equivalents at the end of the year</b>	<b>655.05</b>	<b>516.38</b>

**Note :**

Note : Refer Note 45 - Regarding non-cash adjustment relating to leases.

The accompanying notes are an integral part of these consolidated financial statements 1 to 52

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Mukesh Jain**  
Partner  
Membership No:108262

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

Place: Mumbai  
Date: April 28, 2026

Place: Mumbai  
Date: April 28, 2026

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Note	For the year ended March 31, 2026		For the year ended March 31, 2025	
		No. of shares	Amount (Rs. in million)	No. of shares	Amount (Rs. in million)
Balance at the beginning of the year		321,190,894	642.38	63,704,416	637.04
Add: Shares issued during the year before stock split	13	-	-	87,778	0.88
<b>Balance before stock split</b>		<b>321,190,894</b>	<b>642.38</b>	<b>63,792,194</b>	<b>637.92</b>
Restated Balance after stock split (Refer note 13(j))		321,190,894	642.38	318,960,970	637.92
Add: Shares issued during the year after stock split	13	192,011	0.39	22,29,924	4.46
<b>Balance as at the end of the year</b>		<b>321,382,905</b>	<b>642.77</b>	<b>321,190,894</b>	<b>642.38</b>

Particulars	Attributable to the equity holders of the parent					Total	Non-controlling interests	Total Equity
	Capital reserve	Foreign currency translation reserve through other comprehensive income	Securities premium	Retained earnings	Share application money pending allotment			
<b>Balance as at April 01, 2025</b>	356.10	(168.34)	14,756.45	(1,982.94)	20.91	356.09	13,338.27	13,319.38
Allotment of Share Capital	-	-	28.56	-	(20.91)	-	7.65	-
Recognition of share based payment	-	-	-	-	-	223.61	223.61	-
(Loss)/ Profit for the year after tax	-	-	-	(319.63)	-	-	(319.63)	0.09
Other comprehensive Income/ (loss) for the year (net of tax)	-	38.94	-	(17.51)	-	-	21.43	(1.72)
Option exercise during the year	-	-	-	-	-	(8.04)	(8.04)	-
<b>Balance as at March 31, 2026</b>	<b>356.10</b>	<b>(129.40)</b>	<b>14,785.01</b>	<b>(2,320.08)</b>	<b>-</b>	<b>571.66</b>	<b>13,263.29</b>	<b>(20.52)</b>
								<b>13,242.77</b>

### B. Other equity

For the year ended March 31, 2026

(Rs. in million)

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Attributable to the equity holders of the parent					Total	Non-controlling interests	Total Equity
	Capital reserve	Foreign currency translation reserve through other comprehensive income	Securities premium	Retained earnings	Share application money pending allotment			
<b>Balance as at April 01, 2024</b>	356.10	(229.19)	14,413.38	(2,155.44)	0.67	368.85	12,754.37	6.71
ESOP exercised pending allotment	-	-	-	-	20.91	-	20.91	-
Allotment of Share Capital	-	-	343.07	-	(0.67)	-	342.40	-
Recognition of share based payment	-	-	-	-	-	129.60	129.60	-
Profit/ (loss) for the year after tax	-	-	-	192.53	-	-	192.53	(25.49)
Other comprehensive Income/ (loss) for the year (net of tax)	-	60.85	-	(20.03)	-	-	40.82	(0.11)
Option exercise during the year	-	-	-	-	-	(142.36)	(142.36)	-
<b>Balance as at March 31, 2025</b>	<b>356.10</b>	<b>(168.34)</b>	<b>14,756.45</b>	<b>(1,982.94)</b>	<b>20.91</b>	<b>356.09</b>	<b>13,338.27</b>	<b>(18.89)</b>
								<b>13,319.38</b>

(Rs. in million)

For the year ended March 31, 2025

(Rs. in million)

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
ICAI Registration No:117365W

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812  
Place: Mumbai  
Date: April 28, 2026

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

**Mukesh Jain**  
Partner  
Membership No:108262  
Place: Mumbai  
Date: April 28, 2026

1 to 52

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 1. Corporate information

Sapphire Foods India Limited ('the Company') (CIN: L55204MH2009PLC197005) is a company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The consolidated financial statements comprise of Ind AS financial statements of Sapphire Foods India Limited ('the Company' 'the parent' or 'the Holding Company') and its subsidiaries (collectively, 'the Group').

The equity shares of the Company are listed on the NSE Limited and BSE Limited.

The Group is primarily engaged in the development, management, and operation of quick service restaurants for esteemed brands such as Pizza Hut, KFC and Taco Bell. The functional and presentation currency of the Company and the presentation currency of the Group is Indian Rupee ("Rs. ").

The registered office of the Company is located at 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai – 400062.

The consolidated financial statements were authorised and approved for issuance in accordance with a resolution of the board of directors on 28 April 2026.

### 2. Material accounting policies

#### 2.1 Statement of compliance and basis of preparation

The Consolidated Financial Statements (CFS) of the Group as at and for year ended March 31, 2026 have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as 'IND AS'), as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting

Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS.

The Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Consolidated financial statements are presented in Indian Rupee (INR) and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

The Consolidated financial statements provide comparative information in respect of the previous period.

#### 2.2 Basis of measurement

The Consolidated financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined Benefit Plans- Plan assets measured at fair value

#### 2.3 Basis of consolidation

The list of subsidiaries considered for consolidation together with the proportion of shareholding held by the Group is as follows:

Sr no	Entity name	Country of Incorporation/ Place of business	Nature of relationship	% Holding as at March 31, 2026	% Holding as at March 31, 2025
01	Gamma Pizzakraft Lanka Private Limited	Sri Lanka	Subsidiary	100%	100%
02	French Restaurants Private Limited	Sri Lanka	Subsidiary	100%	100%
03	Gamma Island Food Private Limited	Maldives	Subsidiary	74.74%	74.74%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the group controls an investee if and only if the group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the group has less than a majority of the voting or similar rights of an investee, the group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the group gains control until the date the group ceases to control the subsidiary.

Consolidated financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to

that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31<sup>st</sup>. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

#### Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the group loses control over a subsidiary, it:
- Derecognises the assets (including goodwill) and liabilities of the subsidiary
  - Derecognises the carrying amount of any non-controlling interests
  - Derecognises the cumulative translation differences recorded in equity
  - Recognises the fair value of the consideration received
  - Recognises the fair value of any investment retained
  - Recognises any surplus or deficit in profit or loss
  - Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the group had directly disposed of the related assets or liabilities

### 2.4 Summary of material accounting policies

#### a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Business combinations under common control are accounted in accordance with Appendix C of IND AS 103 as per the pooling of interest method, the Ind AS Transition Facilitation Group Clarification Bulletin 9 (ITFG 9) and an EAC opinion issued. Basis the same, the carrying values of assets and liabilities as appearing in the standalone financial statements of the entities being combined shall be recognised by the combined entity.

As per Appendix C, Business Combinations of Entities under Common Control of Ind AS 103, Business Combinations, in case of common control business combinations, the assets and liabilities of the combining entities are reflected at their carrying amounts.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based

on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

#### b. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

### c. Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency.

#### Functional and presentation currency

The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR). The functional currency of the subsidiaries is Sri Lankan Rupee (LKR) and Maldivian Rufiyaa (MVR).

#### Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net

investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting, such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

#### Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after April 01, 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (April 01, 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

### d. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

- Financial assets include cash and cash equivalents, mutual funds trade receivables, unbilled revenues, finance lease receivables, security deposits, investments in equity and debt securities;
- Financial liabilities include long-term and short-term loans and borrowings, lease liabilities, derivative financial liabilities, bank overdrafts and trade payables

#### Financial assets:

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through Other Comprehensive Income (OCI), or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the group's business model for managing them.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss and transactions costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price. Subsequently, financial instruments are measured according to the category in which they are classified.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### i) Financial assets at amortised cost:

A financial asset is classified as "financial asset at amortised cost" (amortised cost) under IND AS 109 Financial Instruments if it meets both the following criteria:

- (1) The asset is held within a business model whose objective is to hold the financial asset in order to collect contractual cash flows, and
- (2) The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified date (the 'SPPI' contractual cash flow characteristics test).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

### ii) Financial assets at fair value through other comprehensive income (FVTOCI):

All equity investment in scope of IND AS 109 Financial Instruments are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 Business Combinations applies are classified as fair value through profit or loss. For all other equity instruments, the Group may make irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-to-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument through fair value through other comprehensive income (FVTOCI), then all fair value changes in the instruments excluding dividends, are recognised in OCI and is never recycled to statement of profit and loss, even on sale of the instrument.

Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

### iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets at fair value through profit or loss include financial assets held for trading, e.g., derivative instruments, financial assets designated upon initial recognition at fair value through profit or loss, e.g., debt or equity instruments, or financial assets mandatorily required to be measured at fair value, i.e., where they fail the

SPPI test. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that do not pass the SPPI test are required to be classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

### De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangements; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Financial liabilities and equity instruments:

#### a) Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

#### c) Financial liabilities

Financial liabilities are classified as either financial liability 'at FVTPL' or 'other financial liabilities'.

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### i) Financial liabilities measured at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### ii) Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Gains or losses on liabilities held for trading are recognized in statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes

in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

### De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the balance sheet only if there is a current enforceable legal right to offset the recognised amounts and there is an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Impairment of financial assets

The group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, deposits and contract assets, the group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### e. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

entitled in exchange for those goods or services. Revenue is measured at the transaction price (net of variable consideration) received or receivable, taking into account contractually defined terms of payment, various discounts and schemes offered by the group and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

However, sales tax/ value added tax (VAT)/ Goods and Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

No element of financing is deemed present as the majority of sales are on cash basis and credit sales are made with normal credit period consistent with market practice.

The following specific recognition criteria must also be met before revenue is recognised:

The Group recognizes revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognize revenue when (or as) the Company satisfies a performance obligation.

### Income from retail sales

Revenue from sale of goods is recognised at the time of satisfaction of performance obligation i.e. when control of the goods is transferred to the customer, generally on delivery of the goods, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Revenue is measured at the transaction price (net of variable consideration) received or receivable, taking into account contractually defined terms of payment, various discounts and schemes offered by the group and excluding taxes or duties collected on behalf of the government.

Gift vouchers sales are recognised when the vouchers are redeemed and goods are sold to the customer.

### Income from trading sales

Revenue from sale of goods is recognised at the time of satisfaction of performance obligation i.e.

when the goods are delivered to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivable is reasonably expected. Revenue is measured at the transaction price (net of variable consideration) received or receivable. Amounts disclosed as revenue are net of customer returns, trade allowance, rebates, goods and services tax and amount collected on behalf of third parties.

### Service Income

Revenue from sale of services is recognized in accordance with the terms of the relevant agreements and is net of goods and service tax (GST), where applicable as accepted and agreed with the customers.

The group recognise revenue from alliance income (marketing support services) at the time of satisfaction of performance obligation i.e. when the service is performed.

The group also receives one-time alliance income from the landlord on certain properties. Alliance income is recognised as deferred revenue over a period as determined by the management basis the agreements with the landlords.

### Incentive

The Group is eligible for certain benefits basis the target stores opening as agreed to in the development

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

agreement with franchisor. These benefits are recognised basis the satisfaction of performance obligation i.e. pro-rata basis the number of stores opened. The incentives are netted off against related expenses considering the substance of transaction.

### Interest income

Interest income on financial assets at amortised cost is recognised using the effective interest method. Effective interest is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

### Contract balances-

#### Trade receivables

A receivable is recognised if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point (d) above.

#### Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the group transfers the related goods or services. Contract liabilities are recognised as revenue when the group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### f. Taxes

Tax expense comprises of current tax and deferred tax.

#### Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation

to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

does not give rise to equal taxable and deductible temporary differences.

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### g. Property, plant and equipment Recognition and measurement

All items of property, plant and equipment except freehold land are initially measured at cost and subsequently it is measured at cost less accumulated depreciation and impairment losses, if any. Freehold Land Cost is carried at cost, net of accumulated

impairment loss, if any. Cost comprises of purchase price and all costs incurred to bring the assets to their current location and condition for its intended use. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Any subsequent cost incurred is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Capital work in progress comprises cost of property, plant and equipment (including related expenses), that are not yet ready for their intended use at the reporting date and it is carried at cost less accumulated impairment losses.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and carrying amount of the assets and are recognised in the statement of profit and loss when the asset is derecognised.

### Depreciation on Property, plant and equipment

Depreciation is calculated on the straight-line basis over the estimated useful lives of the assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Group has used the following life to provide depreciation on its property, plant and equipment.

The rates of depreciation are based on technical evaluation of the economic life of assets by the management, which are given below and are equal to the corresponding rates prescribed in Schedule II to the Companies Act, 2013:

Class of asset	Useful lives estimated by the management (years)
Plant and machinery	15 years
Building	4-20 years
Office equipment	5 years
Computers	3 years
Furniture and fixtures	8 years
Vehicles	10 years
Leasehold improvements	Over the lease term or 10 years whichever is shorter

An item of property, plant and equipment and any significant part initially recognised is derecognised

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### h. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no

future economic benefits are expected from its use or disposal.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

### Amortisation of intangible assets

Amortisation is calculated on the straight-line basis over the estimated useful lives of the assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Group has used the following life to provide amortisation on its intangible assets.

Class of asset	Useful lives estimated by the management (years)
License fees	Over the period of license (upto 10 years)
Software	3 years
Franchisee fees	10 years

There are no intangible assets with indefinite useful lives other than goodwill.

### i. Leases

The group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group's lease asset classes primarily consist of leases for buildings, Plant and Equipment and Computers. The group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

#### The Group as a lessor

When the Group acts as an intermediate lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

### Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term over the shorter of the lease term and the estimated useful lives of the assets.

### Lease Liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of the future lease payments. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The group has elected not to separate lease and non-lease components in a lease contract where lease payments are inclusive of non-lease component.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note k Impairment of non-financial assets.

### Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as an operating expense in the statement of profit and loss.

### Transition to Ind AS 116

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- Not to separate lease and non-lease components in a lease contract where lease payments are inclusive of non-lease component.

### The Group as a lessor

When the Group acts as an intermediate lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease. The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

### j. Inventories

#### Basis of valuation

Inventories other than scrap materials are valued at lower of cost and net realizable value, if any.

#### Method of valuation

Cost of raw materials and packing materials are determined by using weighted average method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### k. Impairment of Non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/ forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

### l. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will

be received and the amount of the receivable can be measured reliably. Provisions are reviewed at each balance sheet date.

### m. Retirement and other employee benefits

#### Defined benefit plan

In accordance with applicable laws in India, the Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") for every employee who has completed 5 years or more of service on departure at 15 days salary (last drawn salary) for each completed year of service. The Gratuity Plan provides for a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment based on last drawn salary and tenure of employment with the Group. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using projected unit credit method.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

#### Defined contribution plan

The Group makes contributions to the Provident Fund scheme, national pension scheme, labour welfare fund, employee state insurance corporation and

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Trust Fund. These contributions are deposited with Government administered fund and recognised as an expense in the period in which the related service is performed. There is no further obligation on the Group on this defined contribution plan.

#### Compensated absences

Accumulated leave is expected to be utilized within the next 12 months and are treated as short-term employee benefit. The group treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.

### n. Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

#### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in employee benefit expenses, together with a corresponding increase in retained earnings in equity, over the period in which the service conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there

are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When an award is modified, at minimum the cost of the original award is recognised as if it had not been modified (i.e., at the original grant date fair value, spread over the original vesting period, and subject to the original vesting conditions). This applies unless the award does not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where a modification is made after the original vesting period has expired, and is subject to no further vesting conditions, any incremental fair value is recognised immediately.

If the modification decreases the fair value of the equity instruments granted (e.g., by increasing the exercise price or reducing the exercise period), the decrease in value is effectively ignored and the entity continues to recognise a cost for services as if the awards had not been modified. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### Cash-settled transactions

A liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee welfare expenses (see Note 26), if any. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

fair value is determined using a binomial model. The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

### o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### p. Contingencies

#### A contingent liability is:

A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or a present obligation that arises from past events but is not recognised because:

- (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (ii) The amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are recognised when virtually certain on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations arising from past events and which the fair values can be reliably determined.

#### Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition. Contingent liabilities are reviewed at each Balance Sheet date.

### q. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders of the parent by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the adjusted profit/(loss) attributable to ordinary equity holders of the parent using the weighted-average number of equity shares considered for deriving basic earnings per share and weighted average number of dilutive equivalent shares outstanding during the period, which comprise share options granted to employees, except where the results would be anti-dilutive. Dilutive potential shares are deemed converted at the beginning of the period, unless issued at later date.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### r. Fair value measurement

The fair value of the financial instruments is included at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Group have assessed that the fair values of cash and cash equivalents, restricted cash, trade receivables (not subject to provisional pricing), trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

There have been no transfers between fair value levels during the reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### s. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker being Managing Director of the Group. The Managing Director assesses the financial performance and position of the Group as a whole and makes strategic decisions. Operating segments have been aggregated in accordance with the Standard.

### t. Cash Flow

Ind AS 7 requires to exclude non-cash transaction relating to investing and financing activities from the statement of cash flow. However, such transactions should be disclosed elsewhere in the financial statements. The investing and financing activities in cash flow statement do not have a direct impact on current cash flows although they do affect the capital and asset structure of the group. The group has disclosed these transactions, to the extent material in relevant notes.

Cash and cash equivalents consist of cash on hand and balances with banks which are unrestricted for withdrawal and usage.

### u. Exceptional Items

Exceptional items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with Ind AS.

### v. Recent accounting pronouncements New and amended standards

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Group applied following amendments for the first-time during the current year which are effective from 1 April 2025:

### (i) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants -Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period;
  - a) must have substance, and b) must exist at the end of the reporting period;
    - stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
    - including requirements for liabilities that can be settled using an entity's own instruments; and
    - stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments has no impact on the classification of the Group's liabilities as on the balance sheet date.

### (ii) Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The amendments has no impact on the Group's consolidated financial statements.

### (iii) International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The amendments has no impact on the Group's consolidated financial statements.

### (iv) Lack of exchangeability - Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments has no impact on the Group's consolidated financial statements.

### New and amended standards which are issued but are not yet effective.

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued but not yet effective from time to time.

### (i) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants-Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date.

Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS

This amendment is not expected to have a material impact on the Group's consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 3 Property, Plant and Equipment and Capital work-in-progress

#### i) Property, Plant and Equipment

(Rs. in million)

Particulars	Freehold Land	Building On Freehold Land	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Computers	Leasehold improvements	Total
<b>Gross Carrying Amount</b>									
<b>As at April 01, 2024</b>	<b>9.53</b>	<b>300.39</b>	<b>6,410.81</b>	<b>517.40</b>	<b>77.71</b>	<b>413.01</b>	<b>1,108.23</b>	<b>5,785.30</b>	<b>14,622.38</b>
Additions	-	0.24	1,119.26	87.94	4.46	70.20	208.13	917.94	2,408.17
Disposals	-	-	(185.75)	(42.75)	(2.24)	(14.73)	(66.65)	(270.20)	(582.32)
Translation Difference	0.18	0.05	31.35	3.55	0.16	6.23	5.60	31.33	78.45
<b>As at March 31, 2025</b>	<b>9.71</b>	<b>300.68</b>	<b>7,375.67</b>	<b>566.14</b>	<b>80.09</b>	<b>474.71</b>	<b>1,255.31</b>	<b>6,464.37</b>	<b>16,526.68</b>
Additions	-	-	1,152.69	94.49	8.13	86.48	257.42	989.44	2,588.65
Disposals	-	-	(142.60)	(15.35)	(1.47)	(15.80)	(35.81)	(163.27)	(374.30)
Translation Difference	0.14	0.05	27.43	3.37	0.13	6.06	5.07	29.48	71.73
<b>As at March 31, 2026</b>	<b>9.85</b>	<b>300.73</b>	<b>8,413.19</b>	<b>648.65</b>	<b>86.88</b>	<b>551.45</b>	<b>1,481.99</b>	<b>7,320.02</b>	<b>18,812.76</b>
<b>Accumulated depreciation and Impairment</b>									
<b>As at April 01, 2024</b>	<b>-</b>	<b>89.28</b>	<b>1,664.80</b>	<b>188.00</b>	<b>24.52</b>	<b>223.59</b>	<b>675.79</b>	<b>2,132.45</b>	<b>4,998.43</b>
Depreciation for the year	-	0.04	600.78	65.64	7.77	67.16	241.19	806.06	1,788.64
Disposals	-	-	(175.97)	(42.59)	(1.97)	(13.62)	(65.50)	(269.97)	(569.62)
Translation Difference	-	0.02	10.62	1.67	0.08	3.92	4.39	14.08	34.78
<b>As at March 31, 2025</b>	<b>-</b>	<b>89.34</b>	<b>2,100.23</b>	<b>212.72</b>	<b>30.40</b>	<b>281.05</b>	<b>855.87</b>	<b>2,682.62</b>	<b>6,252.23</b>
Depreciation for the year	-	0.05	578.60	68.77	7.89	73.44	241.20	882.07	1,852.02
Disposals	-	-	(130.70)	(15.37)	(1.41)	(15.43)	(35.58)	(163.62)	(362.11)
Translation Difference	-	0.02	10.14	1.65	0.04	3.85	4.03	13.86	33.59
<b>As at March 31, 2026</b>	<b>-</b>	<b>89.41</b>	<b>2,558.27</b>	<b>267.77</b>	<b>36.92</b>	<b>342.91</b>	<b>1,065.52</b>	<b>3,414.93</b>	<b>7,775.73</b>
<b>Impairment</b>									
As at March 31, 2025 (Refer Note 30)	-	-	28.14	3.47	1.16	7.04	3.10	46.18	89.09
As at March 31, 2026	-	-	28.14	3.47	1.16	7.04	3.10	46.18	89.09
<b>Net Carrying Amount</b>									
<b>As at March 31, 2026</b>	<b>9.85</b>	<b>211.32</b>	<b>5,826.78</b>	<b>377.41</b>	<b>48.80</b>	<b>201.50</b>	<b>413.37</b>	<b>3,858.91</b>	<b>10,947.94</b>
<b>As at March 31, 2025</b>	<b>9.71</b>	<b>211.34</b>	<b>5,247.30</b>	<b>349.95</b>	<b>48.53</b>	<b>186.62</b>	<b>396.34</b>	<b>3,735.57</b>	<b>10,185.36</b>

