



Date: 27th June 2026

To,

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

Subject: Notice of 17th 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 26th June 2026, whereby the Company has given intimation of 17th Annual General Meeting (“AGM”) of the Shareholders of Sapphire Foods India Limited (“Company”) scheduled on **Tuesday, 21st 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 17th 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	Click here to view AGM Notice
Annual Report	Click here to view Annual Report 2025-2026

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



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 Website: www.sapphirefoods.in

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting ("AGM") of the members of Sapphire Foods India Limited (the "**Company**") will be held on **Tuesday, 21st 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 31st 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 31st 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 23rd July 2026 for a tenure of 5 (five) consecutive years till 22nd 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 22nd July 2026 for a tenure of 5 (five) consecutive years till 21st 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 19th 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: 19th 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 22nd September 2025 read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No.20/2020 dated 5th 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 17th 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, 19th June 2026. The same is also hosted on the Company's website www.sapphirefoods.in and also on the website of the stock exchanges viz., www.bseindia.com and 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.

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 with a copy marked to 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 17th AGM of the Company, may please send a request to the Company via email at 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, 14th 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, 17th July 2026, at 09:00 A.M. IST** and ends on **Monday, 20th 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, 14th 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, 14th July 2026**. As per the SEBI circular dated 11th 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 11th 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>METHOD 1 - NSDL OTP based login</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on your registered email ID/ mobile number and click on login. 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. 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. <p>METHOD 2 - NSDL IDeAS facility</p> <p>Shareholders registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "IDeAS Login Section". Enter IDeAS User ID, Password, Verification code & click on "Log-in". 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. 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. <p style="text-align: center;">OR</p> <p>Shareholders not registered for IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsd.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". Enter the last 4 digits of your bank account / generate 'OTP'. Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d). <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>METHOD 1 – CDSL e-voting page</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com. Go to e-voting tab. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. 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.

Type of shareholders	Login Method
	<p>METHOD 2 - CDSL Easi/ Easiest facility</p> <p>Shareholders registered for Easi/ Easiest facility:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)". Enter existing username, Password & click on "Login". 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. <p style="text-align: center;">OR</p> <p>Shareholders not registered for Easi/ Easiest facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. Proceed with updating the required fields for registration. Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).
Individual Shareholders holding securities in demat mode with depository participants	<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"> Login to DP website. After Successful login, user shall navigate through "e-voting" option. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. 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.

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 with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at 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.
- 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 with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at 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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 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 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 17th 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 31st August 2016. The Shareholders of the Company at their meeting held on 23rd 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 22nd 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 28th 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 23rd July 2026 for a tenure of 5 (five) consecutive years till 22nd 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, Medisclaim 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 1st April 2026 to 31st 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 31st 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 6th 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 5th August 2021 upto 4th 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 28th 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 1st April 2026 to 31st 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 31st 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 6th 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 5th August 2021 upto 4th 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 28th 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 1st April 2026 to 31st 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 31st 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 28th 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 6th 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 5th August 2021 upto 4th 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 28th 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 5th August 2026 to hold office for a second term of 5 (five) consecutive years till 4th 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 15th July 2023, applicable with effect from 1st 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 22nd July 2021. The period of five years as per Regulation 17(1D) of SEBI Listing Regulations will be coming to an end on 21st July 2026. Therefore, Mr. Sumeet Narang can continue as Non-Executive Nominee Director of the Company, not liable to retire by rotation effective from 22nd 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 22nd July 2026 to 21st 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 19th 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: 19th 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 th 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>Directorships:</p> <ol style="list-style-type: none"> 1. Cavinkare Private Limited; 2. Paras Healthcare Limited; 3. Shriji Polymers (India) Limited; 4. Ivalue Infosolutions Limited; 5. EDME Services Private Limited; 6. Accumax Lab Devices Private Limited. <p>Membership/Chairmanship of the Committee:</p> <ol style="list-style-type: none"> 1. Paras Healthcare Limited <ul style="list-style-type: none"> • Audit Committee, Risk Management Committee, Stakeholders Relationship Committee - Member. 2. Ivalue Infosolutions Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairperson. • Audit Committee, Nomination and Remuneration Committee & Risk Management Committee - Member.

