

Date: 9<sup>th</sup> January 2026

To,

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

Dear Sirs,

**Subject: Intimation of dispatch of Notice of Postal Ballot under the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015**

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations"), please find enclosed herewith a copy of the Postal Ballot Notice sent to the Members of the Company.

The Notice seeks approval of members of Sapphire Foods India Limited ("Company") through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the following Special Resolution, as set out in the Notice:

| Sr. No. | Type of Resolution | Brief description of the Resolution  |
|---------|--------------------|--|
| 1       | Special Resolution | To approve Shifting of Registered Office of the Company from the 'State of Maharashtra' to the 'State of Haryana' and consequential amendment in Clause II of the Memorandum of Association of the Company |

In compliance with the circulars of the Ministry of Corporate Affairs and applicable laws, the said Postal Ballot Notice is being sent electronically only to those members whose names appear in the Register of Members/ list of beneficial owners and whose e-mail IDs are registered with the Company / MUFG Intime India Private Limited ('RTA') / Depositories as on Friday, 2<sup>nd</sup> January 2026.

The Company has engaged the services of MUFG Intime India Private Limited ("MUFG Intime"), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting period shall commence on Saturday, 10<sup>th</sup> January 2026 (09.00 a.m. IST) and end on Sunday, 8<sup>th</sup> February 2026 (5.00 p.m. IST).

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

Thanking you,

Yours faithfully,

**For Sapphire Foods India Limited**



**Sachin Dudam**

**Company Secretary and Compliance Officer**

**Encl:** As above



## Sapphire Foods India Limited

**Registered Office:** 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai - 400062

**Corporate Identification Number (CIN):** L55204MH2009PLC197005 **Tel No.:** 022 67522300

**Email:** investor@sapphirefoods.in **Website:** www.sapphirefoods.in

---

### NOTICE OF POSTAL BALLOT

**(Notice issued Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014)**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution appended below, proposed to be passed by the members by way of Postal Ballot Process only through remote voting by electronic means (‘remote e-voting’).

The proposed resolution along with explanatory statement setting out the material facts and the reason thereof are appended for your consideration.

Pursuant to the MCA Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 (“SEBI Circular”), this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

The Company has appointed Mr. Alwyn D’Souza (Membership No. FCS 5559) of M/s. Alwyn D’Souza & Co., Practicing Company Secretaries and failing him Mr. Jay D’Souza (Membership No. FCS 3058) of M/s. Jay D’Souza & Co., Practicing Company Secretaries, to act as a Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and Regulation 44 of the Listing Regulations and SS-2 and any amendments thereto, is pleased to provide the members with the facility to exercise the right to vote electronically, i.e. through e-voting facilities provided by MUFG Intime India Private Limited (“MUFG Intime”).

**The remote e-Voting period will commence on Saturday, 10<sup>th</sup> January 2026 (9:00 a.m. IST) and end on Sunday, 8<sup>th</sup> February 2026 (5:00 p.m. IST).** During this period, Members of the Company, holding shares, as on the cut-off date i.e. Friday, 2<sup>nd</sup> January 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Record date (cut-off date) prescribed for this purpose is Friday, 2<sup>nd</sup> January 2026 to reckon voting rights of members and paid-up value of equity shares. Any person who is not a member on the said date should treat the Notice for information purpose only.

The Scrutinizer will submit his report to the Chairman or Company Secretary or any person authorised by the Board of Directors (“Board”), after completion of the scrutiny and the results of the voting by Postal Ballot process will be announced by the Chairman or by any Director or Company Secretary or such other person as may be authorized by the Board within stipulated timelines on or before Tuesday, 10<sup>th</sup> February 2026.

The Result of the Postal Ballot will be posted on the Company’s website: [www.sapphirefoods.in](http://www.sapphirefoods.in), besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed. The proposed resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Sunday, 8<sup>th</sup> February 2026.

Members having any queries, issues or requiring any clarifications on e-voting may contact MUFG Intime India Private Limited on 022-49186000 or by email:- [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com)

**SPECIAL BUSINESS:**

**1. To approve Shifting of Registered Office of the Company from the ‘State of Maharashtra’ to the ‘State of Haryana’ and consequential amendment in Clause II of the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), the consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the ‘State of Maharashtra’ to the ‘State of Haryana’.

**RESOLVED FURTHER THAT** subject to confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013 the existing clause II of the Memorandum of Association of the company be and is hereby substituted with the following clause II:

**“II. The Registered Office of the Company will be situated in the State of Haryana.”**

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

By order of the Board of Directors

**For SAPPHIRE FOODS INDIA LIMITED**

**SACHIN DUDAM**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**(Membership No. A31812)**

Place: Mumbai

Date: 1<sup>st</sup> January 2026

**Registered Office Address:**

702, Prism Tower, A Wing,

Mindspace, Link Road,

Goregaon (West),

Mumbai – 400 062

## NOTES:

- (1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- (2) The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('MUFG Intime') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, 2<sup>nd</sup> January 2026 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 ("SEBI Circular"). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (3) The documents referred to in the notice and explanatory statement will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days ; and (ii) electronically, and any member seeking to inspect can send an e-mail to [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in) with subject line "Inspection of Documents".
- (4) The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.sapphirefoods.in](http://www.sapphirefoods.in) and the website of MUFG Intime i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- (5) Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG Intime (in case of Members holding shares in physical form) is provided hereunder.

Those persons who are Members of the Company as on Cut-off date i.e. Friday, 2<sup>nd</sup> January 2026 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below.