#### ii) Capital work-in-progress

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Opening Balance</b>	<b>558.35</b>	<b>673.49</b>
Additions	2,625.77	2,293.03
Capitalised	(2,588.65)	(2,408.17)
<b>Closing Balance</b>	<b>595.47</b>	<b>558.35</b>

#### Note:

##### a) Ageing for capital work-in-progress

(Rs. in million)

Particulars	Amount of Capital work-in-progress				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress (As at March 31, 2026)	460.30	64.58	52.43	18.16	595.47
Projects in progress (As at March 31, 2025)	331.69	171.11	51.50	4.05	558.35

- b) Capital work-in-progress mainly comprises of assets being constructed or restaurant equipments held for utilisation at new stores. These will get appropriated towards new stores to be opened in future. There are no projects as on each reporting period where activity had been suspended. All the upcoming projects of the Company are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Company as at March 31, 2026 and March 31, 2025.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 4 Intangible assets and Intangible assets under development

#### i) Intangible assets

Particulars	(Rs. in million)				
	Computer Softwares	License fees	Franchisee fees	Total	Goodwill (Refer note 35)
<b>Gross Carrying Amount</b>					
<b>As at April 01, 2024</b>	<b>256.70</b>	<b>288.58</b>	<b>1,371.47</b>	<b>1,916.75</b>	<b>2,539.35</b>
Additions	89.69	34.87	117.96	242.52	-
Disposals	(3.69)	(11.20)	(11.42)	(26.31)	-
Translation Difference	0.92	-	4.03	4.95	-
<b>As at March 31, 2025</b>	<b>343.62</b>	<b>312.25</b>	<b>1,482.04</b>	<b>2,137.91</b>	<b>2,539.35</b>
Additions	85.95	40.00	673.22	799.17	-
Disposals*	(0.75)	(127.71)	(128.53)	(256.99)	-
Translation Difference	0.79	-	3.23	4.02	-
<b>As at March 31, 2026</b>	<b>429.61</b>	<b>224.54</b>	<b>2,029.96</b>	<b>2,684.11</b>	<b>2,539.35</b>
<b>Accumulated amortisation and Impairment</b>					
<b>As at April 01, 2024</b>	<b>152.08</b>	<b>189.24</b>	<b>862.32</b>	<b>1,203.64</b>	<b>917.76</b>
Charge for the year	56.06	66.59	144.02	266.67	-
Disposals	(3.63)	(11.20)	(9.71)	(24.54)	-
Translation Difference	0.58	-	2.42	3.00	-
<b>As at March 31, 2025</b>	<b>205.09</b>	<b>244.63</b>	<b>999.05</b>	<b>1,448.77</b>	<b>917.76</b>
Charge for the year	103.04	47.25	135.67	285.96	-
Disposals*	(0.75)	(127.71)	(128.52)	(256.98)	-
Translation Difference	0.56	-	2.32	2.88	-
<b>As at March 31, 2026</b>	<b>307.94</b>	<b>164.17</b>	<b>1,008.52</b>	<b>1,480.63</b>	<b>917.76</b>
<b>Impairment</b>					
As at March 31, 2025 (Refer note 30)	0.68	-	8.87	9.55	38.75
As at March 31, 2026	0.68	-	8.87	9.55	38.75
<b>Net Carrying Amount</b>					
<b>As at March 31, 2026</b>	<b>120.99</b>	<b>60.37</b>	<b>1,012.57</b>	<b>1,193.93</b>	<b>1,582.84</b>
<b>As at March 31, 2025</b>	<b>137.85</b>	<b>67.62</b>	<b>474.12</b>	<b>679.59</b>	<b>1,582.84</b>

\*Disposals include discard/ retirement of assets.

#### ii) Intangible assets under development

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Opening Balance	8.55	7.10
Additions	798.38	243.97
Capitalised	(799.17)	(242.52)
<b>Closing Balance</b>	<b>7.76</b>	<b>8.55</b>

#### Note:

##### a) Ageing for Intangible assets under development

Particulars	(Rs. in million)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress (As at March 31, 2026)	7.71	0.05	-	-	7.76
Projects in progress (As at March 31, 2025)	8.46	0.09	-	-	8.55

b) There are no projects as on each reporting period where activity had been suspended. All the upcoming projects of the Group are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Group as at March 31, 2026 and March 31, 2025.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 5 Financial assets - Investments

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
<b>Investments</b>		
<b>a) Quoted mutual fund</b>		
Investment in Mutual Fund measured at fair value through profit or loss (FVTPL) (Refer note a)	31.02	1,436.53
<b>Total investments</b>	<b>31.02</b>	<b>1,436.53</b>
Current	31.02	1,436.53
Non-current	-	-

#### Note: a) Investment in quoted mutual fund \*

Name of Mutual Fund Scheme	As at March 31, 2026		As at March 31, 2025	
	Number of units	Amount	Number of units	Amount
Aditya Birla Sun Life Corporate Bond Fund	113,182.70	13.11	1,924,274.11	212.87
Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	-	-	484,288.06	202.78
Axis Liquid Fund- Direct	-	-	139,967.57	403.61
DSP Liquidity Fund - Regular Plan - Growth	-	-	2,482.20	9.10
HDFC Corporate Bond Fund - Growth Option	499,066.06	16.64	8,373,640.49	266.83
HSBC Liquid Fund-Regular	-	-	48,093.24	123.17
ICICI Prudential Corporate Bond Fund - Direct Plan - Growth	-	-	7,010,649.73	214.19
Nippon India Liquid Fund -Growth Plan	113.20	0.76	634.67	3.98
HDFC Overnight Fund - Growth Option - Direct Plan	127.70	0.51	-	-
<b>Total</b>	<b>612,489.66</b>	<b>31.02</b>	<b>17,984,030.07</b>	<b>1,436.53</b>

\* Investments in mutual funds have been fair valued based on the closing Net Asset Value (NAV) as at the reporting date.

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Aggregate amount of quoted investments	31.02	1,436.53
Aggregate market value of quoted investments	31.02	1,436.53

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 6 Financial Assets - Other financial assets (unsecured)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Non-current</b>		
Term deposits With maturity of more than 12 months	300.50	-
Margin money/ deposits with banks (placed as security with government body and banks) (Refer note a below)	277.40	363.62
Loans to employees - considered good	-	5.94
Lease Receivables (Refer note 45)	30.84	-
Security Deposits		
Considered good	838.61	632.37
Credit impaired	16.33	27.96
Less: Allowance for expected credit losses (Refer note b below)	(16.33)	(27.96)
<b>Total Non-current other financial assets</b>	<b>1,447.35</b>	<b>1,001.93</b>
<b>Current</b>		
Term deposits with maturity of less than 12 months	700.12	65.43
Security Deposits		
- Considered good	174.01	356.64
Interest accrued on fixed deposits and loan		
- Others	59.28	16.13
Lease Receivables (Refer note 45)	2.23	-
Other receivables (Considered good)		
- Unbilled (Refer note c below)	21.39	-
- Others	45.56	18.88
<b>Total current other financial assets</b>	<b>1,002.59</b>	<b>457.08</b>

#### Note:

a) Included in the above balance is Rs. 75 million as at March 31, 2026 (March 31, 2025: Rs. 75 million), representing funds maintained in a current account as a Debt Service Reserve Account (DSRA) pursuant to the borrowing arrangements, and accordingly, such balance is restricted from current use of the Company.

#### b) Movements in allowance for credit losses of security deposits is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	27.96	22.90
Charge during the year	3.51	12.89
Utilised during the year	(15.14)	(7.83)
<b>Balance at the end of the year</b>	<b>16.33</b>	<b>27.96</b>

For explanation on the credit risk management process, refer Note 42 (b)

c) This amount is accrued towards incentive basis number of stores opened as per agreement with the franchisor and is to be billed basis terms agreed in the development agreement with franchisor.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 7 Other non-current assets (unsecured)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Capital advances</b>		
Considered good	93.55	90.81
Considered doubtful	11.60	12.32
Less : Allowance for expected credit loss (refer note a below)	(11.60)	(12.32)
	<b>93.55</b>	<b>90.81</b>
<b>Balances with government authorities</b>		
Considered good	62.98	17.41
Considered doubtful	1.35	21.89
Less: Allowance for expected credit loss (refer note b below)	(1.35)	(21.89)
	<b>62.98</b>	<b>17.41</b>
Prepaid expenses	3.85	3.21
<b>Total other non-current assets</b>	<b>160.38</b>	<b>111.43</b>

#### a) Movements in allowance for expected credit loss of Capital advances is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	12.32	23.97
Utilised during the year	(0.72)	(11.65)
<b>Balance at the end of the year</b>	<b>11.60</b>	<b>12.32</b>

#### b) Movements in allowance for expected credit loss of Balances with government authorities is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	21.89	21.89
Utilised during the year	(20.54)	-
<b>Balance at the end of the year</b>	<b>1.35</b>	<b>21.89</b>

### 8 Inventories

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
(At lower of cost or net realisable value)		
Raw materials	604.67	680.77
Packing materials	127.01	114.45
Less : Impairment of inventories (Refer note 30)	-	(7.50)
Less : Provision for slow moving inventories	-	(0.42)
	<b>731.68</b>	<b>787.30</b>
Small wares, cleaning, uniform and operating supplies	391.32	168.84
<b>Total inventories</b>	<b>1,123.00</b>	<b>956.14</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 9 Trade receivables

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good	349.92	365.62
Unsecured, credit impaired	0.70	1.09
	350.62	366.71
Less : Allowance for expected credit losses	(0.70)	(1.09)
<b>Total trade receivables</b>	<b>349.92</b>	<b>365.62</b>

#### Movements in allowance for credit losses of receivables is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	1.09	-
Charge during the year	0.79	1.09
Release during the year	(1.18)	-
<b>Balance at the end of the year</b>	<b>0.70</b>	<b>1.09</b>

#### Ageing as at March 31, 2026 and March 31, 2025

##### a) Undisputed Trade receivables

(Rs. in million)

Particulars	Outstanding for following periods from due date of payment			
	As at March 31, 2026		As at March 31, 2025	
	Considered Good	Credit Impaired	Considered Good	Credit Impaired
Unbilled	8.84	-	-	-
Not due	268.20	-	261.79	-
Less than 6 months	72.88	0.70	103.83	1.09
6 months to 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>349.92</b>	<b>0.70</b>	<b>365.62</b>	<b>1.09</b>

- b) There are no disputed trade receivables, hence the same is not disclosed in ageing schedule.
- c) Trade Receivables are non interest bearing and are generally on terms of 7 - 30 days.
- d) For explanation on the credit risk management process, refer Note 42 (b)
- e) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 10 Cash and cash equivalents

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks - In current accounts	625.03	515.38
Cash on hand	56.05	67.31
<b>Total cash and cash equivalents</b>	<b>681.08</b>	<b>582.69</b>

### 11 Bank balances other than cash and cash equivalents

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Term deposits with original maturity more than 3 months but less than 12 months	-	200.00
<b>Total bank balances other than cash and cash equivalents</b>	<b>-</b>	<b>200.00</b>

### 12 Other current assets (unsecured)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Advances other than capital advances</b>		
<b>Advances to suppliers:</b>		
Considered good	136.03	178.02
Considered doubtful	4.24	0.77
Less : Allowance for expected credit losses (Refer note a below)	(4.24)	(0.77)
	136.03	178.02
Prepaid expenses	33.40	36.33
Employee advances	26.92	14.21
<b>Total other current assets</b>	<b>196.35</b>	<b>228.56</b>

#### a) Movements in allowance for expected credit loss of Advance to suppliers is as below:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at the beginning of the year	0.77	0.77
Charge/ (Utilised) during the year	3.47	-
<b>Balance at the end of the year</b>	<b>4.24</b>	<b>0.77</b>

### 13 Equity share capital

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>a) Authorised shares:</b>		
233,50,60,000 Equity shares of Rs. 2 each (March 31, 2025: 233,50,60,000 Equity shares of Rs. 2 each )	4,670.12	4,670.12
	<b>4,670.12</b>	<b>4,670.12</b>
<b>b) Issued, subscribed and fully paid-up shares:</b>		
Equity shares of Rs. 2 each fully paid up	642.38	637.04
Shares issued during the year -Nil (March 31, 2025- 87,778) Equity shares of Rs. 10 each fully paid up before stock split	-	0.88
Shares issued during the year -1,92,011 (March 31, 2025- 22,29,924 Equity shares of Rs. 2 each fully paid up after stock split	0.39	4.46
	<b>642.77</b>	<b>642.38</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### c) Reconciliation of number of shares outstanding at the beginning and end of the year (in numbers):

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Equity shares</b>		
Outstanding at the beginning of the year	321,190,894	63,704,416
Issued during the year before stock split (refer note h and j below)	-	87,778
<b>Balance before stock split</b>	<b>321,190,894</b>	<b>63,792,194</b>
Restated Balance after stock split	321,190,894	318,960,970
Issued during the year after stock split (refer note h and j below)	192,011	22,29,924
<b>Outstanding at the end of the year</b>	<b>321,382,905</b>	<b>321,190,894</b>

### d) Rights, preferences and restrictions attached to equity shares

The Parent company has one class of equity share having par value of Rs. 10 each (pursuant to the share split from Rs. 10 to Rs. 2 per share with effect from September 05, 2024). Each holder of equity share is eligible to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the group, the holders of the equity shares will be entitled to receive the remaining assets of the group after distribution of all preferential amounts, in proportion to their shareholding.

### e) Shareholders holding more than 5% shares in the Parent Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	% holding	No. of Shares (Face Value of Rs. 2)	% holding	No. of Shares (Face Value of Rs. 2)
Equity shares				
Sapphire Foods Mauritius Limited	23.81%	76,534,850	23.83%	76,534,850
HDFC Trustee Company Limited	9.58%	30,801,494	9.40%	30,177,553
Nippon Life India Trustee Limited	8.22%	26,413,888	8.08%	25,958,871
Government of Singapore	6.72%	21,601,315	7.82%	25,128,205
Mirae Asset Trustee Company Private Limited (Mirae Asset Great Consumer Fund)	2.80%	8,999,566	4.53%	14,556,655

As per the records of the Parent Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

### f) Promoters share holding

Particulars	As at March 31, 2026		As at March 31, 2025	
	% holding	No. of Shares (Face Value of Rs. 2)	% holding	No. of Shares (Face Value of Rs. 2)
Equity shares				
Sapphire Foods Mauritius Limited	23.81%	76,534,850	23.83%	76,534,850
QSR Management Trust through trustee Sagista Realty Advisors Private Limited	2.25%	7,243,375	2.26%	7,243,375
	<b>26.06%</b>	<b>83,778,225</b>	<b>26.09%</b>	<b>83,778,225</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### g) Shares reserved for issue under options

Information relating to Sapphire Foods Employee Stock Option Plan 2019 and 2022 as amended from time to time, including details of options granted, exercised and lapsed during the current year and options outstanding at the end of reporting year, is set out in note 43.

### h) Shares issued during the year ended March 31, 2026 includes:

- Allotment of stock options 1,92,011 during the year ended March 31, 2026.
  - Exercise of stock options 87,778 before share split and 2,229,924 after stock split during the year ended March 31, 2025.
- i) Shares allotted as fully paid-up without payment being received in cash during the period of 5 years immediately preceding the date of Balance Sheet are as under: Nil
- j) The Shareholders of the Parent Company, had approved the sub-division of one equity share of the face value of Rs. 10 each into five equity shares of face value of Rs. 2 each. The record date for the said sub-division was September 05, 2024.

## 14 Other equity

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Share application money pending allotment</b>		
Balance at the beginning of the year	20.91	0.67
Add: Addition During the year	-	20.91
Less: Alloted During the year	(20.91)	(0.67)
	<b>-</b>	<b>20.91</b>
<b>Securities premium</b>		
Balance at the beginning of the year	14,756.45	14,413.38
Add: Premium on issue of equity shares	28.56	343.07
<b>Balance as at the end of the year</b>	<b>14,785.01</b>	<b>14,756.45</b>
<b>Capital reserve</b>		
Balance at the beginning of the year	356.10	356.10
Add: During the year	-	-
<b>Balance as at the end of the year</b>	<b>356.10</b>	<b>356.10</b>
<b>Share based payment reserve</b>		
Balance at the beginning of the year	356.09	368.85
Employee stock option expense (Refer note 43)	223.61	129.60
Exercise of employee stock options	(8.04)	(142.36)
<b>Balance as at the end of the year</b>	<b>571.66</b>	<b>356.09</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	(1,982.94)	(2,155.44)
(Loss)/ Profit for the year after tax	(319.63)	192.53
Re-measurement losses on defined benefit plans (net of deferred tax)	(17.51)	(20.03)
<b>Balance as at the end of the year</b>	<b>(2,320.08)</b>	<b>(1,982.94)</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	(168.34)	(229.19)
During the year	38.94	60.85
<b>Balance as at the end of the year</b>	<b>(129.40)</b>	<b>(168.34)</b>
<b>Total other equity</b>	<b>13,263.29</b>	<b>13,338.27</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Note : Nature and purpose of reserves

- a) Retained earnings- Retained earnings are the profits/ (losses) that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/ (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Group and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.
- b) Share based payment reserve - The Parent Company offers ESOP, under which options to subscribe for the Parent Company's share have been granted to certain employees and senior management. The share based payment reserve is used to recognise the value of equity settled share based payments provided as part of the ESOP scheme (Refer note 43 for ESOP scheme issued by the Company) .
- c) Capital reserve- Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013.
- d) Securities premium- The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013.
- e) Foreign currency translation reserve - Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Indian rupees) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.
- f) Share application money pending allotment - This represents the amount received from the exercise of employee stock options in the previous year, for which the corresponding allotment of shares was completed in the current financial year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 15 Borrowings (measured at amortised cost)

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Non-current borrowings (secured)</b>		
<b>Secured Term Loan (At amortised cost)</b>		
Term Loan From Banks	29.86	131.40
Less:- Current Maturities (shown as current borrowings)	(29.86)	(72.87)
<b>Total non-current borrowings</b>	<b>-</b>	<b>58.53</b>

#### (a) Term Loan from HDFC Bank - RTL 2

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
The interest rate on loan ranged from 6.5% p.a to 8.71% p.a.	Repayable in 17 quarterly instalments of Rs. 10.10 million from the date of first disbursement with moratorium of 15 months.	Pari passu charge on all movable tangibles and intangibles assets, current assets and receivables and all bank accounts.	29.86	69.51

#### (b) Term Loan from HDFC Bank - RTL 4

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
The interest rate on loan is 6.5% p.a to 9.00% p.a.	Repayable in 48 monthly instalments of Rs. 1.98 million from the date of first disbursement with moratorium of 24 months.	Second charge on all movable tangibles and intangibles assets, current assets and receivables and all bank accounts	-	52.81

#### (c) Overdraft from Yes Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 165 million	-	-

#### (d) Overdraft from SBI Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 150 million	-	-

#### (e) Overdraft from IDFC First Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
0.75% margin over and above applicable fixed deposit rate	Repayable on demand	Charge over fixed deposits amounting to Rs 30 million	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### (f) Overdraft from HDFC Bank Limited

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
Margin over and above applicable term deposit rate as may be mutually agreed	Repayable on demand	Charge over fixed deposits amounting to Rs 10 million	-	-

### (g) Term Loan from Development Finance Corporation of Ceylon (DFCC) Bank

Interest Rate	Repayment term	Security	As at March 31, 2026	As at March 31, 2025
The rate of interest applicable is subject to revision and will be revised every month until the settlement of loan in full and will be an agreed margin above the AWPR rounded onwards to the nearest 0.5% p.a	Repayable in 72 monthly installments (capital) after a grace period of twelve months from the date of first disbursement.	A primary Mortgage over movable machinery/ equipments.	-	9.08

#### Note:

- (a) The closing balance of the Term Loan from HDFC Bank- RTL 2, includes amounts associated with the amortisation of processing fees, in accordance with the provisions of IND AS 109- Financial Instruments.
- (b) The Group has availed working capital facilities from banks or financial institutions on the basis of security of current assets. However, there is no requirement to submit quarterly returns or statements of current assets with banks or financial institutions.
- (c) The Group has utilised the term loans availed for the specific purposes for which the loans were obtained.

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Current borrowings (secured)</b>		
Current maturities of non-current borrowings	29.86	72.87
Interest accrued but not due on borrowings	0.18	0.90
Bank Overdraft (Unsecured) **	26.03	66.31
<b>Total current borrowings</b>	<b>56.07</b>	<b>140.08</b>

\*\* The rate of interest will be revised every month and will be range from 1.75% per annum above the Average Weighted Prime Lending Rate (AWPLR) payable at monthly intervals and is repayable on demand. The same is considered to be part of Cash and Cash Equivalents for the purpose of Cash Flow Statement in accordance with Ind AS 7.