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 nd . 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"> 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). Leading the Company to its public listing in November 2021. Capital raising prior to IPO through multiple Private Equity, Debt Funding Rounds. Setting up the Governance, Audit, Risk, ESG and Compliance framework of the organization including digitization. Led end-to-end digital transformation of the finance function. Achieving a 4x store & 5x revenue expansion between FY18 to FY25, with the same finance headcount. Sapphire Foods is rated and ranked #1 in India, #3 in Global QSR Companies and 98th percentile globally on Dow Jones Sustainability Index in the QSR sector.
5	Date of First appointment on the Board	28 th 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	Directorships: 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 st 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 th 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	Directorships: 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 th 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 th 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	Directorships: <ol style="list-style-type: none"> Vigyanlabs Innovations Private Limited; Updater Services Limited; Davadost Pharma Private Limited; Rupa & Company Limited; Denave India Private Limited; IKF Finance Limited; Kalpataru Limited; More Retail Private Limited. Membership/ Chairmanship of the Committee: <ol style="list-style-type: none"> Updater Services Limited. <ul style="list-style-type: none"> Audit Committee & Risk Management Committee – Chairperson Nomination and Remuneration Committee – Member. Denave India Private Limited. <ul style="list-style-type: none"> Audit Committee - Member. IKF Finance Limited. <ul style="list-style-type: none"> Audit Committee – Chairperson. Stakeholders Relationship Committee & IT Strategy Committee – Member. Kalpataru Limited. <ul style="list-style-type: none"> Audit Committee & Nomination and Remuneration Committee – Member. Rupa & Company Limited. <ul style="list-style-type: none"> Risk Management Committee – Chairperson.

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 th 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 th 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>Directorships:</p> <ol style="list-style-type: none"> J.K. Cement Limited; JK Paper Limited; Bengal & Assam Company Limited; Mukand Sumi Special Steel Limited; ASA Corporate Catalyst India Private Limited; NDR Auto Components Limited; L&T Metro Rail (Hyderabad) Limited; Subros Limited; Bhavnagar Port Infrastructure Private Limited; J.K Cement Saifco Private Limited. <p>Membership/ Chairmanship of the Committee:</p> <ol style="list-style-type: none"> J.K. Cement Limited. <ul style="list-style-type: none"> CSR Committee – Chairperson. Stakeholders Relationship Committee & Nomination and Remuneration Committee – Member. JK Paper Limited. <ul style="list-style-type: none"> Stakeholders Relationship Committee, Nomination and Remuneration Committee & CSR Committee – Member. NDR Auto Components Limited. <ul style="list-style-type: none"> Audit Committee & Stakeholders Relationship Committee – Member. L&T Metro Rail (Hyderabad) Limited. <ul style="list-style-type: none"> Stakeholders Relationship Committee & Nomination and Remuneration Committee – Chairperson. Subros Limited. <ul style="list-style-type: none"> Risk Management Committee – Chairperson. Nomination and Remuneration Committee – Member. J.K Cement Saifco Private Limited. <ul style="list-style-type: none"> Audit Committee – Member.

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 th 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>Directorships:</p> <ol style="list-style-type: none"> Kotak Mahindra General Insurance Company Limited. <p>Membership/ Chairmanship of the Committee:</p> <ol style="list-style-type: none"> Kotak Mahindra General Insurance Company Limited. <ul style="list-style-type: none"> Audit Committee & CSR Committee – Member.

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 th 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>Directorships:</p> <ol style="list-style-type: none"> Godrej Consumer Products Limited; Godrej Properties Limited; Godrej Africa Holdings Limited; More Consumer Brands Consumer Private Limited; Samara India Advisors Private Limited. <p>Membership/ Chairmanship of the Committee:</p> <ol style="list-style-type: none"> Godrej Consumer Products Limited. <ul style="list-style-type: none"> Audit Committee - Chairperson. Stakeholders Relationship Committee & Nomination and Remuneration Committee – Member. Godrej Properties Limited. <ul style="list-style-type: none"> Audit Committee & Nomination and Remuneration Committee – Member.

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 th 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>Directorships:</p> <ol style="list-style-type: none"> More Retail Private Limited. More Consumer Brands Private Limited. Edme Services Private Limited. Marengo Asia Healthcare Private Limited. Mysequence Healthcare Private Limited. Valiosa Logistics Private Limited. Edme Insurance Brokers Limited. KFCH Restaurants Private Limited. Gamma Island Food Private Limited