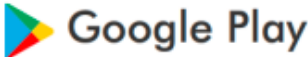


### (6) Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July 2023, 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 facility.

### A) Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders   | Login Method  |
|--|---|
| <b>Individual Shareholders holding securities in demat mode with NSDL.</b> | <b>METHOD 1 - If registered with NSDL IDeAS facility</b><br><b>Users who have registered for NSDL IDeAS facility:</b><br>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on "Beneficial Owner" icon under "Login".<br>a) Enter User ID and Password. Click on "Login"<br>b) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.<br>c) Click on "MUFG InTime" or "e-voting 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 style="text-align: center;"><b>OR</b></p> <p><b>User who have not registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>”</li> <li>Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on “Submit”.</li> <li>Enter the last 4 digits of your bank account / generate ‘OTP’</li> <li>Post successful registration, user will be provided with Login ID and password.</li> <li>After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p>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="text-align: center;">   </div> <div style="text-align: center;">   </div> <p><b>METHOD 2 - By directly visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p><b>METHOD 3 - NSDL OTP based login</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>Enter the OTP received on your registered email ID/ mobile number and click on login.</li> <li>Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> |



| Type of shareholders  | Login Method  |
|---|---|
| <b>Individual Shareholders holding securities in demat mode with CDSL</b>                                     | <p><b>METHOD 1 – If registered with CDSL Easi/Easiest facility</b></p> <p><b>Users who have registered for CDSL Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi Tab.</li> <li>Enter existing username, Password &amp; click on “Login”</li> <li>Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p style="text-align: center;"><b>OR</b></p> <p><b>Users who have not registered for CDSL Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration /</a> <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a></li> <li>Proceed with updating the required fields.</li> <li>Post registration, user will be provided username and password.</li> <li>After successful login, user able to see e-voting menu.</li> <li>Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p><b>METHOD 2 - By directly visiting the e-voting website of CDSL.</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>Go to e-voting tab.</li> <li>Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> |
| <b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b> | <p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ol style="list-style-type: none"> <li>Login to DP website</li> <li>After Successful login, user shall navigate through “e-voting” option.</li> <li>Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>   |

**B) Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. 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.
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
  1. 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.
  2. 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.
  3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
  4. 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 **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).

**Cast your vote electronically:**

- 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.

### **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 “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be 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 signature card.
- 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, once remote e-voting is activated:

##### **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).
- g) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- h) 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.

(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”.
- 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).

## 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.muvg.com](mailto:enotices@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000.

## Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000                                      |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

## Forgot Password:

## Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- 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
- Click “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”.

- (7) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday, 2<sup>nd</sup> January 2026.
- (8) The Scrutinizer will submit the results to the Chairman or Whole-time / Executive Director or Company Secretary or such other person as may be authorized by the Board after completion of the scrutiny of the e-Voting, and the results of the voting by Postal Ballot will be announced on or before Tuesday, 10<sup>th</sup> February 2026.
- (9) The voting results along with the Scrutinizer’s Report will be displayed at the Registered and Corporate Office of the Company, communicated to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and additionally be uploaded on the Company’s website: [www.sapphirefoods.in](http://www.sapphirefoods.in) and on the website of MUFG Intime: <https://instavote.linkintime.co.in>.
- (10) Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Sunday, 8<sup>th</sup> February 2026.

## **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 Postal Ballot dated 1<sup>st</sup> January 2026.

### **1. To approve Shifting of Registered Office of the Company from the ‘State of Maharashtra’ to the ‘State of Haryana’ and consequential amendment in Clause II of the Memorandum of Association of the Company**

Members are requested to note that the registered office of Sapphire Foods India Limited (“Company”) is presently situated in the State of Maharashtra at 702, Prism Tower, A Wing, Mindspace, Link Road, Goregaon (West), Mumbai City, Mumbai, Maharashtra, India, 400062.

Subject to the approval of Members of the Company, Central Government and such other statutory/regulatory approvals as may be necessitated, it is recommended to shift the Registered Office of the Company from the ‘State of Maharashtra’ to the ‘State of Haryana’. The proposed shifting of the registered office of the Company to the State of Haryana is aimed to facilitate seamless implementation of the Scheme of Arrangement as approved by the Board of Directors thereby bringing in synergies and running the operations more smoothly and effectively.

Further, in order to shift the registered office of the Company from the ‘State of Maharashtra’ to the ‘State of Haryana’, it is essential to substitute the existing Clause II of the Memorandum of Association of the Company with the following clause:

#### **“II. The Registered Office of the Company will be situated in the State of Haryana.”**

Pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Rules made thereunder, the shifting of registered office of a company from one State to another and consequent alteration to the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of members by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government through Regional Director and Registrar of Companies, among other authorities.

The proposed shifting of the Registered Office will not affect the operations of the Company and there will not be any retrenchment of employees consequent to the proposed shifting in Registered Office of the Company. The shifting of the Registered Office as aforesaid shall not, in any manner, be prejudicial to the interests of the Company, its shareholders, creditors and all other concerned party or stakeholders.

The Board of Directors recommends the resolution set out at Postal Ballot Notice to the Members for their consideration and approval, by way of any Special Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors  
**For SAPHIRE FOODS INDIA LIMITED**

**SACHIN DUDAM**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**(Membership No. A31812)**

Place: Mumbai

Date: 1<sup>st</sup> January 2026

#### **Registered Office Address:**

702, Prism Tower, A Wing,  
Mindspace, Link Road,  
Goregaon (West),  
Mumbai – 400 062