## 16 Income tax

### a) The major components of income tax expense for the respective year ended:

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Current tax</b>		
Current period	96.57	91.12
Earlier year	4.94	(31.20)
<b>Deferred tax</b>		
Relating to originating and reversal of temporary differences		
Current period	(160.90)	(1.33)
Earlier year	-	(1.52)
<b>Income tax (credit) / expense</b>	<b>(59.39)</b>	<b>57.07</b>
- Income tax (credit)/ expense reported in the consolidated statement of (loss)/ profit	<b>(53.06)</b>	64.32
- Income tax (credit)/ expense reported in the consolidated statement of other comprehensive income	<b>(6.33)</b>	(7.25)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### b) A reconciliation between the statutory income tax rate applicable to the Group and the effective income tax rate of the Group is as follows :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(Loss)/ Profit before taxes	(372.60)	231.36
Average Statutory Income tax rate as applicable	25.17%	25.17%
<b>Expected income tax (credit)/ expense (A)</b>	<b>(93.78)</b>	<b>58.24</b>
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense :-</b>		
Difference in tax rate of foreign subsidiaries	13.51	6.71
Deferred tax asset not created on Impairment of assets	-	28.74
Tax pertaining to earlier years	4.94	(32.72)
Expenses not deductible for tax purpose	15.94	(3.90)
<b>Total income tax expense/ (credit) (B)</b>	<b>34.39</b>	<b>(1.17)</b>
<b>Total income tax (credit)/ expense (A - B)</b>	<b>(59.39)</b>	<b>57.07</b>

#### Deferred tax

#### Deferred tax relates to the following:

(Rs. in million)

Particulars	Balance Sheet		Profit and Loss (including OCI)	
	As at March 31, 2026	As at March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Deferred tax liabilities</b>				
Goodwill	226.38	226.38	-	9.76
Mutual Funds	4.76	17.90	(13.14)	(13.92)
<b>Fair value adjustment on acquisition</b>	<b>-</b>	<b>7.29</b>	<b>(7.29)</b>	<b>16.33</b>
<b>Deferred tax liabilities (A)</b>	<b>231.14</b>	<b>251.57</b>	<b>(20.43)</b>	<b>12.17</b>
<b>Deferred tax assets</b>				
Property, plant and equipment/ Intangible assets	349.49	341.80	7.69	18.43
Employee benefits payable	17.46	17.40	0.06	25.51
Long term/ Short term provisions (including OCI impact)	73.26	48.85	24.40	(14.32)
Provision for slow moving inventories	-	0.11	(0.11)	0.49
Translation difference	0.57	2.59	(2.02)	-
Right of Use Assets (net of Lease Liabilities)	745.70	628.19	117.51	(89.11)
Expected credit loss on financial assets	5.46	14.87	(9.40)	2.61
Disallowance under section 40(a)(i) of Income Tax Act, 1961	0.25	1.48	(1.23)	2.22
Unabsorbed depreciation	298.30	294.11	4.19	63.49
<b>Deferred tax assets (B)</b>	<b>1,490.49</b>	<b>1,349.40</b>	<b>141.09</b>	<b>9.32</b>
<b>Deferred tax (credit)/ expense # (A-B)</b>			<b>161.52</b>	<b>(2.85)</b>
<b>Net deferred tax assets # (A-B)</b>	<b>1,259.35</b>	<b>1,097.83</b>		

#### Deferred tax (credit)/ expense of which :

Deferred tax recognised during the year in the statement of profit and loss	161.52	(2.85)
Deferred tax adjustment related to previous year	(0.62)	-

**Note:** Group controls the dividend policy of its subsidiary. It is able to control the timing of the reversal of temporary differences associated with that investment (including the temporary differences arising not only from undistributed profits but also from any foreign exchange translation differences). Therefore, the Group has determined that those profits will not be distributed in the foreseeable future and company has not recognised a deferred tax liability.

The Parent Company has carried forward unabsorbed depreciation of Rs. 1,185.11 Million as on March 31, 2026 (March 2025 : Rs. 1,284.31 Million).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Expiry schedule of losses on which deferred tax assets is recognised is as under :

Expiry of losses financial year wise	Business losses	Unabsorbed depreciation	(Rs. in million)	
			Short term capital loss	
Indefinite	-	1,185.11	-	-
<b>Total</b>	-	<b>1,185.11</b>	-	-

### 17 Lease Liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
<b>Carried at amortised cost (unsecured)</b>		
Lease Liabilities (Refer note 45)	14,115.23	12,723.05
<b>Total Lease Liabilities</b>	<b>14,115.23</b>	<b>12,723.05</b>
<b>Current</b>	<b>1,241.72</b>	<b>1,155.32</b>
Non-current	12,873.51	11,567.73

### 18 Trade payables

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	76.18	32.08
Total outstanding dues of creditors other than micro enterprises and small enterprises :		
- Others	2,760.16	2,393.13
<b>Total trade payables</b>	<b>2,836.34</b>	<b>2,425.21</b>

Ageing as at March 31, 2026 and March 31, 2025

#### a) Undisputed Trade payables

Particulars	(Rs. in million)			
	Outstanding for following periods from due date of payment			
	As at March 31, 2026		As at March 31, 2025	
	MSME	Others	MSME	Others
Unbilled	-	-	-	-
Not due	73.74	168.33	10.30	83.26
Less than 1 year	0.90	71.13	21.69	442.18
1 to 2 years	1.46	513.06	0.09	1.31
2 to 3 years	0.08	11.05	-	-
More than 3 years	-	0.71	-	1.52
<b>Total</b>	<b>76.18</b>	<b>764.28</b>	<b>32.08</b>	<b>528.27</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	(Rs. in million)			
	Outstanding for following periods from date of transaction			
	As at March 31, 2026		As at March 31, 2025	
	MSME	Others	MSME	Others
Unbilled	-	1,551.40	-	1,339.10
Not due	-	-	-	-
Less than 1 year	-	393.49	-	516.94
1 to 2 years	-	48.44	-	8.41
2 to 3 years	-	2.29	-	0.26
More than 3 years	-	0.26	-	0.15
<b>Total</b>	<b>-</b>	<b>1,995.88</b>	<b>-</b>	<b>1,864.86</b>

b) There are no disputed trade payables, hence the same is not disclosed in ageing schedule.

c) Terms and conditions of the above trade payables:

- Trade payables are non-interest bearing and are normally settled on 30-60 days terms.

### 19 Other financial liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
Employees benefits payable	267.22	201.97
Capital creditors	537.69	268.31
Other payables :		
- Related party (Refer note 37)	0.94	3.14
- Others	10.50	4.96
<b>Total other current financial liabilities</b>	<b>816.35</b>	<b>478.38</b>
<b>Non Current</b>		
Security Deposit Payable	2.41	-
<b>Total other non-current financial liabilities</b>	<b>2.41</b>	<b>-</b>

### 20 Other current liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Advance from customers (contract liabilities under Ind AS 115) (Refer note 44)	7.60	3.94
Deferred revenue (Refer note 44)	120.00	90.17
Statutory dues	210.72	227.41
<b>Total other current liabilities</b>	<b>338.32</b>	<b>321.52</b>

### 21 Other non-current liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Deferred revenue (contract liabilities under Ind AS 115) (Refer note 44)	64.92	18.86
<b>Total non-current liabilities</b>	<b>64.92</b>	<b>18.86</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 22 Provisions

(Rs. in million)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Non-Current	Current	Non-Current	Current
Gratuity (Note 38)	306.98	24.23	198.76	10.84
Leave encashment	-	63.30	-	17.20
Others (refer note below)	-	0.05	-	38.71
<b>Total provisions</b>	<b>306.98</b>	<b>87.58</b>	<b>198.76</b>	<b>66.75</b>

#### Movement for provision others

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance at the beginning of the year	38.71	38.71
Deletion during the year	(38.66)	-
<b>Balance as at the end of the year</b>	<b>0.05</b>	<b>38.71</b>

#### Note:

Other provision included a litigation matter relating to Service Tax on Rentals which was previously pending before the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019 ('SVLDRS') committee. During the year ended March 31, 2026, the Company received the discharge certificate dated 24 September 2025 under SVLDRS. Accordingly, the provision created in earlier periods in respect of the aforesaid matters has been reversed.

### 23 Revenue from operations (Refer note 44)

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Revenue from contract with customers</b>		
Restaurant sales	31,159.02	28,753.63
<b>Other operating income</b>		
- Sale to Airport dealers/ franchisees	12.94	8.65
- Alliance Income	40.71	22.11
- Scrap sales and others	39.07	34.25
- Rental Income (Refer note 45)	1.43	-
<b>Total</b>	<b>31,253.17</b>	<b>28,818.64</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 24 Other income

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on fixed deposits and loan at amortised cost	92.95	61.08
Interest income from security deposit at amortised cost	67.67	56.31
Fair value gain on financial instruments at fair value through profit or loss	46.25	86.86
Write back of expected credit loss on financial assets	-	19.48
Sundry balances written back	43.47	23.91
Profit on sale/ discard of property, plant and equipment	1.48	5.24
Gain on termination of lease contract (Refer note 45)	21.47	101.84
Gain on foreign currency transactions and translation	-	6.96
Interest Income from Lease Receivables (Refer note 45)	1.97	-
Referral Income	-	5.29
Miscellaneous income	5.18	5.18
<b>Total</b>	<b>280.44</b>	<b>372.15</b>

### 25 Cost of materials consumed (raw material and packing material)

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventory as at the beginning of the year	787.30	751.71
Add: Purchases	9,895.76	9,104.03
Less: Inventory at the end of the year	(731.68)	(787.30)
<b>Total</b>	<b>9,951.38</b>	<b>9,068.44</b>

### 26 Employee benefits expense

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	3,556.37	3,199.86
Contribution to provident fund and other funds (Refer note 38)	280.38	258.14
Gratuity (Refer note 38)	39.30	35.17
Employee stock option scheme (Refer note 43)	159.85	129.60
Staff welfare expenses	243.39	241.18
<b>Total</b>	<b>4,279.29</b>	<b>3,863.95</b>

### 27 Finance costs

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on loans from banks	8.55	14.75
Interest - others	14.53	1.10
Interest on lease liabilities (Refer note 45)	1,202.20	1,096.10
Other borrowing cost	2.77	4.31
<b>Total</b>	<b>1,228.05</b>	<b>1,116.26</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 28 Depreciation, impairment and amortisation expense

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment (Refer note 3)	1,852.02	1,788.64
Amortisation on intangible assets (Refer note 4)	285.96	266.67
Depreciation on right of use asset (Refer note 45)	1,783.50	1,583.85
<b>Total</b>	<b>3,921.48</b>	<b>3,639.16</b>

### 29 Other expenses

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent (Refer note 45)	861.67	785.00
Electricity and utilities charges	2,321.46	2,121.81
Royalty (Refer note (i) below)	2,132.32	1,961.38
Marketing and advertisement expenses (Refer note (i) below)	1,570.48	1,367.06
Commission on aggregators and meal coupons	2,252.20	2,020.70
Common area maintenance expenses	441.01	438.70
Distribution and warehousing charges	310.61	299.98
Repairs and maintenance:		
- Plant and machinery	148.89	131.35
- Others	558.84	520.43
Professional fees	339.51	255.78
Director sitting fees	0.59	0.59
Small wares, cleaning, operating and other supplies	217.29	200.53
Home delivery charges	168.20	155.65
Loss on foreign currency transactions and translation	11.83	-
Travelling and conveyance	187.28	182.54
Payment to auditors	11.68	12.53
Expected credit loss on financial assets	3.51	4.15
Expected credit loss on trade receivables	0.79	1.09
Sundry balances written off	3.53	14.37
Miscellaneous expenses	744.73	645.03
<b>Total</b>	<b>12,286.42</b>	<b>11,118.67</b>

#### Note :

- i. The Group is eligible for incentive basis the agreement with the franchisor and the same has been netted off against the royalty expenses and marketing expenses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 30 Exceptional Items

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Expenses related to Merger (Refer note a below)	97.06	-
Statutory Impact of new labour code (Refer note b below)	142.53	-
Impairment of property, plant and equipment (Refer note 3 and c below)	-	89.09
Impairment of Intangible assets (Refer note 4 and c below)	-	8.87
Impairment of Security Deposit (Refer note 6 and c below)	-	8.74
Impairment of Inventories (Refer note 8 and c below)	-	7.50
Impairment of goodwill (Refer note 4 and note d below)	-	38.75
<b>Total</b>	<b>239.59</b>	<b>152.95</b>

#### Note:

- (a) During the year ended March 31, 2026, the Group has recognized charge of Rs. 97.06 million in connection with the scheme of arrangement, approved by the Board. Exceptional charge during the year ended March 31, 2026 includes Rs. 63.76 million towards an extension of the exercise period for employee stock options in connection with the ongoing merger and Rs. 33.30 million for the year ended March 31, 2026 towards merger-related other expenses.
- (b) On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code 2020, the Code on Social Security, 2020 and the Occupation Safety, Health and Working Conditions Code 2020 – consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Group has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Group has presented Rs. 142.53 million related to Employee Benefit Obligations under "Exceptional item" in the consolidated financial statements for the year ended March 31, 2026. The Group is in the process of restructuring employee compensation in line with the provisions of the new labour codes.
- The Group continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and would provide appropriate accounting effect on the basis of such developments as needed.
- (c) During the previous year ended March 31, 2025, considering the continuous losses in one of the subsidiaries Gamma Island Foods Private Limited, the Group had revisited its projected cashflow from the said subsidiary and had determined the value in use of its investments in the said subsidiary. Accordingly, an impairment loss of Rs. 114.20 million was recorded against the property, plant and equipment and other assets of the said subsidiary.
- (d) Impairment of Goodwill during the previous year ended March 31, 2025 of Rs. 38.75 million pertaining to an acquired KFC store which was closed subsequent to the year end.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 31 Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the (loss)/ profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the (loss)/ profit attributable to equity holders (after adjusting for cost of options) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the (loss)/ profit and share data used in the basic and diluted EPS computations:

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
(Loss)/ Profit attributable to the equity holders of the Group (A)	(319.63)	192.53
Weighted average number of equity shares for basic EPS (after split) (Refer note 13(j)) (B)	321,379,749	319,706,983
Effect of dilution:		
Share options under ESOP (C)	1,234,676	2,330,249
Weighted average number of equity shares adjusted for the effect of dilution (D) = (B) + (C)	322,614,425	322,037,232
Basic Earning Per Share (Face value of Rs. 2 per share) (Refer note 13) (A)/(B)	(0.99)	0.60
Diluted Earning Per Share (Face value of Rs. 2 per share) (Refer note 13) (A)/(D) #	(0.99)	0.60

# Considering losses in the current year, the share options under ESOP is considered anti-dilutive and hence not considered.

**Note:** The Earnings per share for prior period have been restated considering the face value of Rs. 2 per share each in accordance with IND AS 33- Earnings per share (Refer note 13(j)).

### 32 Contingent liabilities

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Claims against the Group (excluding Interest) not acknowledged as debts in respect of		
- Indirect Tax (refer note below)	1,458.70	1,238.75
- Income Tax	22.51	346.21
- Statutory dues	28.49	16.53
- Other matters	57.76	40.40
<b>Total</b>	<b>1,567.46</b>	<b>1,641.89</b>

#### Note:

- During the year ended 31 March 2026, the Parent Company received a demand order of Rs. 203.25 million from the Office of the Principal Commissioner, Rohtak, Haryana, for FY 2018-19 to FY 2021-22, alleging excess availment of input tax credit ('ITC') vis-à-vis GSTR-2A and ineligible utilization of ITC post November 14, 2017 (pursuant to reduction in GST rate from 18% to 5%).

The Company believes that the aforesaid demand is not tenable, as it involves interpretational and jurisdictional issues. Accordingly, the Parent Company has filed a writ petition before the Hon'ble Punjab and Haryana High Court challenging the said order.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- During the previous year ended 31 March 2025, the Parent Company received a demand order of Rs. 1,127.13 million (includes tax Rs. 563.57 million and penalty Rs. 563.56 million) from Additional Commissioner (Office of the Commissioner of GST & Central Excise), Chennai South Commissionerate, Chennai against the Show Cause Notice (SCN) issued by Directorate General Goods and services tax Intelligence Chennai zone (DGGI).

The Parent Company has filed appeal against the demand order. The Parent company, supported by the external independent expert's advice, is of the view that it has a strong case on merits and thereby no provisions have been made in the financial statements. The Parent Company has deposited amount of Rs. 65.84 million under protest in the current year.

- One of the Parent Company's subsidiary namely Gamma Pizzakraft Lanka Private Limited had entered into an Indenture of Lease No.1582 dated 19<sup>th</sup> and 21<sup>st</sup> October 2016 with the lessor, Dr. N. H. Nizar. During negotiations for renewal of the same, the Lessor (Dr. N.H.Nizar) raised claims of utilizing extra space and demanded for rent in arrears for the said alleged extra space utilization. The Lessor also withheld the Subsidiary's access to a room containing a generator and other assets belonging to the Subsidiary. The Subsidiary served the Lessor with Notice of Arbitration dated 30<sup>th</sup> September 2023. Arbitration was filed by the Subsidiary by way of Statement of claims dated 2<sup>nd</sup> May 2024. The generator was released in due course and the management is of the view that the Lessor's claims of alleged utilization of extra space has no substance or a valid basis. The Lessor has filed his Statement of Defense and Counter claim on 14<sup>th</sup> June 2024 for approximately a sum of Rs. 13,000,000/-. The date of hearing has been refixed for 30<sup>th</sup> April, 2026. The Management is confident that the subsidiary's position on the matter is strong and there will not be any negative impact on the operations or financial position of the Group.

There are several other cases which has been determined as remote by the Group and hence not been disclosed above.

- The Parent Company has entered into business transfer agreement with A. N. Traders Pvt Limited (ANTPL) in August 2016. The obligation of the parties was completed and the transaction of transferring the franchisee has been closed. One of the promoter of ANTPL has filed FIR against the Parent Company and various other parties. The Parent Company has filed a quashing petition in the High Court of Delhi seeking an order to quash the FIR as the same had been filed on false and frivolous grounds. The petition is pending for hearing in the High Court of Delhi. The Parent Company does not foresee any financial obligation against the FIR.
- The Parent Company has filed a writ petition before the Hon'ble Gujarat High Court challenging the anti-profiteering investigation initiated under Section 171 of the Central Goods and Services Tax Act, 2017, by the Directorate General of Anti-Profiteering. The investigation was initiated pursuant to a complaint in respect of a specific product supplied at a restaurant in Ahmedabad. Pursuant to an interim order dated June 30, 2020, the Hon'ble High Court directed that the scope of investigation be restricted to the complained product.

During the year, pursuant to transfer of powers from the National Anti-Profiteering Authority to the Goods and Services Tax Appellate Tribunal, the proceedings have been taken up by the Tribunal. The Tribunal is examining the matter limited to the complained product, in line with the directions of the Hon'ble High Court, wherein the alleged profiteered amount has been computed at Rs. 15.39 million. The Parent Company has represented before the Tribunal that no final order be passed pending adjudication of the writ petition. The matter is currently pending for final adjudication before the Hon'ble High Court.

The Group's pending litigations comprise of proceedings pending with tax authorities and government body. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have materially adverse impact on its financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 33 Commitments

#### (a) Estimated amount of contracts to be executed on capital account and not provided for (net of advances)

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Estimated amount of contracts to be executed on capital account and not provided for	581.50	741.90

(b) The Parent Company has entered into a development agreement with Yum Restaurants (India) Private Limited ('Yum'), as amended from time to time, to build net new stores in accordance with the terms and conditions stipulated therein. Under the agreement, the Parent Company is required to meet development of net new store targets. The Parent Company is required to issue bank guarantee as per the terms of development agreement as mutually agreed for KFC. In case of not meeting the net new store target, Yum shall be entitled to encash the bank guarantee issued.

Further, pursuant to the said agreement, the Parent Company has paid an upfront refundable deposit of USD 500,000 in relation to Pizza Hut, which is contingent upon meeting the development of net new store targets. In the event the Parent Company does not meet the stipulated target, Yum shall have the right to forfeit the said deposit in accordance with the terms of the agreement.

### 34 Significant accounting judgements, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### (a) Impairment of Non Financial Assets:

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The cash flows are derived from the budget for the next four to five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are as under:

- Gross Margins
- Discount Rates
- Material Price inflation
- Growth rate
- Rent expense
- Salaries and wages
- Royalty and marketing fees

The management believes that no reasonably possible change in any of the key assumptions used in value in use calculation would cause the carrying value of the CGU to materially exceed its value in use.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

**Gross Margins** - Gross margins are based on average values achieved in the preceding years and is expected to remain constant during the budget period. These have not increased over the budget period for anticipated efficiency improvements as the increase, if any, is expected to be marginal.

**Discount rates** - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The cost of equity is derived from the expected return on investment by the Company's investors.

**Materials price inflation** - Past actual material price movements are used as an indicator of future price movements.

**Growth rate estimates** - Rates are based on management's estimate through internal and published industry research.

**Rent expense, Salaries and wages, Royalty and Marketing expenses** - Past actual rate movements are used as an indicator of future rate movements

Any subsequent changes in the above factors could impact the recoverable value .

#### (b) Taxes

The Group has exposure to income taxes in Indian, Sri Lankan and Maldives jurisdiction. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant managements judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

#### (c) Employee Benefit Plans

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligation has been mentioned in Note 38.

#### (d) Useful lives of property, plant and equipment and intangible assets

The cost of property, plant and equipment is depreciated on a straight-line basis over the property, plant and equipment's estimated economic useful lives. Management estimates the useful lives of these property, plant and equipment to be within 1.5 to 15 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amount of the Group property, plant and equipment at the end of the reporting period is disclosed in Note 3 to financial statements.

The cost of intangible assets is depreciated on a straight-line basis over the useful lives of the assets. The Management estimates the useful lives of these assets to be within 1 to 10 years, which Management believes are realistic and reflect fair approximation of the period over which assets are likely to be used. There are no intangible assets with indefinite useful life, other than goodwill. The carrying amount of the Group intangible assets at the end of the reporting period is disclosed in Note 4 to financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### (e) Contingencies

In the normal course of business, contingent liabilities may arise from litigations and other claims against the group. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Refer Note 32 for further details.

### (f) Leases

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

The Group included the renewal period as part of the lease term for leases of stores with shorter period (i.e., up to 10 years). The Group typically exercises its option to renew for these leases because there will be a potential negative effect on the revenue. The renewal periods for leases of stores with longer periods (i.e. More than 10 years) are not included as part of the lease term as these are not reasonably certain to be exercised.

### (g) Share based payments

The Group initially measures the cost of equity settled transaction with employees using Black Scholes model and Monte Carlo Simulation to determine the fair value of the liability incurred. Estimating fair value for share-based payment transaction requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimates also requires determination of the most appropriate inputs to the valuation model including expected life of the share option, volatility and dividend yield and making assumptions about them. The assumption and models used for estimating the fair value for share based-payment transaction are disclosed in note no. 43.

## 35 Impairment Testing of Goodwill

(Rs. in million)		
Particulars	As at March 31, 2026	As at March 31, 2025
Cost	1,582.84	1,621.59
Less : Impairment	-	(38.75)
<b>Net Carrying Value</b>	<b>1,582.84</b>	<b>1,582.84</b>

### Carrying value of goodwill :-

(Rs. in million)		
Allocation of goodwill to Cash Generating Units (CGU's)	As at March 31, 2026	As at March 31, 2025
KFC	1,019.86	1,019.86
PH	562.98	562.98
<b>Total</b>	<b>1,582.84</b>	<b>1,582.84</b>

Goodwill acquired through business combinations is not amortized but is evaluated for impairment annually or whenever events or changes in circumstances indicate the carrying value may not be recoverable.

The Group performs an annual impairment assessment of Goodwill and the corresponding cash generating units to determine whether the recoverable value is below the carrying amount as at March 31, 2026. The Group performed its impairment test for the year ended March 31, 2026 on March 31, 2026.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

For this purpose, the recoverable value of the cash generating unit is based on the value in use model, which has been derived from the discounted cash flow model. The model requires the Group to make significant assumptions such as discount rate, near and long-term revenue growth rate and projected margins which involves inherent uncertainty since they are based on future business prospects and economic outlook. The Group has used discounted Cash Flow Projections which has been approved by Board of Directors covering up to the year 2031. The post-tax discount rate is applied to cash flow projections. The Group has estimated a perpetuity growth rate to arrive at perpetual value post 2031. As a result of this analysis there is no impairment charge as at March 31, 2026.

