

Date: 4<sup>th</sup> December 2024

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400051  Symbol: SAPPHIRE	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 40001  Scrip Code: 543397
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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 Ordinary Resolution, as set out in the Notice:

<b>Sr. No.</b>	<b>Type of Resolution</b>	<b>Brief description of the Resolution</b>
1	Ordinary Resolution	Regularisation of Mr. Rohitt Mutthoo (DIN: 10386059) as Non-Executive Non-Independent Nominee Director 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 / Link Intime India Private Limited (‘RTA’) / Depositories as on Friday, 29<sup>th</sup> November 2024.



The Company has engaged the services of Link Intime India Private Limited ("Link 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 Thursday, 5<sup>th</sup> December 2024 (09.00 a.m. IST) and end on Friday, 3<sup>rd</sup> January 2025 (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

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### 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 resolutions along with explanatory statement setting out the material facts and the reasons 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. 09/2024 dated 19<sup>th</sup> September 2024 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 Link Intime India Private Limited (“**Link Intime**”).

**The remote e-Voting period will commence on Thursday, 5<sup>th</sup> December 2024 (9:00 a.m. IST) and end on Friday, 3<sup>rd</sup> January 2025 (5:00 p.m. IST).** During this period, Members of the Company, holding shares, as on the cut-off date i.e. Friday, 29<sup>th</sup> November 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link 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, 29<sup>th</sup> November 2024 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, after completion of the scrutiny and the results of the voting by Postal Ballot process will be announced by the Chairman or by any such other person as may be authorized by the Chairman within stipulated timelines on or before Monday, 6<sup>th</sup> January 2025.

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 resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e., Friday, 3<sup>rd</sup> January 2025.

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

**SPECIAL BUSINESSES:**

**Regularisation of Mr. Rohitt Mutthoo (DIN: 10386059) as Non-Executive Non-Independent 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 recommendation of Nomination and Remuneration Committee, Mr. Rohitt Mutthoo (DIN: 10386059), 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 28<sup>th</sup> October 2024, be and is hereby appointed as a Non-Executive Non-Independent 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 regularisation of Mr. Rohitt Mutthoo.”

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

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

Place: Mumbai

Date: 28<sup>th</sup> October 2024

**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 Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (‘Link 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, 29<sup>th</sup> November 2024 (‘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. 09/2024 dated 19<sup>th</sup> September 2024, 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 except Saturdays up to and including the last day for remote e-Voting i.e. Friday, 3<sup>rd</sup> January 2025; 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 Link 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 Link 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, 29<sup>th</sup> November 2024 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:

i). **For Temporary Registration for Demat shareholders:**

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii). **For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

iii). **Registration of e-mail address for shareholders holding physical shares:**

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

As per the SEBI circular dated 9<sup>th</sup> December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (“ESP”) portals directly from their demat accounts.

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

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p><b>METHOD 1 - If registered with NSDL IDeAS facility</b></p> <p><b>Users who have registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on “Beneficial Owner” icon under “Login”.</li> <li>b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.</li> <li>c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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>User who have not registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>a) 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>b) Proceed with updating the required fields.</li> <li>c) Post registration, user will be provided with Login ID and password.</li> <li>d) After successful login, click on “Access to e-voting”.</li> <li>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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 NSDL:</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>c) 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>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</li> <li>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<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>.</li> <li>Click on New System Myeasi</li> <li>Login with user id and password</li> <li>After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</li> <li>Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>Proceed with updating the required fields.</li> <li>Post registration, user will be provided Login ID and password.</li> <li>After successful login, user able to see e-voting menu.</li> <li>Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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 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>After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<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, members shall navigate through “e-voting” tab under Stocks option.</li> <li>Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</li> <li>After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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 for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:
  - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. 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.
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
    - \* *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
    - \* *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*
    - 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).
    - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. 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.

**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 at Sr.No. 2 above). 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.
- f) While first login, entity will be directed to change the password and login process is completed.



## **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- 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 full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - 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. 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 – Voting through remote e-voting.**

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 credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) 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. (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 credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number ‘. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) 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 facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) 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 and 022 - 2499 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

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer; PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer; PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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, 29<sup>th</sup> November 2024.
- (8) The Scrutinizer will submit the results to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Monday, 6<sup>th</sup> January 2025.
- (9) The voting results along with the Scrutiniser’s Report will be displayed at the Registered as well as 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 Link Intime: <https://instavote.linkintime.co.in>.
- (10) Resolutions 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. Friday, 3<sup>rd</sup> January 2025.

## **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 28<sup>th</sup> October 2024.

### **Regularisation of Mr. Rohitt Mutthoo (DIN: 10386059) as Non-Executive Non-Independent Nominee Director of the Company**

Members are requested to note that in terms of the right under the Articles of Association (“Articles”) of Sapphire Foods India Limited (“the Company”), Sapphire Foods Mauritius Limited (“SFML”) has nominated Mr. Rohitt Mutthoo (DIN: 10386059) for appointment as Non-Executive Non-Independent 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 or as a manager 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 at their meeting held on 28<sup>th</sup> October 2024 approved appointment of Mr. Rohitt Mutthoo, as an Additional Director in the category of Non-Executive Non-Independent Nominee Director of the Company in terms of Section 161(1) of the Act, subject to approval of Shareholders of the Company.

Brief profile of Mr. Rohitt Mutthoo 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.

Members are requested to note that the Company has received consent in writing from Mr. Rohitt Mutthoo 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. Rohitt Mutthoo, as a Non-Executive Non-Independent Nominee Director on the Board of Directors of the Company.

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

Except Mr. Rohitt Mutthoo and his relatives 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 ordinary resolution, except to the extent of their shareholding in the Company, if any.

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

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

Place: Mumbai

Date: 28<sup>th</sup> October 2024

**Registered Office Address:**

702, Prism Tower, A Wing,

Mindspace, Link Road,

Goregaon (West),

Mumbai – 400 062

**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. ROHITT MUTTHOO:**

S. N.	Particulars	Details of Mr. Rohitt Mutthoo
1	DIN	10386059
2	Age	39 years
3	Brief Resume and Qualification	Mr. Rohitt Mutthoo is a Director at TR Capital and is based out of the Mumbai office. Prior to joining TR Capital, Mr. Mutthoo was a senior investment professional in Premji Invest's private equity team focusing on growth and buyout transactions. Prior to that, Mr. Mutthoo was an investment professional with Multiples private equity in Mumbai. He has over 12 years of experience in the field of investment and private equity. Mr. Mutthoo holds an MBA from INSEAD and is a computer science engineer by training. He has completed all levels of CFA Institute (US).
4	Nature of his expertise in specific functional areas	Mr. Mutthoo has wide experience in the field of private equity, finance, banking, audit and accountancy, strategy, planning and execution, risk management
5	Date of First appointment on the Board	28 <sup>th</sup> October 2024
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	NIL
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	<u>Directorships:</u> 1. Surewaves Mediatech Private Limited