The key assumptions have been disclosed in Note 34(a)

### Sensitivity to change in assumptions

Key assumptions	KFC	
	As at March 31, 2026	As at March 31, 2025
Discount rate	14.1%	12.4%
Sales growth rate	15%-19%	15%-20%
Terminal growth rate	5%	5%

Key assumptions	PH	
	As at March 31, 2026	As at March 31, 2025
Discount rate	19.50%	19.50%
Sales growth rate	9% to 10%	9% to 10%
Terminal growth rate	5%	5%

### Discount rate assumption

A change in discount rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)		
Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and its impact on the recoverable value	(5,970.94)	(8,404.27)
- KFC	(5,588.67)	(8,153.06)
- PH	(382.27)	(251.21)
Decrease in 100 basis points and its impact on the recoverable value	7,426.84	11,043.79
- KFC	6,984.00	10,753.66
- PH	442.84	290.13

### Terminal growth rate assumption

A change in terminal growth rate by 100 basis points will result in change in the recoverable value by :-

(Rs. in million)		
Particulars	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and impact on the recoverable value	5,526.97	8,853.20
- KFC	5,259.68	8,658.99
- PH	267.29	194.21
Decrease in 100 basis points and impact on the recoverable value	(4,448.93)	(6,774.35)
- KFC	(4,216.13)	(6,605.20)
- PH	(232.80)	(169.15)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### Revenue growth rate assumption

A change in revenue growth rate by 100 basis points will result in change in the recoverable value by :-

Particulars	(Rs. in million)	
	As at March 31, 2026	As at March 31, 2025
Increase in 100 basis points and impact on the recoverable value	4,072.75	2,759.77
- KFC	3,553.17	2,506.76
- PH	519.58	253.01
Decrease in 100 basis points and impact on the recoverable value	(4,072.75)	(2,759.77)
- KFC	(3,553.17)	(2,506.76)
- PH	(519.58)	(253.01)

### Note -

100 basis point change in sales growth rate does not have any material impact on recoverable value.

### 36 Segment Reporting

Group's business activity falls within a single business segment i.e. Food and Beverages in terms of Ind AS 108 on Segment Reporting primarily with operations in India and outside India and regularly reviewed by the Chief Operating Decision Maker (CODM) for assessment of Group's performance and resource allocation. The CODM is considered to be the Board of Directors who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments.

The geographical segments considered for disclosure are as follows :

The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed below :

Particulars	(Rs. in million)					
	For the year ended March 31, 2026			For the year ended March 31, 2025		
	India	Outside India	Consolidated	India	Outside India	Consolidated
<b>1. Revenue</b>						
External	26,509.57	5,024.04	31,533.61	24,835.68	4,355.11	29,190.79
<b>Total Revenue</b>	<b>26,509.57</b>	<b>5,024.04</b>	<b>31,533.61</b>	<b>24,835.68</b>	<b>4,355.11</b>	<b>29,190.79</b>

Particulars	(Rs. in million)					
	As at March 31, 2026			As at March 31, 2025		
	India	Outside India	Consolidated	India	Outside India	Consolidated
<b>2. Non- Current Assets *</b>	<b>25,134.34</b>	<b>2,768.02</b>	<b>27,902.36</b>	23,140.43	1,928.02	25,068.45

\*Non-current assets primarily comprises property, plant and equipment and right of use assets and excluding deferred tax assets.

### Note:

No single customer represents 10% or more of the Group's total revenue for the year ended March 31, 2026 and March 31, 2025. Therefore the customer concentration risk is limited due to the large and unrelated customer base.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 37 Related Party Disclosures

#### Names of related parties and related party relationship

<b>Entities under common control:<sup>A</sup></b>	KFCH Restaurants Private Limited
Company having significant influence:	Arinjaya (Mauritius) Limited (upto August 07, 2024)
	Sapphire Foods Mauritius Limited
	QSR Management Trust through trustee Sagista Realty Advisors Private Limited
	Samara Capital Partners Fund II Limited
	Ironman Investments Limited
	Samara Alternate Investment Management LLP
<b>Key Managerial Personnel/ Directors</b>	Mr. Sumeet Narang, Non-Executive Nominee Director
	Mr. Vikram Agarwal, Non-Executive Nominee Director (upto May 28, 2025)
	Mr. Sanjay Purohit, Whole Time Director and Group CEO
	Mr. Sunil Chandiramani, Chairman and Independent Director
	Mr. Vinod Nambiar, Non-Executive Nominee Director
	Mr. Norbert Fernandes, Non-Executive Nominee Director (upto September 28, 2024)
	Mr. Rohitt Mutthoo, Non-Executive Nominee Director (upto October 28, 2025)
	Mr. Kabir Thakur, Non-Executive Nominee Director
	Mr. Kushal Agarwal, Non-Executive Nominee Director (w.e.f February 06, 2026)
	Ms. Anu Aggarwal, Independent Director
	Ms. Deepa Wadhwa, Independent Director
	Mr. Vijay Jain, Executive Director (w.e.f May 28, 2025) and CFO
	Mr. Sachin Dudam, Company Secretary and Compliance Officer
<b>Enterprises under significant influence of persons described above:</b>	Gamma Life Line
	Samara India Advisors Private Limited

Particulars	(Rs. in million)		
	Key Managerial personnel/ Independent Directors and their relatives	Company having Significant Influence	Enterprises under Significant Influence
<b>Other Payables</b>			
Gamma Life Line	-	-	0.94
	-	-	(3.14)

Particulars	(Rs. in million)		
	Key Managerial personnel/ Independent Directors and their relatives	Company having Significant Influence	Enterprises under Significant Influence
<b>Reimbursement of expenses</b>			
Samara Alternate Investment Management LLP	-	-	-
	-	(0.75)	-
<b>Key Managerial personnel</b>	0.53	-	-
	(0.58)	-	-
<b>Interest expenses</b>			
Gamma Life Line	-	-	0.24
	-	-	(0.38)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	Key Managerial personnel/ Independent Directors and their relatives	Company having Significant Influence	Enterprises under Significant Influence
<b>Contribution to employee fund</b>			
Gamma Life Line	-	-	9.68
	-	-	(8.24)
<b>Remuneration to Independent Directors</b>	7.08	-	-
(short term employee benefits)	(4.72)	-	-
Director sitting fees	0.59	-	-
(short term employee benefits)	(0.59)	-	-
<b>Remuneration to Key Managerial Personnel *#</b>			
Short Term Employee Benefits	78.65	-	-
	(336.67)	-	-
Share based payments	123.51	-	-
	(74.27)	-	-

\* Excludes provision for compensated absence and gratuity for Key Managerial Personnel as separate actuarial valuation is not available.

# During the year ended March 31, 2026, Employee Stock Option Plan exercised is Nil (March 31, 2025: 8,17,115 shares) is included as perquisites in the above remuneration.

^ There are no transactions and outstanding balances with entities under common control as at March 31, 2026 and March 31, 2025.

All transactions with related parties are made on the terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.

(Previous year's figures have been shown within the brackets).

### 38 Disclosure as per IND-AS 19, "Employee Benefits"

#### I. Defined contribution plan:

The Group has certain defined contribution plan such as provident fund, employee state insurance, national pension scheme, labour welfare fund and trust fund wherein specified percentage is contributed to them. The contributions are made to registered fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expenses recognised towards defined contribution are as follows: (Refer Note 26)

(Rs. in million)

Particulars	Defined contribution plan			
	India		Outside India	
	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
Employer's contribution to provident fund	171.04	168.58	48.53	33.53
Employees' Trust Fund	-	-	12.12	8.39
Employer's contribution to employee state insurance	43.39	42.44	-	-
Employer's contribution to labour welfare fund	0.96	1.08	-	-
Employer's contribution to national pension scheme	4.34	4.12	-	-
<b>Total</b>	<b>219.73</b>	<b>216.22</b>	<b>60.65</b>	<b>41.92</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

#### II. Defined benefit plan: Gratuity

The Group operates a gratuity plan wherein every employees entitled to the benefit equivalent to fifteen days salary last drawn for each year of service. The same is payable on termination of service or retirement whichever is earlier. The Group contributes to the fund based on actuarial report details of which is available in the table of investment pattern of plan asset, based on which the group is not exposed to market risk. The following table summarises the component of net defined benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for respective periods.

##### A. Plan assets and plan liabilities

(Rs. in million)

Particulars	Defined benefit plans			
	India		Outside India	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Present value of plan liabilities	231.44	128.42	100.83	82.17
Fair value of plan assets	1.06	0.99	-	-
<b>Net plan liability</b>	<b>230.38</b>	<b>127.43</b>	<b>100.83</b>	<b>82.17</b>

##### B. Movements in plan assets and plan liabilities

(Rs. in million)

Particulars	For the year ended March 31, 2026					
	India			Outside India		
	Plan Asset	Plan Liability	Net Asset/ (Liability)	Plan Asset	Plan Liability	Net Asset/ (Liability)
<b>As at the beginning of the year</b>	0.99	128.42	(127.43)	-	82.17	(82.17)
Current service cost	-	16.25	(16.25)	-	7.81	(7.81)
Past service cost	-	88.77	(88.77)	-	-	-
Interest cost	-	7.78	(7.78)	-	7.52	(7.52)
Return on plan assets less expected interest on plan assets	0.06	-	0.06	-	-	-
Actuarial gain on plan assets	0.01	-	0.01	-	-	-
Actuarial gain arising from changes in financial assumptions	-	(2.27)	2.27	-	(0.02)	0.02
Actuarial loss arising from experience adjustments	-	19.70	(19.70)	-	6.44	(6.44)
Translation benefit	-	-	-	-	2.96	(2.96)
Benefit payments	-	(27.21)	27.21	-	(6.05)	6.05
<b>As at the end of the year</b>	<b>1.06</b>	<b>231.44</b>	<b>(230.38)</b>	<b>-</b>	<b>100.83</b>	<b>(100.83)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2025					
	India			Outside India		
	Plan Asset	Plan Liability	Net Asset/ (Liability)	Plan Asset	Plan Liability	Net Asset/ (Liability)
<b>As at the beginning of the year</b>	0.93	106.86	(105.94)	-	60.90	(60.90)
Current service cost	-	14.33	(14.33)	-	6.19	(6.19)
Past service cost	-	-	-	-	-	-
Interest cost	-	6.99	(6.99)	-	7.73	(7.73)
Return on plan assets less expected interest on plan assets	0.06	-	0.06	-	-	-
Actuarial loss arising from changes in financial assumptions	-	8.37	(8.37)	-	10.88	(10.88)
Actuarial loss/ (gain) arising from experience adjustments	-	10.95	(10.95)	-	(2.92)	2.92
Translation benefit	-	-	-	-	2.80	(2.80)
Benefit payments	-	(19.08)	19.08	-	(3.41)	3.41
<b>As at the end of the year</b>	<b>0.99</b>	<b>128.42</b>	<b>(127.43)</b>	<b>-</b>	<b>82.17</b>	<b>(82.17)</b>

### C. Statement of Profit and Loss

(Rs. in million)

Particulars	India		Outside India	
	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
	<b>Employee benefit expenses:</b>			
Current service cost (Refer note 26)	16.25	14.33	7.81	6.19
Past service cost (Refer note 30)	88.77	-	-	-
Finance cost (net of income on plan assets) (Refer note 26)	7.72	6.92	7.52	7.73
<b>Net impact on the (Loss)/ Profit before tax for the year</b>	<b>112.74</b>	<b>21.25</b>	<b>15.33</b>	<b>13.92</b>
<b>Remeasurement of the net defined benefit liability:</b>				
Actual return on plan assets less expected interest on plan assets	(0.01)	-	-	-
Actuarial (gain)/ loss arising from changes in financial assumptions	(2.27)	8.37	(0.02)	10.88
Actuarial loss/ (gain) arising from experience adjustments	19.70	10.95	6.44	(2.92)
<b>Net impact on the Other Comprehensive loss before tax for the year</b>	<b>17.42</b>	<b>19.32</b>	<b>6.42</b>	<b>7.96</b>

#### Note:

On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code 2020, the Code on Social Security, 2020 and the Occupation Safety, Health and Working Conditions Code 2020 – consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Group has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Group has presented Rs. 142.53 million related to Employee Benefit Obligations under "Exceptional item" in the consolidated financial statements for the year ended March 31, 2026, including past service cost of Rs. 88.77 million. The Group is in the process of restructuring employee compensation in line with the provisions of the new labour codes.

The Group continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and would provide appropriate accounting effect on the basis of such developments as needed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### D. Assets

(Rs. in million)

Particulars	India		Outside India	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
	<b>Unquoted</b>			
Insurer managed fund	1.06	0.99	-	-
<b>Total</b>	<b>1.06</b>	<b>0.99</b>		

### E. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind-AS 19 are set by reference to market conditions at the valuation date. The significant actuarial assumptions were as follows:

Particulars	India		Outside India	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
<b>Financial Assumptions</b>				
Discount rate	6.45%	6.35%	9.00%	9.10%
Salary Escalation Rate	For Corporate : 8% For Stores : 5%	For Corporate : 8% For Stores : 5%	10.00%	10.00%
Expected Rate of Return on Assets (per annum)	NA	NA	NA	NA

Particulars	India		Outside India	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
<b>Demographic Assumptions</b>				
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	A67/70 Ult tables	A67/70 Ult tables
Withdrawal rate	For Corporate: Past Service < 5 years: 18%, Past Service >= 5 years: 10% For Store: Past Service < 5 years: 80%, Past Service >= 5 years: 2%	For Corporate: Past Service < 5 years: 18%, Past Service >= 5 years: 10% For Store: Past Service < 5 years: 80%, Past Service >= 5 years: 2%	For Executive: 13% For Non Executive: 70%	For Executive: 11% For Non Executive: 70%
Retirement Age	60 years	60 years	57 - 60 years	57 - 60 years
Average expected future working life (years)/ Average duration of defined benefit obligation (years)	3.00	3.00	1.88	2.02

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### F. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

(Rs. in million)

Particulars	As at March 31, 2026				
	India			Outside India	
	Change in assumption	Increase in Rate Increase/ (Decrease) in DBO	Decrease in Rate (Decrease)/ Increase in DBO	Increase in Rate Increase/ (Decrease) in DBO	Decrease in Rate (Decrease)/ Increase in DBO
Discount rate	+/-1%	(21.27)	28.98	(3.51)	3.88
Salary Escalation Rate	+/-1%	28.98	(22.43)	4.29	(3.97)

(Rs. in million)

Particulars	As at March 31, 2025				
	India			Outside India	
	Change in assumption	Increase in Rate Increase/ (Decrease) in DBO	Decrease in Rate (Decrease)/ Increase in DBO	Increase in Rate Increase/ (Decrease) in DBO	Decrease in Rate (Decrease)/ Increase in DBO
Discount rate	+/-1%	(14.09)	15.74	(3.39)	3.80
Salary Escalation Rate	+/-1%	15.45	(14.26)	4.14	(3.78)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

### G. The defined benefit obligations shall mature after year end as follows:

(Rs. in million)

Particulars	As at March 31, 2026		As at March 31, 2025	
	India	Outside India	India	Outside India
1 <sup>st</sup> following year	25.29	22.53	11.83	19.35
2 <sup>nd</sup> following year	15.47	21.18	8.19	14.24
3 <sup>rd</sup> following year	16.37	-	8.31	-
4 <sup>th</sup> following year	15.42	-	8.73	-
5 <sup>th</sup> following year	16.10	8.27	8.23	3.57
6 <sup>th</sup> to 10 <sup>th</sup> year	74.63	49.63	40.67	45.76

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### H. Risk exposure:

Through its defined benefits plan, the Group is exposed to a number of risks, the most significant of which are detailed below:

#### Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting year on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit.

#### Interest rate risk

A decrease in the bond increase rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### Demographic risk

This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawal, disability and retirement. The effects of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified. The estimate of future salary increases considered, takes into account, the inflation, seniority, promotion, increments and other relevant factors.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 39 Information for Consolidated Financial Statement pursuant to Schedule III of the Companies Act, 2013

#### For the year ended/ As at March 31, 2026

Name of the Entity in the Group	Net Assets, i.e., Total Assets minus Total Liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Country of Incorporation	% of Voting Power
	As % of consolidated net assets	As at March 31, 2026	As % of consolidated profit or loss	Year ended March 31, 2026	As % of consolidated other comprehensive income	Year ended March 31, 2026	As % of total other comprehensive income	Year ended March 31, 2026		
<b>Parent</b>										
Sapphire Foods India Limited	89%	12,303.81	152%	(484.60)	-66%	(13.02)	166%	(497.62)	India	100%
<b>Foreign Subsidiaries</b>										
Gamma Pizzakraft Lanka Private Limited	10%	1,358.16	-62%	197.37	178%	35.10	-78%	232.47	Sri Lanka	100%
French Restaurants Private Limited	-0%	(0.19)	0%	(0.15)	0%	-	0%	(0.15)	Sri Lanka	100%
Gamma Island Food Private Limited	-1%	(81.95)	-0%	0.36	-35%	(6.82)	2%	(6.46)	Maldives	74.74%
<b>Non Controlling Interest</b>	-0%	(20.52)	-0%	0.09	-9%	(1.72)	1%	(1.63)		25.26%
<b>Adjustments on account of Consolidation</b>	2%	326.23	10%	(32.61)	32%	6.17	9%	(26.44)		
<b>Total</b>	<b>100%</b>	<b>13,885.54</b>	<b>100%</b>	<b>(319.54)</b>	<b>100%</b>	<b>19.71</b>	<b>100%</b>	<b>(299.83)</b>		

#### For the year ended/ As at March 31, 2025

Name of the Entity in the Group	Net Assets, i.e., Total Assets minus Total Liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Country of Incorporation	% of Voting Power
	As % of consolidated net assets	As at March 31, 2025	As % of consolidated profit or loss	Year ended March 31, 2025	As % of consolidated other comprehensive income	Year ended March 31, 2025	As % of total other comprehensive income	Year ended March 31, 2025		
<b>Parent</b>										
Sapphire Foods India Limited	90%	12,575.06	-38%	(63.20)	-36%	(14.46)	-37%	(77.66)	India	100%
<b>Foreign Subsidiaries</b>										
Gamma Pizzakraft Lanka Private Limited	8%	1,099.00	109%	182.47	81%	33.11	104%	215.58	Sri Lanka	100%
French Restaurants Private Limited	-0%	(0.05)	-2%	(3.00)	0%	-	-1%	(3.00)	Sri Lanka	100%
Gamma Island Food Private Limited	-1%	(75.47)	-60%	(100.88)	-1%	(0.45)	-49%	(101.33)	Maldives	74.74%
<b>Non Controlling Interest</b>	-0%	(18.89)	-15%	(25.49)	-0%	(0.11)	-12%	(25.60)		25.26%
<b>Adjustments on account of Consolidation</b>	3%	382.11	106%	177.14	56%	22.62	95%	199.76		
<b>Total</b>	<b>100%</b>	<b>13,961.76</b>	<b>100%</b>	<b>167.04</b>	<b>100%</b>	<b>40.71</b>	<b>100%</b>	<b>207.75</b>		

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 40 Fair Values and Fair Value hierarchy

The fair value of all current financial assets and liabilities including cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, other financial assets, trade payables, other financial liabilities, lease liabilities and borrowings approximate their carrying amounts largely due to the short term maturities of these instruments. The same is classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Group has investments in mutual funds which is Subsequently measured at fair value through profit or loss (FVTPL) as per the closing net assets value (NAV) statement provided by the mutual fund house. The corresponding unrealized gain or loss on fair valuation is recorded in profit and loss account under other income. Accordingly, such mutual funds fall under fair value hierarchy level 1.

#### Fair value measurement hierarchy

Particulars	As at March 31, 2026				
	Amortised cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
<b>Financial Assets</b>					
<b>At Amortised Cost</b>					
Trade receivables (Refer note 9)	349.92	-	-	-	349.92
Cash and cash equivalents (Refer note 10)	681.08	-	-	-	681.08
Bank balances other than cash and cash equivalents (Refer note 11)	-	-	-	-	-
Other financial assets (Refer note 6)	2,449.94	-	-	-	2,449.94
<b>At Fair value through profit or loss</b>					
Investments (Refer note 5)	-	31.02	-	-	31.02
<b>Financial Liabilities</b>					
<b>At Amortised Cost</b>					
Borrowings (Refer note 15)	56.07	-	-	-	56.07
Lease liabilities (Refer note 17)	14,115.23	-	-	-	14,115.23
Trade payables (Refer note 18)	2,836.34	-	-	-	2,836.34
Other financial liabilities (Refer note 19)	818.76	-	-	-	818.76

Particulars	As at March 31, 2025				
	Amortised cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
<b>Financial Assets</b>					
<b>At Amortised Cost</b>					
Trade receivables (Refer note 9)	365.62	-	-	-	365.62
Cash and cash equivalents (Refer note 10)	582.69	-	-	-	582.69
Bank balances other than cash and cash equivalents (Refer note 11)	200.00	-	-	-	200.00
Other financial assets (Refer note 6)	1,459.01	-	-	-	1,459.01
<b>At Fair value through profit or loss</b>					
Investments (Note 5)	-	1,436.53	-	-	1,436.53
<b>Financial Liabilities</b>					
<b>At Amortised Cost</b>					
Borrowings (Refer note 15)	198.61	-	-	-	198.61
Lease liabilities (Refer note 17)	12,723.05	-	-	-	12,723.05
Trade payables (Refer note 18)	2,425.21	-	-	-	2,425.21
Other financial liabilities (Refer note 19)	478.38	-	-	-	478.38

The Group considers that the carrying amounts of these financial instruments recognised at amortised cost in the financial statements approximates its fair value.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 41 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders. The Group's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Group's capital requirement is mainly to fund its capacity expansion. The principal source of funding of the group has been and is expected to continue to be, cash generated from its operations backed by bank borrowings. The funding requirements are met through equity infusions, internal accruals and borrowings. As a part of its capital management policy the Group ensures compliance with all covenants and other capital requirements related to its contractual obligations.

The capital structure is governed by policies approved by the Board of Directors and is monitored by various matrices funding requirements are reviewed periodically.

Particulars	As at March 31, 2026	As at March 31, 2025
Total Borrowings (Current and Non Current)	56.07	198.61
Less: Cash and Cash Equivalents	(681.08)	(582.69)
<b>Net Debt (A)</b>	<b>(625.01)</b>	<b>(384.08)</b>
Equity Share Capital	642.77	642.38
Other Equity	13,263.29	13,338.27
Non Controlling Interests	(20.52)	(18.89)
<b>Total Equity (B)</b>	<b>13,885.54</b>	<b>13,961.76</b>
Capital Gearing Ratio (C=A/B)	(0.05)	(0.03)

### 42 Financial risk management objectives and policies

The Group's principal financial liabilities comprises of borrowings, lease liabilities, trade and other payables. The Group's principal financial assets include trade and other receivables, Investments and cash and cash equivalents including bank balances other than cash and cash equivalents that derive directly from its operations.

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, credit risk and liquidity risk.

The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors. This process provides assurance to Group's senior management that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Group policies and Group risk objective.

Further, the Group has a Risk Management Committee for overseeing the risk management framework & developing & monitoring the group's risk management policies.

The risk management policies aim to mitigate the following risks arising from the financial instruments.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises of risks relating to interest rate risk and price risk. The impact of price risk is not material. The sensitivity analysis in the following sections relate to the position as at March 31, 2026. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity, pension obligation and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2026.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### i) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in foreign currency and the Group's net investment in foreign subsidiaries). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows establish risk management policies.

#### Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and LKR exchange rates, with all other variables held constant. The impact on the Group's (loss)/ profit before tax is due to changes in the fair value of monetary assets and liabilities.

(Rs. in million)

Particulars	Currency	As at March 31, 2026		As at March 31, 2025	
		Foreign Currency (Actuals)	Amount	Foreign Currency (Actuals)	Amount
Bank Balance	LKR	86,684	0.03	87,934	0.02
Trade Payables	USD	6,490	0.55	21,923	1.88

(Rs. in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Effect on (loss)/ profit before tax if Increase in 5 bps*	(0.00)	(0.01)
Effect on (loss)/ profit before tax if decrease in 5 bps*	0.00	0.01

\* Rs 0.00 represents balances less than 0.01 Million

The Group has not entered into any derivative transaction during the year.

### ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the outstanding financial liability.

The Group has also considered the effect of changes, if any, in both counterparty credit risk and own credit risk while assessing the debt obligations.

(Rs. in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings bearing variable rate of interest	56.07	198.61

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on affected portion of loans and borrowings taken at floating rates. With all other variables held constant, the Group's (loss)/ profit before tax is affected through the impact of floating rate borrowings as follows :

A change of 50 bps in interest rates would have following impact on (loss)/ profit before tax:

(Rs. in million)

Change	For the year ended March 31, 2026	For the year ended March 31, 2025
50 bps increase would decrease the (loss)/ profit before tax by	(0.28)	(0.99)
50 bps decrease would increase the (loss)/ profit before tax by	0.28	0.99

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### b) Credit risk

Credit risk is the risk that counterparty will default on its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

#### i) Trade Receivables

The trade receivable of the Group generally spread over limited numbers of parties. The Group evaluates the credit worthiness of the parties on an ongoing basis. Further, outstanding customer receivables are regularly monitored and followed up. Therefore, the Group does not expect any material risk on account of non-performance from these parties.

#### ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

### c) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. The Group's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of bank deposits and credit facilities. Processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows. The Group assessed the concentration of risk with respect to its debt and concluded it to be low.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities.

(Rs. in million)

Particulars	Year/ Period	< 1 Year	1 - 5 Years	More than 5 Years	Total
<b>Financial Liabilities</b>					
Trade Payables	March 31, 2026	2,836.34	-	-	2,836.34
	March 31, 2025	2,425.21	-	-	2,425.21
Borrowings*	March 31, 2026	30.99	-	-	30.99
	March 31, 2025	152.66	62.35	-	215.01
Lease liabilities (Gross)	March 31, 2026	2,449.02	7,839.19	13,558.13	23,846.34
	March 31, 2025	2,103.23	6,758.94	12,379.98	21,242.15
<b>Other Financial Liabilities</b>					
Payable on Capital goods purchased	March 31, 2026	537.69	-	-	537.69
	March 31, 2025	268.31	-	-	268.31
Payable to employees	March 31, 2026	267.22	-	-	267.22
	March 31, 2025	201.97	-	-	201.97
Other payables	March 31, 2026	13.85	-	-	13.85
	March 31, 2025	8.10	-	-	8.10

\* Including Interest.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### d) Excessive risk concentration

Concentrations arise when a number of counter parties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry. Based on Group's evaluation there is no excessive risk concentration.

### 43 Share-based payments

#### Employee Stock Option Scheme (ESOS), 2019

Under Sapphire Foods Employee Stock Option Scheme 2019 – "Scheme III" – Management other than CEO, 785,431 options (3,927,155 options of Rs. 2 each post split) were granted to eligible employees on September 15, 2021 and an additional 4,747 options (23,735 options of Rs. 2 each post split) were granted on September 29, 2021. The purpose of this scheme is to reward loyalty for past services with the Company, retention of critical employees, achieving company performance and aligning the shareholders interest.

The ESOP pool was further increased by addition of 1,494,856 equity shares (7,474,280 equity shares of Rs. 2 each post split) vide shareholders approval in the meeting held on April 08, 2022.

#### Employee Stock Option Scheme (ESOS), 2022

During FY 2022-23, the Parent Company came up with the new ESOP scheme hereinafter referred to as Sapphire Foods Employee Stock Option Scheme 2022- "Scheme IIIA" and Sapphire Foods Employee Stock Option Performance Scheme 2022- "Scheme IVA". "Scheme IIIA" for management other than CEO and "Scheme IVA" for CEO.

Under ESOP Sapphire Foods Employee Stock Option Scheme 2022 – "Scheme IIIA" – Management other than CEO, 805,486 options (4,027,430 options of Rs. 2 each post split) were granted to eligible employees during the year and under ESOP Sapphire Foods Employee Stock Option Scheme 2022 – "Scheme IVA" – CEO, 1,079,000 options (5,395,000 options of Rs. 2 each post split) were granted on June 22, 2022. The scheme has been formulated with the same objective as ESOS 2019.

During the previous year ended 31 March 2025, the Parent Company modified ESOS 2022 and implemented variation on February 06, 2025. The Company revised its target performance estimates and made it more favourable for the employees.

During the year, the Parent Company extended the exercise period from six months to two years for loyalty-based options that were vested as at March 31, 2026.

There are no cash settlement alternatives for the employees. The Parent Company does not have a past practice of cash settlement for these awards.

The Parent Company has granted the following options:

Particulars*	ESOS 2019 (Loyalty)
	Scheme IV
No. of options	2,797,055
Method of accounting	Fair value
Vesting period (in years)	3.02 years
Grant Date	15-Sep-21
Exercise Date	6 month from the end of vesting date
Exercise Price (Rs.)	108.88
Method of settlement	Equity- settled
Fair value per option (Rs.)	41.86

\* The above grant was exercised during the previous year and allotted in the current year and no options remains to be exercised for ESOS 2019 (Loyalty)-Scheme IV.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	ESOS 2022 (Loyalty)									
	Scheme IIIA									Scheme IVA
No. of options	916,835	337,500	66,000	91,665	35,165	10,835	41,665	163,317	23,283	1,798,335
Method of accounting	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value
Vesting period (in years)	3.8 years	1 to 3.5 years	3.41 years	3.14 years	2.89 years	2.41 years	3.14 years	1.90 years	1.84 years	3.8 years
Grant Date	22-Jun-22	08-Oct-22	03-Nov-22	09-Feb-23	12-May-23	02-Nov-23	09-Feb-24	07-May-25	28-May-25	22-Jun-22
Exercise Date	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 24 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 24 months from the date of vesting
Exercise Price (Rs.)	236	236	236	236	236	236	272	272	272	236
Method of settlement	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled
Fair value per option (Rs.)	65.52	141.28	138.13	97.49	98.03	98.11	103.46	124.42	123.76	65.52

Particulars	ESOS Scheme 2022 (Performance)									
	Scheme IIIA									Scheme IVA
No. of options	1,833,665	425,000	132,000	183,335	70,335	21,665	83,335	326,633	46,567	3,596,663
Method of accounting	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value
Vesting period (in years)	3.8 to 4.4 years	3.5 to 4.15 years	3.4 to 4.08 years	3.1 to 3.81 years	2.89 to 3.56 years	2.41 to 3.08 years	3.14 to 3.81 years	1.90 to 2.57 years	1.84 to 2.51 years	3.78 to 4.44 years
Grant Date	22-Jun-22	08-Oct-22	03-Nov-22	09-Feb-23	12-May-23	02-Nov-23	09-Feb-24	07-May-25	28-May-25	22-Jun-22
Exercise Date	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting	Within 6 months from the date of vesting
Exercise Price (Rs.)	236	236	236	236	236	236	272	272	272	236
Method of settlement	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled	Equity-settled
Fair value per option (Rs.)	65.52	141.28	138.13	97.49	98.03	98.11	103.46	124.42	123.76	65.52

No. of Options	Loyalty		Performance	
	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
Outstanding at the beginning of the year (Refer note below)	2,885,168	48,24,730	5,870,332	6,980,670
Granted during the year	186,600	-	373,200	-
Exercised during the year	-	(18,09,010)	-	(1,033,005)
Lapsed/ Expired during the year	(104,817)	(1,30,552)	(209,633)	(77,333)
Outstanding at the end of the year	2,966,952	28,85,168	6,033,898	5,870,332
Exercisable at the end of the year	-	-	-	-
Vested at the end of the year	2,789,500	-	-	-

**Note:** The Shareholders of the Parent Company, had approved the sub-division of one equity share of the face value of Rs. 10 each into five equity shares of face value of Rs. 2 each. The record date for the said sub-division was September 05, 2024. The impact of this split has been considered for outstanding stock options, stock options granted, fair value, exercise price as above. The same have been adjusted to ensure fair and reasonable adjustment to entitlement of eligible employees under the scheme due to sub-division/ split of equity shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The fair values are measured based on the Black Scholes Model and Monte Carlo Simulation. The fair value of the options and inputs used in the measurement of grant date fair values are as follows :

Date of grant	28 May 2025	07 May 2025	09 February 2024	02 November 2023	12 May 2023	09 February 2023	03 November 2022	08 October 2022
Risk free interest rate	5.73%	6.13%	7.01%	7.32%	6.89%	7.27%	7.14%	7.41%
Expected life (in years)	3.13	3.13	3.39	2.66	3.14	3.39	3.66	3.73
Expected volatility	40%	40%	39%	39%	39%	39%	39%	39%
Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%
Price of the underlying share in the market at the date of option grant (Rs.)	311.85	310.75	275.89	263.73	255.44	248.32	293.83	295.00

Date of grant	22 June 2022	15 September 2021
Risk free interest rate	6.90%	4.96%
Expected life (in years)	4.02	3.3
Expected volatility	39%	50%
Dividend yield	0%	0%
Price of the underlying share in the market at the date of option grant (Rs.)	195.42	107.40

Date of modification	01 January 2026 (Pre Modification)	01 January 2026 (Post Modification)
Risk free interest rate	5.48%	5.79%
Expected life (in years)	0.49	1.24
Expected volatility	40%	40%
Dividend yield	0%	0%
Price of the underlying share in the market at the date of option modification (Rs.)	262.00	262.00

Weighted average remaining contractual life of the share option outstanding at the end of year is as below :

Particulars	31-Mar-26	31-Mar-25	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-19
Remaining contractual life Loyalty (years)*	1.75	1.67	1.82	2.51	1.75	0.88	1.54	2.31
Remaining contractual life Performance (years)	1.67	2.11	2.89	3.34	0.36	1.75	1.45	2.90

\*During the year, the Parent Company extended the exercise period from six months to two years for loyalty-based options that were vested as at March 31, 2026.

### Effect of the employee option plan on the Statement of Profit or Loss and on its financial position

Particulars	(Rs. in million)	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Total employee compensation cost pertaining to stock option plan (Refer note 26)	159.85	129.60
Expenses related to Merger (Refer note 30(a))	63.76	-
Liability for employee stock option plan outstanding as at the year end	571.66	356.09

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 44 Ind AS 115: Revenue from Contracts with Customers

#### 1. Disaggregated revenue information:

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Type of goods or service	For the year ended March 31, 2026	For the year ended March 31, 2025
Restaurant sales	31,159.02	28,753.63
Other operating income	94.15	65.01
<b>Total revenue from contract with customers</b>	<b>31,253.17</b>	<b>28,818.64</b>
India	26,245.42	24,510.76
Outside India	5,007.75	4,307.88
<b>Total revenue from contract with customers</b>	<b>31,253.17</b>	<b>28,818.64</b>
<b>Timing of revenue recognition</b>		
Services/ Goods transferred at a point in time	31,212.46	28,796.53
Services transferred over time (included in other operating income)	40.71	22.11
<b>Total revenue from contract with customers</b>	<b>31,253.17</b>	<b>28,818.64</b>

Reconciliation of Revenue from contract with customers with the contracted price :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contracted Price	33,564.18	29,939.39
Less: Trade discounts and promotions, volume rebates, returns etc	(2,311.01)	(1,120.75)
<b>Total revenue from contract with customers</b>	<b>31,253.17</b>	<b>28,818.64</b>

#### 2. Contract balances:

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables (Refer note 9)	349.92	365.62
Contract liabilities (Refer note 20)	7.60	3.94
Deferred Revenue (Refer note 20)	184.92	109.03

#### Movement in Contract Balances

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Contract liabilities</b>		
Opening Balance	3.94	73.66
Additions During the year	174.13	465.06
Utilised during the year	(170.47)	(534.78)
<b>Closing Balance</b>	<b>7.60</b>	<b>3.94</b>
<b>Deferred Revenue</b>		
Opening Balance	109.03	14.00
Additions During the year	101.90	104.86
Utilised during the year	(26.01)	(9.83)
<b>Closing Balance</b>	<b>184.92</b>	<b>109.03</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

### 45 Leases and Sub-leases

#### (i) Leases where the Group is a Lessee

- (a) The group incurred Rs. 130.16 million for the year ended March 31, 2026 (March 2025: Rs. 131.62 million) towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is Rs. 2,603.18 million for the year ended March 31, 2026 (March 2025: Rs. 2,364.18 million, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities Rs. 1,202.20 million for the year ended March 31, 2026. (March 2025: Rs. 1,096.10 million).
- (b) The Group leases mainly comprise of stores and motor vehicle.
- (c) The incremental borrowing rate ranges between 7.11% p.a. - 9.85% p.a. (March 2025 - 8.48% p.a.- 8.67% p.a.)

Leases are shown as follows in the Group's balance sheet and statement of profit and loss

#### Right-of-Use Assets

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As at beginning of the year	10,935.30	9,818.21
Additions	2,993.18	2,938.89
Disposals	(191.86)	(263.24)
Depreciation for the year	(1,783.50)	(1,583.85)
Translation difference	13.57	25.29
<b>As at the end of the year</b>	<b>11,966.69</b>	<b>10,935.30</b>

Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As at beginning of the year	12,723.05	11,362.93
Additions	2,828.85	2,819.90
Accretion of Interest	1,202.20	1,096.10
Termination	(172.45)	(365.08)
Payments	(2,473.02)	(2,232.56)
Translation difference	6.60	41.76
<b>As at the end of the year</b>	<b>14,115.23</b>	<b>12,723.05</b>
<b>Lease Liabilities</b>		
Current	1,241.72	1,155.32
Non-current	12,873.51	11,567.73
<b>Total Lease Liabilities</b>	<b>14,115.23</b>	<b>12,723.05</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Some of the leases contain extension and termination options. Such options are taken into account in the determination of the lease term only if extension or non-termination can be assumed with reasonable certainty.

(Rs. in million)

Amounts recognized in the Statement of Profit and Loss	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Other income</b>		
Gain on termination of lease contract	21.47	101.84
<b>Other expenses</b>		
Short-term lease rent expense	93.56	108.46
Low value asset lease rent expense	47.67	37.10
Variable lease rent expense	259.72	272.13
GST on rent	460.72	367.31
<b>Depreciation</b>		
Depreciation of right of use lease asset	1,783.50	1,583.85
<b>Finance cost</b>		
Interest on lease liabilities	1,202.20	1,096.10

The Group has lease contracts for stores that contains variable payments based on the revenue generated from a particular store. Management's objective is to align the lease expense with the revenue generated. The following provides information on the Group's variable lease payments, including the magnitude in relation to fixed payments for the similar contracts:

(Rs. in million)

Particulars	For the year ended March 31, 2026			For the year ended March 31, 2025		
	Fixed Payments	Variable Payments	Total	Fixed Payments	Variable Payments	Total
Fixed Rent	1,210.15	-	1,210.15	1,114.12	-	1,114.12
Variable rent with minimum payment	1,262.87	90.37	1,353.24	1,118.44	107.90	1,226.34
Variable rent only	-	169.35	169.35	-	164.23	164.23
	<b>2,473.02</b>	<b>259.72</b>	<b>2,732.74</b>	<b>2,232.56</b>	<b>272.13</b>	<b>2,504.69</b>

A 5% increase in revenue for the relevant stores would increase total lease payments by 2.00% for the year ended March 31, 2026. (March 31, 2025: 5%)

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

### (ii) Leases where the Company is a Lessor

Sub-Leases are shown as follows in the Group's balance sheet and statement of profit and loss

- The total cash inflows for sub-leases is Rs. 3.23 million for the year ended March 31, 2026 (March 2025 : Nil). Interest on lease receivables is Rs. 1.97 million for the year ended March 31, 2026 (March 2025 : Nil).
- The Group's sub-leases mainly comprise of stores.
- The incremental rate of return ranges between 7.89% p.a. - 8.11% p.a.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in million)

Particulars	For the year ended March 31, 2026
As at beginning of the year	-
Additions	34.33
Accretion of Interest	1.97
Receipts	(3.23)
<b>As at the end of the year</b>	<b>33.07</b>
<b>Lease Receivables</b>	
Current	2.23
Non-current	30.84
<b>Total lease Receivables</b>	<b>33.07</b>

(Rs. in million)

Amounts recognized in the Statement of Profit and Loss	For the year ended March 31, 2026
<b>Other Operating Revenue</b>	
- Rental Income	1.43
<b>Other Income</b>	
Interest Income from Lease Receivables	1.97

### Maturity Analysis (Lease Receivables)

Particulars	As at March 31, 2026
< 1 Year	4.84
1-2 years	4.84
2-3 years	4.84
3-4 years	4.84
4-5 years	4.84
> 5 years	22.82

### 46 Title deeds of immovable properties not held in the name of the company

The Parent Company does not have any immovable properties other than those taken on lease.

The Parent Company has 16 store lease agreements wherein the lease agreement is not in the name of the Company. These agreements have expired in recent period and under the process of renewal.

Relevant line item in Balance Sheet	Description of property	Gross carrying value (Rs. in million)	Title deeds held in name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of	Period held- since which date	Reason for not being held in name of company
Right of use assets as at March 31, 2026	Leasehold Improvements	-	Landlord	Not applicable	0 month to 3 Months.	These contracts are in the process of negotiation as the agreements have expired during recent period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

**47** The Parent Company used SAP S/4 HANA as its accounting software until August 22, 2025. Effective that date, the Company upgraded to SAP Rise. For the financial year ended March 31, 2026, the Parent Company maintained its books of account using SAP Rise, which includes an audit trail (edit log) facility at both the application and database levels. This feature was operational throughout the year for all transactions recorded in the software.

Further no instance of audit trail feature being tampered with was noted in respect of accounting software(s) where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Parent Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

### **48 Merger of Sapphire Foods India Limited (SFIL) with Devyani International Limited (DIL).**

The Board of Directors ("the Board") of the Parent Company at its meeting held on January 01, 2026, subject to requisite regulatory/ statutory approvals, has considered and approved the scheme of arrangement between Sapphire Foods India Limited ("Transferor Company"/ "Company") and Devyani International Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"). Pursuant to the Scheme which is subject to requisite regulatory/ statutory approvals, with effect from the Appointed Date (defined in the Scheme as April 1, 2026), the Transferor Company shall stand amalgamated with and absorbed into the Transferee Company.

In consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall issue and allot to shareholders of the Transferor Company 177 (One Hundred and Seventy Seven) equity shares of the Transferee Company of Rs. 1/- each fully paid up for every 100 (One Hundred) equity shares of Rs. 2/- each fully paid up, held by the shareholders of the Transferor Company.

### **49 Other Statutory Information**

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group does not have any transactions with companies struck off u/s 248 of the Companies Act, 2013.
- (iii) The Group does not have any satisfaction of charge which is yet to be registered with ROC beyond the statutory period.
- (iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Group has not advanced or loaned or invested funds to any other person or entity (outside the group), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 during the year.

(ix) The provisions of Section 186 of the Companies Act, 2013 relating to loans, guarantees, security and investments are not applicable to the Company during the year, as the Company has neither granted any loans nor provided any guarantees or security nor made any investments covered under the said section during the year. Closing balances, if any, pertaining to earlier periods have been disclosed in Note 5 and 6 to the financial statements.

**50** The consolidated financial statements of the Group for the previous year ended March 31, 2025 were audited by another auditor who had expressed an unmodified opinion on those consolidated financial statements vide their report dated May 07, 2025.

### **51 Events after the reporting period**

The Parent Company has evaluated subsequent events from the balance sheet date through April 28, 2026, the date at which the financial statements were available to be issued and determined that there are no material items to be disclosed.

**52** Figures of the previous year have been re-grouped/re-arranged wherever necessary. The impact of the same is not material to the users of financial statement.

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**  
Chairman and Independent Director  
DIN: 00524035

**Sachin Dudam**  
Company Secretary and Compliance Officer  
Membership No: A31812

Place: Mumbai  
Date: April 28, 2026

**Sanjay Purohit**  
Whole time Director and Group CEO  
DIN: 00117676

**Vijay Jain**  
Executive Director and Chief Financial Officer  
DIN: 11129200

**ANNEXURE I- Form AOC**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures.**

Sr No.	Particulars Name of the Subsidiary	Details		
		Gamma Pizzakraft (Lanka) Private Limited	French Restaurants Private Limited	Gamma Island Food Private Limited
1	Financial Year ending on	31st March, 2026	31st March, 2026	31st March, 2026
2	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries.	LKR	LKR	RF
		1 LKR= 0.29 Rs.	1 LKR= 0.29 Rs.	1 RF= 5.99 Rs.
3	Share Capital	161.21	4.88	185.75
4	Reserves and Surplus	1,196.95	(5.07)	(267.70)
5	Total Assets	2,979.55	5.54	6.17
6	Total Liabilities	1,621.39	5.73	88.12
7	Investments	-	-	-
8	Turnover	5,007.75	-	86.02
9	Profit/ (Loss) before taxation	290.74	(0.15)	0.36
10	Provision for taxation	88.48	-	-
11	Profit/ (Loss) after taxation	197.37	(0.15)	0.36
12	Proposed Dividend	NIL	NIL	NIL
13	% of shareholding	100%	100%	74.74%

For and on behalf of the Board of Directors of  
**Sapphire Foods India Limited**

**Sunil Chandiramani**

Chairman and Independent Director  
DIN: 00524035

**Sachin Dudam**

Company Secretary and Compliance Officer  
Membership No: A31812

Place: Mumbai  
Date: April 28, 2026

**Sanjay Purohit**

Whole time Director and Group CEO  
DIN: 00117676

**Vijay Jain**

Executive Director and CFO  
DIN: 11129200

# Corporate Information

**BOARD OF DIRECTORS****MR. SUNIL CHANDIRAMANI**

Chairman & Independent Director

**MR. SANJAY PUROHIT**

Whole Time Director & Group CEO

**MR. SUMEET NARANG**

Non-Executive Nominee Director

**MR. VIJAY JAIN**

Executive Director & CFO

**MR. KABIR THAKUR**

Non-Executive Nominee Director

**MR. KUSHAL AGARWAL**

Non-Executive Nominee Director

**MR. VINOD NAMBIAR**

Non-Executive Nominee Director

**MS. ANU AGGARWAL**

Independent Director

**MS. DEEPA WADHWA**

Independent Director

## REGISTERED & CORPORATE OFFICE

**SAPPHIRE FOODS INDIA LIMITED**

CIN: L55204MH2009PLC197005  
702, Prism Tower, A-Wing, Mindspace,  
Link Road, Goregaon (West),  
Mumbai 400062, Maharashtra, India  
Telephone No. (022) 67522300  
Email ID: [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in)  
Website: [www.sapphirefoods.in](http://www.sapphirefoods.in)

**KEY MANAGERIAL PERSONNEL****MR. SACHIN DUDAM**

Company Secretary & Compliance Officer

**AUDITORS****STATUTORY AUDITORS**

M/s. Deloitte Haskins & Sells,  
Chartered Accountants,  
19<sup>th</sup> Floor, Shapath-V,  
S.G. Highway, Ahmedabad - 380 015  
Gujarat, India  
Firm Registration No. 117365W

**SECRETARIAL AUDITORS**

M/s. Alwyn Jay & Co.  
Company Secretaries  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai – 400101  
Firm Registration No.: P2010MH021500

**BANKERS**

HDFC Bank Limited  
State Bank of India  
IDFC First Bank Limited

**REGISTRAR & TRANSFER AGENT**

M/s MUFG Intime India Private Limited  
C-101, Embassy 247,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400083  
Telephone No.:(022) 49186270  
Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)



**SapphireFoods**

**SAPPHIRE FOODS INDIA LIMITED**

CIN: L55204MH2009PLC197005

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## SAPPHIRE FOODS INDIA LIMITED

**Registered Office:** SCO 328, Sector - 9, Panchkula - 134109, Haryana.

**Corporate Office:** 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai - 400062

**Corporate Identification Number (CIN):** L55204HR2009PLC145722 Tel. No.: 022 67522300

Email ID: [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in) Website: [www.sapphirefoods.in](http://www.sapphirefoods.in)

**NOTICE** is hereby given that the Seventeenth (17<sup>th</sup>) Annual General Meeting ("AGM") of the members of Sapphire Foods India Limited (the "**Company**") will be held on **Tuesday, 21<sup>st</sup> July 2026, at 5.00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2026, together with the Reports of the Board of Directors and the Auditors Report thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2026, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Jain (DIN: 11129200), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kabir Thakur (DIN: 08422362), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Sanjay Purohit (DIN: 00117676) as Whole-time Director & Group CEO and approval of terms and conditions including remuneration payable to Mr. Sanjay Purohit.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 including the Rules made thereunder read along with Schedule V (hereinafter referred to as "the Act"); Regulation 17 and other relevant applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Purohit (DIN: 00117676), Group Chief Executive Officer ('Group CEO') as a Whole-time Director ('WTD') of the Company, not liable to retire by rotation, effective immediately from the expiry of his present term of office, i.e. from 23<sup>rd</sup> July 2026 for a tenure of 5 (five) consecutive years till 22<sup>nd</sup> July 2031 (both days inclusive), and payment of remuneration by way of salary, perquisites, allowances, benefits, incentives, etc. to Mr. Sanjay Purohit, Whole-time Director & Group CEO on such terms and conditions including those relating to remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board of Directors) be and is hereby authorized to alter/ vary/ enhance/ revise the terms and conditions including remuneration payable to Mr. Sanjay Purohit, Whole-time Director & Group CEO, from time to time, to the extent the Board may deem appropriate, without being required to seek further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the total managerial remuneration payable to Mr. Sanjay Purohit, Whole-time Director & Group CEO, along with the other Executive and/or Non-Executive Director(s) of the Company, in any financial year, may exceed the limits of net profits of the Company, as prescribed under Section 197 of the Act read with Schedule V of the Act and rules made thereunder and in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, he shall be paid

remuneration by way of salary, perquisites, allowances, benefits, incentives, etc. as set out in the explanatory statement, including any revisions as approved by the Board from time to time, as minimum remuneration, in accordance with the provisions of Act.

**RESOLVED FURTHER THAT** Mr. Sanjay Purohit, in his capacity as Whole-time Director and Group CEO of the Company, be and is hereby authorized to exercise all such powers, functions, and responsibilities as are conferred upon or exercisable by a Whole-time/Executive Director & Group Chief Executive Officer/Key Managerial Personnel of the Company, in accordance with the applicable provisions of the Act, and other relevant laws, rules, regulations, and the Articles of Association of the Company, for the purpose of managing and carrying out the operations and affairs of the Company.

**RESOLVED FURTHER THAT** any of the Directors, Chief People Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings, etc. as may be necessary, desirable, or expedient and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to this resolution and to carry out any matters connected therewith or incidental thereto, on behalf of the Company."

**5. Re-appointment of Mr. Sunil Chandiramani (DIN: 00524035) as Chairman and Independent Director for a second term and approval of remuneration payable to Mr. Sunil Chandiramani.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV and V of the Act; Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Chandiramani (DIN: 00524035), as Chairman and Independent Director of the Company, not liable to retire by rotation,

effective immediately from the expiry of his present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive), on such terms and conditions, including payment of remuneration to Mr. Sunil Chandiramani, not exceeding and within the limits of ₹40,00,000/- p.a. (excluding applicable taxes), as may be decided by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board), from time to time.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees and reimbursement of expenses payable, if any, to Mr. Sunil Chandiramani, Chairman and Independent Director of the Company, for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** the total managerial remuneration payable to Mr. Sunil Chandiramani, along with other Executive and/or Non-Executive Director(s) of the Company, in any financial year, may exceed the limits of net profits of the Company, as prescribed under Section 197 of the Act read with Schedule V of the Act and rules made thereunder and in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the abovementioned remuneration including any revisions as approved by the Board from time to time, shall be paid as minimum remuneration, in accordance with the provisions of Section 197, 198 and other applicable provisions of the Act and Rules made thereunder read with Schedule V to the Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any of the Directors, Chief People Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings, etc. as may be necessary, desirable, or expedient and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to this resolution and to carry out any matters connected therewith or incidental thereto, on behalf of the Company."

**6. Re-appointment of Ms. Deepa Wadhwa (DIN: 07862942), Independent Director for a second term and approval of remuneration payable to Ms. Deepa Wadhwa.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV and V of the Act; Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Deepa Wadhwa (DIN: 07862942), as an Independent Director of the Company, not liable to retire by rotation, effective immediately from the expiry of her present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive), on such terms and conditions, including payment of remuneration to Ms. Deepa Wadhwa, not exceeding and within the limits of ₹ 40,00,000/- p.a. (excluding applicable taxes), as may be decided by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board), from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Listing Regulations and other applicable provisions, if any, of the Act and the applicable rules framed thereunder, the approval of the Members be and is hereby accorded for continuation of directorship of Ms. Deepa Wadhwa as an Independent Director, notwithstanding attaining the age of seventy-five (75) years, until the expiry of her second term.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees and reimbursement of expenses payable, if any, to Ms. Deepa Wadhwa, Independent Director of the Company, for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** the total managerial remuneration payable to Ms. Deepa Wadhwa, along with other Executive and/or Non-Executive Director(s) of the Company, in any financial year, may exceed the limits of net profits of the Company, as prescribed under Section 197 of the Act read with Schedule V of the Act and rules made thereunder and in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the abovementioned remuneration including any revisions as approved by

the Board from time to time, shall be paid as minimum remuneration, in accordance with the provisions of Section 197, 198 and other applicable provisions of the Act and Rules made thereunder read with Schedule V to the Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any of the Directors, Chief People Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings, etc. as may be necessary, desirable, or expedient and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to this resolution and to carry out any matters connected therewith or incidental thereto, on behalf of the Company."

**7. Re-appointment of Ms. Anu Aggarwal (DIN: 07301689), Independent Director for a second term.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV of the Act; Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Anu Aggarwal (DIN: 07301689), as an Independent Director of the Company, not liable to retire by rotation, effective immediately from the expiry of her present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive).

**RESOLVED FURTHER THAT** any of the Directors, Chief People Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings, etc. as may be necessary, desirable, or expedient and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to this resolution and to carry out any matters connected therewith or incidental thereto, on behalf of the Company."

**8. Continuation of appointment of Mr. Sumeet Narang (DIN: 01874599) as Non-Executive Nominee Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Regulation 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for continuation of appointment of Mr. Sumeet Narang (DIN: 01874599) as Non-Executive Nominee Director, not liable to retire by rotation, effective immediately from the expiry of his present term of office i.e. from 22<sup>nd</sup> July 2026 for a tenure of 5 (five) consecutive years till 21<sup>st</sup> July 2031 (both days inclusive).

**RESOLVED FURTHER THAT** any of the Directors, Chief People Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings, etc. as may be necessary, desirable, or expedient and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to this resolution and to carry out any matters connected therewith or incidental thereto, on behalf of the Company."

**9. Appointment of Mr. Vikram Agarwal (DIN: 03038370) as Non-Executive Nominee Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and applicable provisions, if any, of

the Companies Act, 2013 and rules made thereunder ("the Act"), Regulation 17(1C) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including statutory modifications or re-enactments thereof for the time being in force and basis recommendation of Nomination and Remuneration Committee, Mr. Vikram Agarwal (DIN: 03038370), nominee representative of Sapphire Foods Mauritius Limited, who was appointed as an Additional Director, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, by the Board of Directors on 19<sup>th</sup> June 2026, be and is hereby appointed as a Non-Executive Nominee Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary of the Company, be and is hereby authorised to sign all documents, deeds, papers in this regard and to file e-form DIR-12 with the Registrar of Companies and to do all such acts, deeds, things as may deem fit so as to give effect to this resolution and to make necessary entries in the registers of the Company and to complete all other formalities in relation to appointment of Mr. Vikram Agarwal."

By order of the Board of Directors  
**For SAPPHERE FOODS INDIA LIMITED**

**SACHIN DUDAM**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**(Membership No. A31812)**

Place: Mumbai  
Date: 19<sup>th</sup> June 2026

**Registered Office Address:**  
SCO 328, Sector - 9,  
Panchkula - 134109,  
Haryana.

**Notes:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025 read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020 and General Circular No.20/2020 dated 5<sup>th</sup> May 2020, (collectively referred to as "MCA Circulars"), has permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
3. Pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM, will be held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip including route map is not annexed to this notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has availed the services of MUFG Intime India Private Limited ("MUFG Intime") for conducting the AGM through VC/ OAVM and enabling participation of members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) & MCA Circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by MUFG Intime.
7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Annual Report of the Company for FY 2025-26 along with the Notice of the 17<sup>th</sup> AGM has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/ the Company, as applicable, upto the cut-off date i.e. Friday, 19<sup>th</sup> June 2026. The same is also hosted on the Company's website [www.sapphirefoods.in](http://www.sapphirefoods.in) and also on the website of the stock exchanges viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of MUFG Intime (agency for providing the remote e-Voting facility) i.e. [instavote.linkintime.co.in](http://instavote.linkintime.co.in).  
  
Additionally, as per Regulation 36(1)(b) of the Listing Regulations a letter providing the weblink of the Annual Report for FY 2025-26, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/ Depository Participants/ MUFG Intime.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Institutional Investors, who are members of the Company and corporate members intending to attend the AGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation/Power of Attorney to the Scrutiniser by e-mail at [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in).

10. In line with 'Green Initiative', the members whose email address is not registered with the Company / MUFG Intime India Private Limited ("RTA") or with their respective Depository Participant (s) are requested to register and update their e-mail address through their respective Depository Participant (s).
11. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the AGM.
12. All documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers will be available for inspection electronically on all working days from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the 17<sup>th</sup> AGM of the Company, may please send a request to the Company via email at [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in)
13. Mr. Alwyn D'Souza (Membership No. FCS 5559) of M/s. Alwyn D'Souza & Co., Practicing Company Secretaries (Firm Registration Number: S2003MH061200) and failing him Mr. Jay D'souza (Membership No. FCS 3058) of M/s. Jay D'souza & Co., Practicing Companies Secretaries, has been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner.
14. A Certificate from Secretarial Auditor of the Company, certifying that the Company's Employee Stock Option Plan / Schemes were implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the members, will be made available for inspection at the AGM.
15. Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Tuesday, 14<sup>th</sup> July 2026 can cast their votes during the AGM

using e-voting facility, if not cast the same during the remote e-voting period mentioned below.

16. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or RTA.





#### 17. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Friday, 17<sup>th</sup> July 2026, at 09:00 A.M. IST** and ends on **Monday, 20<sup>th</sup> July 2026, at 05:00 P.M. IST**. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Tuesday, 14<sup>th</sup> July 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, 14<sup>th</sup> July 2026**. As per the SEBI circular dated 11<sup>th</sup> November 2024, individual shareholders holding securities in demat mode can register directly with the Central Depositories Services (India) Limited (CDSL) / National Securities Depositories Limited (NSDL) ("Depositories") or will have the option of accessing various e-Voting Service Provider ('ESP') portals directly from their demat accounts.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, 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 email Id correctly in their demat accounts to access e-Voting and InstaMeet facility.

**A) 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><b>METHOD 1 - NSDL OTP based login</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>.</li> <li>Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>Enter the OTP received on your registered email ID/ mobile number and click on login.</li> <li>Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.</li> <li>Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p><b>METHOD 2 - NSDL IDeAS facility</b></p> <p><b>Shareholders registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and click on "Beneficial Owner" icon under "IDeAS Login Section".</li> <li>Enter IDeAS User ID, Password, Verification code &amp; click on "Log-in".</li> <li>Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.</li> <li>Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p style="text-align: center;"><b>OR</b></p> <p><b>Shareholders not registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on "Submit".</li> <li>Enter the last 4 digits of your bank account / generate 'OTP'.</li> <li>Post successful registration, user will be provided with Login ID and password.</li> <li>Follow steps given above in points (a-d).</li> </ol> <p>Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">     </div> <div style="text-align: center;">     </div> </div>
	Individual Shareholders holding securities in demat mode with CDSL
Individual Shareholders holding securities in demat mode with CDSL	<p><b>METHOD 1 – CDSL e-voting page</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>.</li> <li>Go to e-voting tab.</li> <li>Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".</li> <li>System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</li> <li>Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

Type of shareholders	Login Method
	<p><b>METHOD 2 - CDSL Easi/ Easiest facility</b></p> <p><b>Shareholders registered for Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on "Login" and select "My Easi New (Token)".</li> <li>Enter existing username, Password &amp; click on "Login".</li> <li>Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p style="text-align: center;"><b>OR</b></p> <p><b>Shareholders not registered for Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a>.</li> <li>Proceed with updating the required fields for registration.</li> <li>Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).</li> </ol>
<b>Individual Shareholders holding securities in demat mode with depository participants</b>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</p> <ol style="list-style-type: none"> <li>Login to DP website.</li> <li>After Successful login, user shall navigate through "e-voting" option.</li> <li>Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

**B) Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Shareholders holding shares in Physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

**STEP 1- LOGIN / SIGNUP on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- Visit URL: <https://instavote.linkintime.co.in> & click on "**Login**" under 'SHARE HOLDER' tab.
- Enter details as under:
  - User ID: Enter User ID.  
**User ID:** NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
  - Password: Enter existing Password.
  - Enter Image Verification (CAPTCHA) Code
  - Click "Submit".  
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions").

**Shareholders who have not registered for INSTAVOTE facility:**

- Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with details as under:-
  - User ID: Enter User ID.  
**User ID:** NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
  - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
  - Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

\* Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

\* Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

\*Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above.

5. Set the password of your choice  
(The password should contain minimum 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
  
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

### STEP 2 – Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

*NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.*

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in).

### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- A. Visit URL: <https://instavote.linkintime.co.in>.
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund".

- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section.
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter Investor's Name as updated with DP.
  - c. 'Investor PAN' - Enter your 10-digit PAN.
  - d. 'Power of Attorney' - Attach Board Resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on 'Votes Entry' tab under the Menu section.

- c) Enter Event No. for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under "On-going Events".
- e) Enter '16-digit Demat Account No.'.
- f) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Non-Individual Body corporate shareholders

shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in).

#### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.

- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
- Click on "SUBMIT".

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>.

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab.
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions – Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**18. Process and manner for attending the Annual General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:

- c) Select Check Box - **Demat Account No. / Folio No. / PAN.**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile no. with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

- d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**19. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in) for the general meeting.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**20. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

*Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF COMPANIES ACT, 2013

The following explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 and other applicable provisions, set out all material facts relating to the business mentioned in the accompanying notice of 17<sup>th</sup> Annual General Meeting.

### ITEM NO. 4

#### **Re-appointment of Mr. Sanjay Purohit (DIN: 00117676) as Whole-time Director & Group CEO and approval of terms and conditions including remuneration payable to Mr. Sanjay Purohit.**

Mr. Sanjay Purohit, Group CEO, is the Whole-time Director of your Company since 31<sup>st</sup> August 2016. The Shareholders of the Company at their meeting held on 23<sup>rd</sup> July 2021, pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, had re-appointed Mr. Sanjay Purohit (DIN: 00117676) as Whole Time Director & Group Chief Executive Officer ('WTD & Group CEO') of the Company for a further tenure of five years on such terms and conditions including remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors. In accordance with the provisions of Section 196 of the Act, the current tenure of Mr. Sanjay Purohit as WTD & Group CEO, is set to expire on 22<sup>nd</sup> July 2026.

Under the leadership of Mr. Sanjay Purohit during his current tenure over the past five years, the Company has achieved significant milestones and witnessed strong growth across key financial and operational parameters, strengthening its position in the industry. His ability to anticipate market trends, navigate complex business environments, and drive innovation has been instrumental in strengthening the Company's competitive advantage. This has led to several external recognitions of the Company's performance, including being honored as the "World's Best KFC Franchisee", being ranked No. 1 QSR in India and No. 3 QSR globally under the Dow Jones Sustainability Index, and being recognized as a Top Quartile Gallup Employee Engagement Company for the sixth consecutive year, along with receiving the Gallup Exceptional Workplace Award for 2026.

At the meeting of the Board of Directors of the Company held on 28<sup>th</sup> April 2026, basis recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, Mr. Sanjay Purohit (DIN: 00117676), was re-appointed as the Whole-time Director and Group CEO of the Company, effective immediately from the expiry of his present term of office, i.e. from 23<sup>rd</sup> July 2026 for a tenure of 5 (five) consecutive years till 22<sup>nd</sup> July 2031 (both days inclusive), on such terms and conditions including payment of managerial remuneration as detailed herein below.

- 1. Basic Salary:** ₹ 98,02,128/- per annum
- 2. Perquisites & Allowances:** ₹ 2,77,58,652/- per annum.

Perquisites, Allowances and other benefits shall include housing rent allowance, medical assistance allowance, leave travel allowance, meal vouchers, telephone/handset allowance, books and periodicals, provident fund, gratuity, and such other special allowances and other benefits, by whatever name called, calculated as a percentage of basic salary or fixed amount, as per the policies/rules of the Company, wherever applicable.

Perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- 3. ESOP:** Stock Options, by whatever named called, granted/to be granted shall be as per the plan/scheme(s) framed by the Company, as per such terms/conditions/parameters as may be decided and approved by the Nomination and Remuneration Committee. The perquisite value of the stock options exercised/to be exercised by Mr. Sanjay Purohit shall be in addition to the remuneration/perquisites as mentioned hereinabove.

*It is further clarified that the Company has no intention to grant additional stock options to Mr. Sanjay Purohit, WTD & Group CEO, during the currency of his tenure, at the Company.*

- 4. Reimbursements:** Mr. Sanjay Purohit shall also be entitled to reimbursement of actual expenses including but not limited to telephone, traveling, hotel bill, conveyance, entertainment, miscellaneous expenses and incidents, incurred by him for and on behalf of and for the business of the Company in accordance with the Company's policy, wherever applicable.
- 5. Insurance:** Life Insurance Policy, Mediciam Policy, Directors & Officers Insurance Policy or such other cover/reimbursements, for self and family members, as per the policies/rules of the Company.
- 6. Retirals:** The Company's contribution to Provident Fund, Superannuation Fund, Pension, Gratuity, etc. shall be in accordance with the Company's policy.
- 7. Any other Benefits:** Such other benefits, perquisites, privileges, incentives and facilities, etc. as may be applicable from time to time to the directors/executives/employees of the Company.

- 8. Notice:** This appointment can be terminated either by the Company or by Whole Time Director himself, by giving notice in writing for a period of three months.
- 9. Increments/Variation:** The scope and quantum of remuneration including perquisites and allowances, incentives, etc. as specified herein above may be enhanced, widened, altered or varied by the Board (including its Committee thereof), from time to time in alignment with the Company's policy or otherwise.
- 10. Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the WTD & Group CEO shall be paid remuneration by way of salary, perquisites, allowances and benefits, incentives, etc. as set out hereinabove, including any revisions as approved by the Board (including its Committee thereof) from time to time, as minimum remuneration, in accordance with the provisions of the Act.
- 11. Period of Remuneration:** Period commencing from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029.
- 12. Retirement by Rotation:** Mr. Sanjay Purohit shall not be liable to retire by Rotation.

The above may be treated as a written memorandum setting out the terms of remuneration of Mr. Sanjay Purohit, Whole-time Director & Group CEO, pursuant to the provisions of Section 190 of the Act.

The Company has received requisite consent/disclosures/declarations as required under the Act and Listing Regulations from Mr. Sanjay Purohit, in relation to his appointment as WTD & Group CEO. Mr. Sanjay Purohit satisfies the conditions as set out in Section 196 and Schedule V of the Act for being eligible for re-appointment as Whole-time Director and is neither disqualified being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI Order or any other such authority. Pursuant to Section 160 of the Act, the Company has received a notice in writing from the member proposing the re-appointment of Mr. Sanjay Purohit as Whole-time Director and Group CEO.

The details of Mr. Sanjay Purohit, WTD & Group CEO, as required under the provisions of the Act, Secretarial Standards on General Meetings, Listing Regulations, etc. are provided hereunder and form part of this Notice.

#### I. General Information:

- (1) **Nature of industry:** Food and Beverages (Quick Service Restaurants).
- (2) **Date or expected date of commencement of commercial production:** Company has already commenced the commercial production and is in the business of operating restaurants.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (4) **Financial performance based on given indicators:**

(₹ in million)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Gross Income / Turnover	26,511.99	24,838.82	22,676.55
Total Expenditure	26,907.99	24,658.29	22,022.95
Profit / (loss) before tax & exceptional items	(396.00)	180.53	653.60
Profit / (loss) after tax	(484.60)	(63.20)	507.68

- (5) **Foreign investments or collaborations, if any:** The Company has received Foreign Direct Investment (FDI) in the past. As on 31<sup>st</sup> March 2026, the foreign investment including FDI in the Company constitutes 51.45% of total shareholding. The Company does not have, directly or indirectly, any foreign collaborations. However, the Company has foreign subsidiaries including in Sri-Lanka, which operates Pizza Hut, KFC and Taco Bell stores.

#### II. Information about Mr. Sanjay Purohit, Whole-time Director & Group CEO:

- (1) **Background detail:** Sanjay Purohit is the Whole Time Director and Group CEO of your Company. He had pursued mechanical engineering from Mangalore University and is an alumnus of The Indian Institute of Management Bangalore. Before joining our Company, he was the Managing Director for Levi Strauss & Co. India, and was also associated with Cadbury India Limited, Mobile Peevs Company Limited, Asian Paints (India) Limited, Aristocrat Marketing Limited, International Medical Company and Goodlass Nerolac Paints Limited. He has over 30 years of work experience across consumer product categories including food and apparel retail, packaged food and paints.

- (2) **Past remuneration:** During the past three financial years, the Company paid Mr. Sanjay Purohit, Whole-time Director & Group CEO remuneration (excluding ESOP prerequisites, retirements, etc.), as under:

Remuneration (₹ in millions)		
2023-24	2024-25	2025-26
37.81	37.56	38.16

- (3) **Recognition or awards:** Mr. Sanjay Purohit leadership has earned the Company many recognitions, awards and accolades from franchisor, industry associations, etc.
- (4) **Job profile and his suitability:** Mr. Sanjay Purohit is responsible for day-to-day management of the Company and shall carry out such duties as may be entrusted to him by the Board.
- (5) **Remuneration proposed:** As stated hereinabove in the explanatory statement.  
*It is further clarified that there has been no increment in the annual salary payable to Mr. Sanjay Purohit, Whole-time Director & Group CEO, as compared to the previous financial years, as stated above.*
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, growth plan, the profile, knowledge, industry benchmarks, skills and responsibilities shouldered by Mr. Sanjay Purohit, the remuneration proposed to be paid is commensurate with the remuneration paid to their similar counterparts in other companies.
- (7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Apart from receiving managerial remuneration mentioned hereinabove above and equity shares / stock options held, Mr. Sanjay Purohit does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other directors of the Company.

### III. Other information:

- (1) **Reasons of loss or inadequate profits:** The Company is already profitable at Operating level. The reason for PAT loss in FY26 is largely on account of low to negative same store sales growth due to soft consumer demand combined with new restaurant additions and exceptional costs on account of labour code and merger related expenses. Further,

inadequate profits are largely due to prior operating losses incurred/accumulated (excess of expenditure over income which has not been deducted/adjusted in any subsequent years) by the Company.

- (2) **Steps taken or proposed to be taken for improvement:** The Company continues to focus on driving same stores sales growth by doing fundamental work on Brand /Customer proposition building and grow scale with addition of restaurants. This will give positive operative leverage which combined with cost efficiencies and thereby improve unit economics.
- (3) **Expected increase in productivity and profits in measurable terms:** As mentioned above at point 2, building scale and improving unit economics (through better SSSG, operating cost and capex efficiency) will help grow both revenue and profits year on year.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

The Board of Directors of your Company is of the opinion that the re-appointment of Mr. Sanjay Purohit as Whole-time Director & Group CEO is in the best interest of the Company. Further, the total managerial remuneration payable to Mr. Sanjay Purohit, WTD & Group CEO, along with other Executive Director(s) and/or Non-Executive Directors of the Company, in any financial year, may exceed the limits of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder. Hence, the approval of the Members is sought by way of Special Resolution pursuant to the relevant provisions of Section 197 of the Act and rules made thereunder read with Schedule V to the Act.

Except Mr. Sanjay Purohit, being himself as a director and to the extent of his shareholding in the Company, if any, no other Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution set out in Item no. 4 of the Notice. The relatives of Mr. Sanjay Purohit may be deemed to be interested in the resolution to the extent of their shareholding, if any.

**ITEM NO. 5****Re-appointment of Mr. Sunil Chandiramani (DIN: 00524035) as Chairman and Independent Director for a second term and approval of remuneration payable to Mr. Sunil Chandiramani.**

The Shareholders of the Company at their meetings held on 6<sup>th</sup> August 2021 had appointed Mr. Sunil Chandiramani (DIN: 00524035) as Chairman and Independent Director of the Company for the first term of 5 (five) consecutive years with effect from 5<sup>th</sup> August 2021 upto 4<sup>th</sup> August 2026 (both days inclusive) basis recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors.

The Nomination and Remuneration Committee, after taking into account the performance evaluation report of Mr. Sunil Chandiramani during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, has approved and recommended to the Board of Directors, the re-appointment of Mr. Sunil Chandiramani, as Chairman and Independent Director for a second term.

Subsequently, the Board of Directors at its meeting held on 28<sup>th</sup> April 2026, considering professional background, experience and contributions made by Mr. Sunil Chandiramani during his first tenure, opined that the continued association of Mr. Sunil Chandiramani would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, it was proposed to seek approval of the shareholders for re-appointment of Mr. Sunil Chandiramani as an Independent Director of the Company, not liable to retire by rotation, effective immediately from the expiry of his present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive).

The Company has received declaration from Mr. Sunil Chandiramani that he meets the criteria of independence as prescribed under the applicable provisions of the Companies Act, 2013 ("Companies Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Mr. Sunil Chandiramani and based on the said declaration submitted by him, the Board has opined that Mr. Sunil Chandiramani is Independent of the Management. In terms of Section 164 of the Companies Act, Mr. Sunil Chandiramani is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Company. The Company has also received a notice in writing under Section 160 of the Companies Act from a member proposing his candidature for the office of Director.

Further, as per section 197 of the Companies Act, 2013 read with Schedule V and rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('SEBI Listing Regulations'), permits the payment of remuneration to a Director who is neither a Whole Time Director nor a Managing Director of a company, by way of commission or otherwise, not exceeding one percent of the net profits of the company, if the shareholders of the company authorizes such payment.

Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder (as amended from time to time), if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

The Independent Directors devote their valuable time and brings their skills, expertise and experience to the Company. The Board of Directors of your Company is of the view that the Independent Directors have higher responsibility for their meaningful engagement and participation in Board and Committee meetings and hence they should be rewarded adequately even in case of inadequacy of profits or losses.

Mr. Sunil Chandiramani, Independent Director is designated as Chairman of the Board of Directors and plays a very crucial role in terms of bringing objectivity into the functioning of the Board and improving its effectiveness. The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, has decided to pay Mr. Sunil Chandiramani, Chairman and Independent Director, remuneration at a fixed amount as proposed in the Resolution No. 5 of this Notice. The remuneration payable shall be for a period commencing from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 OR upto the effective date of proposed merger of the Company with Devyani International Limited as per the Scheme of Arrangement, whichever is earlier.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

The details of Mr. Sunil Chandiramani, Chairman and Independent Director, as required under the provisions of the Companies Act, 2013, Secretarial Standards on General Meetings, SEBI Listing Regulations, etc. are provided hereunder and form part of this Notice.

**I). General information:**

- (1) **Nature of industry:** Food and Beverage Service Activity (Quick Service Restaurants).
- (2) **Date or expected date of commencement of commercial production:** Company has already commenced the commercial production and is in the business of operating restaurants.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (4) **Financial performance based on given indicators:**

(₹ in million)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Gross Income / Turnover	26,511.99	24,838.82	22,676.55
Total Expenditure	26,907.99	24,658.29	22,022.95
Profit / (loss) before tax & exceptional items	(396.00)	180.53	653.60
Profit / (loss) after tax	(484.60)	(63.20)	507.68

- (5) **Foreign investments or collaborations, if any:** The Company has received Foreign Direct Investment (FDI) in the past. As on 31<sup>st</sup> March 2026, the foreign investment including FDI in the Company constitutes 51.45% of total shareholding. The Company does not have, directly or indirectly, any foreign collaborations. However, the Company has foreign subsidiaries including in Sri-Lanka, which operates Pizza Hut, KFC and Taco Bell stores.
- (4) **Job profile and his suitability:** Mr. Sunil Chandiramani worked for 25 years with Ernst & Young LLP, India's leading professional services firm. He was the CEO of the Advisory Practice and responsible for building India's Largest Advisory Practice (3000 Professionals). He also led the development of the Global Innovation Strategy for EY Global (a USD 27 Billion enterprise) to identify growth opportunities.

**II). Information about Mr. Sunil Chandiramani:**

- (1) **Background detail:** Mr. Sunil Chandiramani holds a bachelor's degree in commerce from University of Mumbai, and an honours diploma in systems management from the National Institute of Information Technology. He is also an associate of the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with S.R. Batliboi & Co. LLP and with Ernst & Young LLP as a partner. He is also the founder of NYKA Advisory Services and currently manages its business affairs as the proprietor. He has experience of over 30 years and has worked in the field of accounting and advisory services.
- (2) **Past remuneration:** During FY 2025-26, the Company has paid ₹ 20,00,000/- as remuneration and ₹ 5,00,000/- as sitting fees to Mr. Sunil Chandiramani.
- (3) **Recognition or awards:** Widely regarded as a thought leader, Mr. Sunil Chandiramani has been invited to speak at conferences both in India and Overseas and at prestigious forums like CII, NASSCOM, American Chamber of Commerce, leading Management institutions and The Institute of Internal Auditors. He has also served as the Mumbai chapter president for the Institute of Internal Auditors and was a member on the Board of Governors for the institute of Internal Auditors, in India.
- Mr. Sunil Chandiramani has the credit of turning around loss making practices, developing and grooming leaders and implementing sales interventions and account management programs to deliver hyper growth. He also serves on the CII Corporate Governance Committee and contributes on the agenda of Policy changes and improving corporate governance. Mr. Sunil Chandiramani has been a member of committees constituted by ICAI (Digital Accounting and Assurance Board), Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and CII. He is on the Advisory panel for Universal Business School (UBS) and the Information Security Management Group.
- Mr. Sunil Chandiramani also serves as Independent Director on the Boards of Rupa & Company Limited, Kalpataru Limited, IKF Finance Limited and Updater Services Limited.
- (5) **Remuneration proposed:** As stated in the resolution read with the explanatory statement.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, growth plan, the profile of the Independent Director, knowledge, industry benchmarks, skills and responsibilities shouldered by Mr. Sunil Chandiramani as Chairman and Independent

Director, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

- (7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Apart from receiving managerial remuneration mentioned above and sitting fees payable, if any, Mr. Sunil Chandiramani does not have any other pecuniary relationship with the Company.

### III. Other information:

- (1) **Reasons of loss or inadequate profits:** The Company is already profitable at Operating level. The reason for PAT loss in FY26 is largely on account of low to negative same store sales growth due to soft consumer demand combined with new restaurant additions and exceptional costs on account of labour code and merger related expenses. Further, inadequate profits is largely due to prior operating losses incurred/accumulated (excess of expenditure over income which has not been deducted/adjusted in any subsequent years) by the Company.
- (2) **Steps taken or proposed to be taken for improvement:** The Company continues to focus on driving same stores sales growth by doing fundamental work on Brand /Customer proposition building and grow scale with addition of restaurants. This will give positive operative leverage which combined with cost efficiencies and thereby improve unit economics.
- (3) **Expected increase in productivity and profits in measurable terms:** As mentioned above at point 2, building scale and improving unit economics (through better SSSG, operating cost and capex efficiency) will help grow both revenue and profits year on year.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a Special Resolution. Further, the total managerial remuneration payable to Mr. Sunil Chandiramani, along with other Executive Director(s) and/or Non-Executive Directors of the Company, in any financial year, may exceed the limits of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder. Hence, the approval of the Members is sought by way of special resolution pursuant to the relevant provisions of Section 197 of the Act and rules made thereunder read with Schedule V to the Act.

Your Board is of the opinion that the re-appointment of Mr. Sunil Chandiramani as Chairman and Independent Director and the remuneration payable during the currency of his second term, is in the best interest of the Company and accordingly recommends resolution as set out under Item No. 5 of the Notice as Special Resolution for approval of members.

None of the Directors/key managerial personnel and/or their relatives, except Mr. Sunil Chandiramani and his relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by Mr. Sunil Chandiramani in the Company, in the resolution set out in Item No. 5 of the Notice.

### ITEM NO. 6

#### **Re-appointment of Ms. Deepa Wadhwa (DIN: 07862942), Independent Director for a second term of 5 (five) consecutive years and approval of remuneration payable to Ms. Deepa Wadhwa.**

The Shareholders of the Company at their meetings held on 6<sup>th</sup> August 2021 had appointed Ms. Deepa Wadhwa (DIN: 07862942) as Independent Director of the Company for the first term of 5 (five) consecutive years with effect from 5<sup>th</sup> August 2021 upto 4<sup>th</sup> August 2026 (both days inclusive) basis recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors.

The Nomination and Remuneration Committee, after taking into account the performance evaluation report of Ms. Deepa Wadhwa during her first term of 5 (Five) years and considering her knowledge, acumen, expertise, substantial contribution and time commitment, has approved and recommended to the Board of Directors, the re-appointment of Ms. Deepa Wadhwa, as Independent Director for a second term.

Subsequently, the Board of Directors at its meeting held on 28<sup>th</sup> April 2026, considering professional background, experience and contributions made by Ms. Deepa Wadhwa during her first tenure, opined that the continued association of Ms. Deepa Wadhwa would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director. Accordingly, it was proposed to seek approval of the shareholders for re-appointment of Ms. Deepa Wadhwa as an Independent Director of the Company, not liable to retire by rotation, effective immediately from the expiry of her present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive).

The Company has received declaration from Ms. Deepa Wadhwa that she meets the criteria of independence as prescribed under the applicable provisions of the Companies Act, 2013 ("Companies Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Ms. Deepa Wadhwa and based on the said declaration submitted by her, the Board has opined that Ms. Deepa Wadhwa is Independent of the Management. In terms of Section 164 of the Companies Act, Ms. Deepa Wadhwa is not disqualified from being appointed as a Director and has given her consent to act as a Director of the Company. The Company has also

received a notice in writing under Section 160 of the Companies Act from a member proposing her candidature for the office of Director.

Further, as per section 197 of the Companies Act, 2013 read with Schedule V and rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), permits the payment of remuneration to a Director who is neither a Whole Time Director nor a Managing Director of a company, by way of commission or otherwise, not exceeding one percent of the net profits of the company, if the shareholders of the company authorizes such payment.

Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder (as amended from time to time), if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

The Independent Directors devote their valuable time and brings their skills, expertise and experience to the Company. The Board of Directors of your Company is of the view that the Independent Directors have higher responsibility for their meaningful engagement and participation in Board and Committee meetings and hence they should be rewarded adequately even in case of inadequacy of profits or losses.

Ms. Deepa Wadhwa, Independent Director plays a very crucial role in terms of bringing objectivity into the functioning of the Board and improving its effectiveness. The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, has decided to pay Ms. Deepa Wadhwa, Independent Director, remuneration at a fixed amount as proposed in the Resolution No. 6 of this Notice. The remuneration payable shall be for a period commencing from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 OR upto the effective date of proposed merger of the Company with Devyani International Limited as per the Scheme of Arrangement, whichever is earlier.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

The details of Ms. Deepa Wadhwa, Independent Director, as required under the provisions of the Companies Act, 2013, Secretarial Standards on General Meetings, SEBI Listing Regulations, etc. are provided hereunder and form part of this Notice.

#### I). General information:

- (1) **Nature of industry:** Food and Beverage Service Activity (Quick Service Restaurants).
- (2) **Date or expected date of commencement of commercial production:** Company has already commenced the commercial production and is in the business of operating restaurants.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (4) **Financial performance based on given indicators:**

(₹ in million)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Gross Income / Turnover	26,511.99	24,838.82	22,676.55
Total Expenditure	26,907.99	24,658.29	22,022.95
Profit / (loss) before tax & exceptional items	(396.00)	180.53	653.60
Profit / (loss) after tax	(484.60)	(63.20)	507.68

(5) **Foreign investments or collaborations, if any:** The Company has received Foreign Direct Investment (FDI) in the past. As on 31<sup>st</sup> March 2026, the foreign investment including FDI in the Company constitutes 51.45% of total shareholding. The Company does not have, directly or indirectly, any foreign collaborations. However, the Company has foreign subsidiaries including in Sri-Lanka, which operates Pizza Hut, KFC and Taco Bell stores.

**II). Information about Ms. Deepa Wadhwa:**

- (1) **Background detail:** Ms. Deepa Wadhwa holds a bachelor's degree of science from Madras University and a degree of Master of Arts from Sri Venkateswara University. She served in the Indian Foreign Services ("IFS") from July 1979 to November 2015, in the capacity of inter alia, ambassador in Stockholm, Doha and Tokyo. During her career with experience of over 36 years in the IFS, she had also held other assignments in Geneva, Hong Kong, China, Netherlands, the International Labour Organization (ILO) and served as a joint secretary in the Ministry of External Affairs.
- (2) **Past remuneration:** During FY 2025-26, the Company has paid ₹ 20,00,000/- as remuneration to Ms. Deepa Wadhwa.
- (3) **Recognition or awards:** Ms. Deepa Wadhwa has been a career diplomat who served in the Indian Foreign Services (IFS) from July 1979 to December 2015. Ms. Wadhwa is currently Chairperson of the India – Japan Friendship Forum located in FICCI and in on the Governing Council of the Asian Confluence based in Shillong. She is associated with think tanks dealing with foreign and strategic policy, such as the Vivekananda International Foundation, and the Institute of Chinese Studies based in New Delhi.
- (4) **Job profile and her suitability:** Ms. Deepa Wadhwa serves as Independent Director on the Boards of JK Cement Ltd, JK Paper Ltd., Bengal & Assam Co Ltd., Subros Ltd., Artemis Medicare Services Ltd. and NDR Auto Components Ltd. She also serves on the Advisory Boards of Power Transmission and Distribution IC, and WET IC of the Larsen & Toubro Group.
- (5) **Remuneration proposed:** As stated in the resolution read with the explanatory statement.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, growth plan, the profile, knowledge, industry benchmarks, skills and responsibilities of Ms. Deepa Wadhwa as Independent Director of the Company, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

(7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Apart from receiving managerial remuneration mentioned above and sitting fees payable, if any, Ms. Deepa Wadhwa does not have any other pecuniary relationship with the Company.

**III. Other information:**

- (1) **Reasons of loss or inadequate profits:** The Company is already profitable at Operating level. The reason for PAT loss in FY26 is largely on account of low to negative same store sales growth due to soft consumer demand combined with new restaurant additions and exceptional costs on account of labour code and merger related expenses. Further, inadequate profits is largely due to prior operating losses incurred/accumulated (excess of expenditure over income which has not been deducted/adjusted in any subsequent years) by the Company.
- (2) **Steps taken or proposed to be taken for improvement:** The Company continues to focus on driving same stores sales growth by doing fundamental work on Brand /Customer proposition building and grow scale with addition of restaurants. This will give positive operative leverage which combined with cost efficiencies and thereby improve unit economics.
- (3) **Expected increase in productivity and profits in measurable terms:** As mentioned above at point 2, building scale and improving unit economics (through better SSSG, operating cost and capex efficiency) will help grow both revenue and profits year on year.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a Special Resolution. Further, pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person, reappoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Ms. Deepa Wadhwa will attain the age of 75 years during the continuation of her second term i.e., on 28<sup>th</sup> November 2030. Accordingly, the prior approval of the Members of the Company is being sought by way of a Special Resolution for the same.

The total managerial remuneration payable to Ms. Deepa Wadhwa, Independent Director, along with other Executive Director(s) and/or Non-Executive Directors of the Company, in any financial year, may exceed the limits of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder. Hence, the approval of the Members is sought by way of special resolution pursuant to the relevant provisions of Section 197 of the Act and rules made thereunder read with Schedule V to the Act.

Your Board is of the opinion that the re-appointment of Ms. Deepa Wadhwa as an Independent Director and remuneration payable during the currency of her second term, is in the best interest of the Company and accordingly recommends resolution as set out under Item No. 6 of the Notice as Special Resolution for approval of members.

None of the Directors/key managerial personnel and/or their relatives, except Ms. Deepa Wadhwa and her relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by Mr. Deepa Wadhwa in the Company, in the resolution set out in Item No. 6 of the Notice.

### ITEM NO. 7

#### **Re-appointment of Ms. Anu Aggarwal (DIN: 07301689), Independent Director for a second term of 5 (five) consecutive years.**

The Shareholders of the Company at their meetings held on 6<sup>th</sup> August 2021 had appointed Ms. Anu Aggarwal (DIN: 07301689) as Independent Director of the Company for the first term of 5 (five) consecutive years with effect from 5<sup>th</sup> August 2021 upto 4<sup>th</sup> August 2026 (both days inclusive) basis recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors.

The Nomination and Remuneration Committee, after taking into account the performance evaluation report of Ms. Anu Aggarwal during her first term of 5 (Five) years and considering her knowledge, acumen, expertise, substantial contribution and time commitment, has approved and recommended to the Board of Directors, the re-appointment of Ms. Anu Aggarwal, as Independent Director for a second term.

Subsequently, the Board of Directors at its meeting held on 28<sup>th</sup> April 2026, considering professional background, experience and contributions made by Ms. Anu Aggarwal during her first tenure, opined that the continued association of Ms. Anu Aggarwal would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director. Accordingly, it was proposed to seek approval of the shareholders for re-appointment of Ms. Anu Aggarwal as an Independent Director of the Company, not liable to retire by rotation, effective immediately from the expiry of her present term of office i.e. from 5<sup>th</sup> August 2026 to hold office for a second term of 5 (five) consecutive years till 4<sup>th</sup> August 2031 (both days inclusive). Ms. Anu Aggarwal, will not draw any remuneration from the Company during the currency of her second term.

The Company has received declaration from Ms. Anu Aggarwal that she meets the criteria of independence

as prescribed under the applicable provisions of the Companies Act, 2013 ("Companies Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Ms. Anu Aggarwal and based on the said declaration submitted by her, the Board has opined that Ms. Anu Aggarwal is Independent of the Management. In terms of Section 164 of the Companies Act, Ms. Anu Aggarwal is not disqualified from being appointed as a Director and has given her consent to act as a Director of the Company. The Company has also received a notice in writing under Section 160 of the Companies Act from a member proposing her candidature for the office of Director.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

The brief profile of Ms. Anu Aggarwal, in terms of SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a Special Resolution. Your Board accordingly recommends resolution as set out under Item No. 7 of the Notice as Special Resolution for approval of members.

None of the Directors/key managerial personnel and/or their relatives, except the Ms. Anu Aggarwal and her relatives, are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

**ITEM NO. 8****Continuation of appointment of Mr. Sumeet Narang (DIN: 01874599) as Non-Executive Nominee Director of the Company.**

The Members may note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") amendment dated 15<sup>th</sup> July 2023, applicable with effect from 1<sup>st</sup> April 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Mr. Sumeet Narang (DIN: 01874599) was appointed as the Non-Executive Nominee Director (nominee representative of Sapphire Foods Mauritius Limited), of the Company, not liable to retire by rotation effective from 22<sup>nd</sup> July 2021. The period of five years as per Regulation 17(1D) of SEBI Listing Regulations will be coming to an end on 21<sup>st</sup> July 2026. Therefore, Mr. Sumeet Narang can continue as Non-Executive Nominee Director of the Company, not liable to retire by rotation effective from 22<sup>nd</sup> July 2026, subject to the approval by the Members at an ensuing Annual General Meeting of the Company.

Mr. Sumeet Narang holds a bachelor's degree in Mechanical Engineering from University of Roorkee and has completed his Master's in Business Administration from Harvard University. He has also pursued a Post Graduate Diploma in Management from Indian Institute of Management, Lucknow. Mr. Sumeet Narang is a recipient of the prestigious John L. Loeb Award, from the MBA Financial AID and Fellowship Board, Harvard Business School. Prior to joining the Company, he was associated with Citigroup, India. He is also the Founder and Managing Director of Samara India Advisors Private Limited. He has over 20 years of experience in the field of inter alia banking and investments.

In view of the above and after careful consideration of the performance of Mr. Sumeet Narang over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mr. Sumeet Narang as Non-Executive Nominee Director, not liable to retire by rotation for the period of 5 (five) consecutive years commencing from 22<sup>nd</sup> July 2026 to 21<sup>st</sup> July 2031 (both days inclusive). Mr. Sumeet Narang, will not draw any remuneration from the Company during the currency of his tenure.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory

and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

The brief profile of Mr. Sumeet Narang, in terms of SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Your Board accordingly recommends resolution as set out under Item No. 8 of the Notice as Ordinary Resolution for approval of members.

None of the Directors/key managerial personnel and/or their relatives, except the Mr. Sumeet Narang and his relatives, are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

**ITEM NO. 9****Appointment of Mr. Vikram Agarwal (DIN: 03038370) as Non-Executive Nominee Director of the Company.**

Pursuant to the resignation of Mr. Vinod Nambiar as Non-Executive Nominee Director from the Board of Directors of Sapphire Foods India Limited ("Company"), Sapphire Foods Mauritius Limited ("SFML"), promoter shareholder, in terms of the right under the Articles of Association ("Articles") of the Company, has nominated Mr. Vikram Agarwal (DIN: 03038370) for appointment as Non-Executive Nominee Director on the Board of Directors of the Company.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Members are requested to note that pursuant to nomination received from Sapphire Foods Mauritius Limited and upon recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors on 19<sup>th</sup> June 2026 approved appointment of Mr. Vikram Agarwal, as an Additional Director in the capacity of Non-Executive Nominee Director of the Company in terms of Section

161(1) of the Act, subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting. Mr. Vikram Agarwal shall not draw any remuneration from the Company during the currency of his tenure.

Members may kindly note that, in view of the proposed merger of the Company with Devyani International Limited, subject to the receipt of requisite statutory, regulatory and other necessary approvals, and in accordance with the relevant provisions of the Scheme of Arrangement ("Scheme"), the directors of your Company, whether in employment or otherwise, shall not get any vested right to be the directors on the Board of the Transferee Company, upon the Scheme becoming effective. The continuity and stability in the existing composition of the Board of Directors is therefore considered essential for ensuring seamless governance, effective oversight and efficient implementation of the proposed merger, until the Scheme becomes effective.

Brief profile of Mr. Vikram Agarwal and disclosure(s) / information under the Listing Regulations and the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to the Notice.

Further, the Company has received consent in writing from Mr. Vikram Agarwal to act as Director of the Company and declaration(s) and confirmation(s) stating that he is not disqualified from being appointed as Director of the Company in terms of Section 164 and other applicable provisions of the Act and the Securities and Exchange Board of India.

Members are requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Vikram Agarwal, as a Non-Executive Nominee Director on the Board of Directors of the Company.

Your Board accordingly recommends resolution as set out under Item No. 9 of the Notice as Ordinary Resolution for approval of members.

None of the Directors/key managerial personnel and/or their relatives, except the Mr. Vikram Agarwal and his relatives, are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out in Item No. 9 of the Notice.

**By order of the Board of Directors  
For SAPPHERE FOODS INDIA LIMITED**

**SACHIN DUDAM  
COMPANY SECRETARY & COMPLIANCE OFFICER  
(Membership No. A31812)**

Place: Mumbai

Date: 19<sup>th</sup> June 2026

**Registered Office Address:**

SCO 328, Sector - 9,  
Panchkula - 134109,  
Haryana.

**Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:**

**1) MR. KABIR THAKUR:**

S. N.	Particulars	Details of Mr. Kabir Thakur
1	DIN	08422362
2	Age	45 years
3	Brief Resume and Qualification	Mr. Kabir holds a bachelor's degree in commerce and a degree in Master of Management Studies from University of Mumbai.  Mr. Kabir Thakur is currently serving as Senior Managing Director and CIO at Creador. Prior to joining Creador, he has spent 15 years at Chrys Capital, a leading private equity firm and 2 years at Citibank's investment banking division. He has experience of over 18 years and has worked in the field of investment and private equity.
4	Nature of his expertise in specific functional areas	Mr. Kabir has experience of over 16 years and has worked in the field of investment and private equity.
5	Date of First appointment on the Board	5 <sup>th</sup> August 2021
6	Terms & Conditions of Appointment, other than remuneration	Non-Executive Nominee Director, liable to retire by rotation
7	Remuneration sought to be paid, if any	NIL
8	Remuneration last drawn by such person	NIL
9	Shareholding in the Company	NIL
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	None
11	Number of Meetings of the Board attended during the year	6
12	Listed entities from which the person has resigned in the past three years	NIL
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>1. Cavinkare Private Limited;</li> <li>2. Paras Healthcare Limited;</li> <li>3. Shriji Polymers (India) Limited;</li> <li>4. Ivalue Infosolutions Limited;</li> <li>5. EDME Services Private Limited;</li> <li>6. Accumax Lab Devices Private Limited.</li> </ol> <p><b>Membership/Chairmanship of the Committee:</b></p> <ol style="list-style-type: none"> <li>1. Paras Healthcare Limited <ul style="list-style-type: none"> <li>• Audit Committee, Risk Management Committee, Stakeholders Relationship Committee - Member.</li> </ul> </li> <li>2. Ivalue Infosolutions Limited <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Chairperson.</li> <li>• Audit Committee, Nomination and Remuneration Committee &amp; Risk Management Committee - Member.</li> </ul> </li> </ol>

**2) MR. VIJAY JAIN:**

S. N.	Particulars	Details of Mr. Vijay Jain
1	DIN	11129200
2	Age	45 years
3	Brief Resume and Qualification	Mr. Vijay Jain holds a Bachelor's Degree in Commerce from University of Mumbai and is an associate of the Institute of Chartered Accountants of India, after completing his Chartered Accountancy course in the year 2002 with All India Rank of 42 <sup>nd</sup> . Mr. Vijay Jain is a senior finance and strategy executive with 20+ years of experience and has steered finance functions for multi-format Consumer, Retail and QSR sectors.
4	Nature of his expertise in specific functional areas	Mr. Vijay Jain has played a significant role in driving the Company's strategic initiatives and some of the key impact areas are: <ul style="list-style-type: none"> <li>• Business transformation of Sapphire Foods driving scale (~4x Store growth, 5x Revenue growth between FY18 to FY25) and profitability (from loss making to PAT profitability).</li> <li>• Leading the Company to its public listing in November 2021.</li> <li>• Capital raising prior to IPO through multiple Private Equity, Debt Funding Rounds.</li> <li>• Setting up the Governance, Audit, Risk, ESG and Compliance framework of the organization including digitization.</li> <li>• Led end-to-end digital transformation of the finance function. Achieving a 4x store &amp; 5x revenue expansion between FY18 to FY25, with the same finance headcount.</li> <li>• Sapphire Foods is rated and ranked #1 in India, #3 in Global QSR Companies and 98<sup>th</sup> percentile globally on Dow Jones Sustainability Index in the QSR sector.</li> </ul>
5	Date of First appointment on the Board	28 <sup>th</sup> May 2025
6	Terms & Conditions of Appointment, other than remuneration	Executive Director & CFO, liable to retire by rotation
7	Remuneration sought to be paid, if any	As approved by the Shareholders and Board of Directors of the Company, from time to time.
8	Remuneration last drawn by such person	During FY 2025-26, the Company paid Mr. Vijay Jain remuneration of ₹ 22.69 million including perquisites, allowances, etc. (excluding ESOP perquisites, if any).
9	Shareholding in the Company	NIL
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	None
11	Number of Meetings of the Board attended during the year	5 (1 meeting as attendee in the capacity of Chief Financial Officer)
12	Listed entities from which the person has resigned in the past three years	NIL
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<b>Directorships:</b> Gamma Pizzakraft Lanka (Private) Limited, wholly-owned subsidiary of the Company.

**3) MR. SANJAY PUROHIT:**

S. N.	Particulars	Details of Mr. Sanjay Purohit
1	DIN	00117676
2	Age	61 Years
3	Brief Resume and Qualification	As per explanatory statement for Item Nos. 4.
4	Nature of his expertise in specific functional areas	As per explanatory statement for Item Nos. 4.
5	Date of First appointment on the Board	31 <sup>st</sup> August 2016
6	Terms & Conditions of Appointment, other than remuneration	As approved by the Shareholders and Board of Directors of the Company, from time to time.
7	Remuneration sought to be paid, if any	As mentioned in the Notice of 17 <sup>th</sup> AGM
8	Remuneration last drawn by such person	During FY 2025-26, the Company paid Mr. Sanjay Purohit remuneration of ₹38.16 million including perquisites, allowances, etc. (excluding ESOP perquisites (if any), retiral, etc.).
9	Shareholding in the Company	15,97,000 Equity Shares of the Company pursuant to exercise of Stock Options

S. N.	Particulars	Details of Mr. Sanjay Purohit
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	Nil
11	Number of Meetings of the Board attended during the year	6
12	Listed entities from which the person has resigned in the past three years	Nil
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<b>Directorships:</b> Gamma Pizzakraft Lanka (Private) Limited, wholly-owned subsidiary of the Company.

#### 4) MR. SUNIL CHANDIRAMANI:

S. N.	Particulars	Details of Mr. Sunil Chandiramani
1	DIN	00524035
2	Age	57 Years
3	Brief Resume and Qualification	As per explanatory statement for Item Nos. 5.
4	Nature of his expertise in specific functional areas	As per explanatory statement for Item Nos. 5.
5	Date of First appointment on the Board	5 <sup>th</sup> August 2021
6	Terms & Conditions of Appointment, other than remuneration	Chairman and Independent Director. Not liable to retire by rotation
7	Remuneration sought to be paid, if any	As mentioned in the Notice of 17 <sup>th</sup> AGM
8	Remuneration last drawn by such person	During FY 2025-26, the Company paid Mr. Sunil Chandiramani remuneration of ₹ 20 lakhs and sitting fee of ₹ 5 lakhs for attending Board and Committee meetings.
9	Shareholding in the Company	Nil
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	Nil
11	Number of Meetings of the Board attended during the year	6
12	Listed entities from which the person has resigned in the past three years	Nil
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<b>Directorships:</b> <ol style="list-style-type: none"> <li>Vigyanlabs Innovations Private Limited;</li> <li>Updater Services Limited;</li> <li>Davadost Pharma Private Limited;</li> <li>Rupa &amp; Company Limited;</li> <li>Denave India Private Limited;</li> <li>IKF Finance Limited;</li> <li>Kalpataru Limited;</li> <li>More Retail Private Limited.</li> </ol> <b>Membership/ Chairmanship of the Committee:</b> <ol style="list-style-type: none"> <li>Updater Services Limited. <ul style="list-style-type: none"> <li>Audit Committee &amp; Risk Management Committee – Chairperson</li> <li>Nomination and Remuneration Committee – Member.</li> </ul> </li> <li>Denave India Private Limited. <ul style="list-style-type: none"> <li>Audit Committee - Member.</li> </ul> </li> <li>IKF Finance Limited. <ul style="list-style-type: none"> <li>Audit Committee – Chairperson.</li> <li>Stakeholders Relationship Committee &amp; IT Strategy Committee – Member.</li> </ul> </li> <li>Kalpataru Limited. <ul style="list-style-type: none"> <li>Audit Committee &amp; Nomination and Remuneration Committee – Member.</li> </ul> </li> <li>Rupa &amp; Company Limited. <ul style="list-style-type: none"> <li>Risk Management Committee – Chairperson.</li> </ul> </li> </ol>

**5) MS. DEEPA WADHWA:**

S. N.	Particulars	Details of Ms. Deepa Wadhwa
1	DIN	07862942
2	Age	70 Years
3	Brief Resume and Qualification	As per explanatory statement for Item Nos. 6.
4	Nature of her expertise in specific functional areas	As per explanatory statement for Item Nos. 6.
5	Date of First appointment on the Board	5 <sup>th</sup> August 2021
6	Terms & Conditions of Appointment, other than remuneration	Independent Director, not liable to retire by rotation
7	Remuneration sought to be paid, if any	As mentioned in the Notice of 17 <sup>th</sup> AGM
8	Remuneration last drawn by such person	During FY 2025-26, the Company paid Ms. Deepa Wadhwa remuneration of ₹ 20 lakhs for attending Board and Committee meetings.
9	Shareholding in the Company	Nil
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	Nil
11	Number of Meetings of the Board attended during the year	6
12	Listed entities from which the person has resigned in the past three years	Nil
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>J.K. Cement Limited;</li> <li>JK Paper Limited;</li> <li>Bengal &amp; Assam Company Limited;</li> <li>Mukand Sumi Special Steel Limited;</li> <li>ASA Corporate Catalyst India Private Limited;</li> <li>NDR Auto Components Limited;</li> <li>L&amp;T Metro Rail (Hyderabad) Limited;</li> <li>Subros Limited;</li> <li>Bhavnagar Port Infrastructure Private Limited;</li> <li>J.K Cement Saifco Private Limited.</li> </ol> <p><b>Membership/ Chairmanship of the Committee:</b></p> <ol style="list-style-type: none"> <li>J.K. Cement Limited. <ul style="list-style-type: none"> <li>CSR Committee – Chairperson.</li> <li>Stakeholders Relationship Committee &amp; Nomination and Remuneration Committee – Member.</li> </ul> </li> <li>JK Paper Limited. <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee, Nomination and Remuneration Committee &amp; CSR Committee – Member.</li> </ul> </li> <li>NDR Auto Components Limited. <ul style="list-style-type: none"> <li>Audit Committee &amp; Stakeholders Relationship Committee – Member.</li> </ul> </li> <li>L&amp;T Metro Rail (Hyderabad) Limited. <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee &amp; Nomination and Remuneration Committee – Chairperson.</li> </ul> </li> <li>Subros Limited. <ul style="list-style-type: none"> <li>Risk Management Committee – Chairperson.</li> <li>Nomination and Remuneration Committee – Member.</li> </ul> </li> <li>J.K Cement Saifco Private Limited. <ul style="list-style-type: none"> <li>Audit Committee – Member.</li> </ul> </li> </ol>

**6) MS. ANU AGGARWAL:**

S. N.	Particulars	Details of Ms. Anu Aggarwal
1	DIN	07301689
2	Age	54 years
3	Brief Resume and Qualification	Ms. Anu Aggarwal had pursued Master of Management Studies from Jamnalal Bajaj Institute of Management Studies, University of Mumbai. She was recognised amongst Economic Time's 'women ahead' for the year 2016. Prior to joining our Company, Ms. Anu was associated with Citi Bank NA's Global Corporate and Investment Banking Team for 12 years. She is currently working as a president in the wholesale banking division of Kotak Mahindra Bank Limited and has a working experience of over 25 years in the banking sector.
4	Nature of her expertise in specific functional areas	Ms. Anu Aggarwal is a professional banker and currently heads Conglomerates and Corporate Groups at Kotak Mahindra Bank for the last 18 years. A member of the leadership team, she has been instrumental in building the Corporate Banking franchise of the Bank.
5	Date of First appointment on the Board	5 <sup>th</sup> August 2021
6	Terms & Conditions of Appointment, other than remuneration	Independent Director, not liable to retire by rotation
7	Remuneration sought to be paid, if any	Nil
8	Remuneration last drawn by such person	Nil
9	Shareholding in the Company	Nil
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	None
11	Number of Meetings of the Board attended during the year	5
12	Listed entities from which the person has resigned in the past three years	Nil
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>Kotak Mahindra General Insurance Company Limited.</li> </ol> <p><b>Membership/ Chairmanship of the Committee:</b></p> <ol style="list-style-type: none"> <li>Kotak Mahindra General Insurance Company Limited. <ul style="list-style-type: none"> <li>Audit Committee &amp; CSR Committee – Member.</li> </ul> </li> </ol>

**7) MR. SUMEET NARANG:**

S. N.	Particulars	Details of Mr. Sumeet Narang
1	DIN	01874599
2	Age	50 years
3	Brief Resume and Qualification	As per explanatory statement for Item Nos. 8.
4	Nature of his expertise in specific functional areas	As per explanatory statement for Item Nos. 8.
5	Date of First appointment on the Board	9 <sup>th</sup> February 2015
6	Terms & Conditions of Appointment, other than remuneration	Non-Executive Nominee Director, not liable to retire by rotation
7	Remuneration sought to be paid, if any	NIL
8	Remuneration last drawn by such person	NIL
9	Shareholding in the Company	NIL
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	None
11	Number of Meetings of the Board attended during the year	6

S. N.	Particulars	Details of Mr. Sumeet Narang
12	Listed entities from which the person has resigned in the past three years	Nil
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>Godrej Consumer Products Limited;</li> <li>Godrej Properties Limited;</li> <li>Godrej Africa Holdings Limited;</li> <li>More Consumer Brands Consumer Private Limited;</li> <li>Samara India Advisors Private Limited.</li> </ol> <p><b>Membership/ Chairmanship of the Committee:</b></p> <ol style="list-style-type: none"> <li>Godrej Consumer Products Limited. <ul style="list-style-type: none"> <li>Audit Committee - Chairperson.</li> <li>Stakeholders Relationship Committee &amp; Nomination and Remuneration Committee – Member.</li> </ul> </li> <li>Godrej Properties Limited. <ul style="list-style-type: none"> <li>Audit Committee &amp; Nomination and Remuneration Committee – Member.</li> </ul> </li> </ol>

### 8) MR. VIKRAM AGARWAL:

S. N.	Particulars	Details of Mr. Vikram Agarwal
1	DIN	03038370
2	Age	49 years
3	Brief Resume and Qualification	Vikram Agarwal is a Chartered Accountant from the Institute of Chartered Accountants of India and a commerce graduate from Shri Ram College of Commerce, Delhi. With an experience of over 18 years in the field of private equity, he is currently working as Managing Director and Chief Financial Officer with Samara India Advisors Private Limited, responsible for overseeing the financial reporting, compliance, legal, and governance work within the firm. Previously, Vikram Agarwal had worked with PwC Delhi where he spent over seven years in tax and regulatory practice.
4	Nature of his expertise in specific functional areas	Mr. Vikram Agarwal has an experience of over 18 years in the field of private equity.
5	Date of First appointment on the Board	19 <sup>th</sup> June 2026
6	Terms & Conditions of Appointment, other than remuneration	Non-Executive Nominee Director, liable to retire by rotation
7	Remuneration sought to be paid, if any	NIL
8	Remuneration last drawn by such person	NIL
9	Shareholding in the Company	NIL
10	Relationship with the other directors, Managers and Key Managerial Personnel of the Company	None
11	Number of Meetings of the Board attended during the year	1
12	Listed entities from which the person has resigned in the past three years	Sapphire Foods India Limited
13	Other directorship/ membership/ Chairmanship of the Committee of other Board	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>More Retail Private Limited.</li> <li>More Consumer Brands Private Limited.</li> <li>Edme Services Private Limited.</li> <li>Marengo Asia Healthcare Private Limited.</li> <li>Mysequence Healthcare Private Limited.</li> <li>Valiosa Logistics Private Limited.</li> <li>Edme Insurance Brokers Limited.</li> <li>KFCH Restaurants Private Limited.</li> <li>Gamma Island Food Private Limited</li> </ol>