

3rd January 2025

To,

National Stock Exchange of India Ltd. 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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Subject: Outcome / Result of Postal Ballot (E-Voting) Result as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosures Requirement), Regulation 2015

Dear Sir / Madam,

This has a reference to our letter dated 4th December 2024, with regards to intimation of Notice of Postal Ballot dated 28th October 2024 along with the Explanatory Statement seeking approval of the members of the Company to transact the Special Business, as set out in the said Notice of Postal Ballot:

Item. No.	Special Business Matter	Type of Resolution
1.	Regularisation of Mr. Rohitt Mutthoo (DIN: 10386059) as Non-Executive Non-Independent Nominee Director of the Company	Ordinary Resolution

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform that the above mentioned resolution have been passed by the Members of the Company with requisite majority. The aforesaid resolution is deemed to have been passed effectively on 3rd January 2025, being the last date for remote e-voting as specified in the Notice of Postal Ballot.

Please find enclosed herewith e-voting results as prescribed under Regulation 44(3) of SEBI Listing Regulations along with Scrutinizer’s Report. The same is also hosted on the Company’s website at www.sapphirefoods.in.

This is for your information and appropriate dissemination.

Thanking You,

Yours sincerely,

For Sapphire Foods India Limited



Sachin Dudam

Company Secretary & Compliance Officer

Date of the AGM / EGM	Not Applicable (Resolutions passed through Postal Ballot on 3 rd January 2025)
Total number of shareholders as on the record date	55,376
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter group• Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none">• Promoters and Promoter group• Public	Not Applicable

Sapphire Foods India Limited

Resolution Required :Ordinary			1 - Regularisation of Mr. Rohitt Mutthoo (DIN: 10386059) as Non-Executive Non-Independent Nominee Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	83778225	83778225	100.0000	83778225	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83778225	100.0000	83778225	0	100.0000	0.0000
Public Institutions	E-Voting	220302385	202145819	91.7583	200058851	2086968	98.9676	1.0324
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		202145819	91.7583	200058851	2086968	98.9676	1.0324
Public Non Institutions	E-Voting	16352564	52476	0.3209	48585	3891	92.5852	7.4148
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		52476	0.3209	48585	3891	92.5852	7.4148
Total		320433174	285976520	89.2469	283885661	2090859	99.2689	0.7311

SCRUTINIZERS' REPORT

ON

POSTAL BALLOT

OF

SAPPHIRE FOODS INDIA LIMITED

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

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

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: alwyn@alwynjay.com ;Website : www.alwynjay.com

SCRUTINIZERS' REPORT

To

The Chairman / Company Secretary
Sapphire Foods India Limited
702, Prism Tower, A Wing, Mindspace, Link Road,
Goregaon (West), Mumbai - 400062.

Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing resolutions contained in the Notice dated 28th October, 2024

Dear Sir,

REG: SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **Sapphire Foods India Limited** for the purpose of scrutinizing the Postal Ballot including voting by electronic means for seeking members favour / against on the resolution as specified in the Postal Ballot Notice dated 28th October, 2024.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 P. M. IST on Friday, 3rd January, 2025.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot including voting by electronic means.



My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against on the resolution contained in the Postal Ballot Notice dated 28th October, 2024 based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("Link Intime"), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (the "Rules") read with the MCA Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 09/2024 dated 19th 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 3rd October 2024 ("SEBI Circular") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws and regulations.
2. The Company has on 4th December, 2024 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Share Transfer Agents (STA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited (NSDL) as on 29th November, 2024. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'Business Standard', ('English Newspaper') & 'Navshakti' ('Marathi Newspaper') on 5th December 2024 informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.



4. The Remote e-voting facility was provided by Link Intime India Private Limited ("Link Intime"). The Postal Ballot remote e-voting period commenced on Thursday, 5th December 2024 (9:00 a.m. IST) and ended on Friday, 3rd January 2025 (5:00 p.m. IST).
5. After the time fixed for closing of the e-voting the votes were unblocked on 3rd January, 2025 at 05.06 p.m IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of Link Intime (<https://instavote.linkintime.co.in>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
6. The data for the purpose of verification of the number of shares was taken as of 29th November, 2024 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on vote cast through e-voting, which was downloaded from the website <https://instavote.linkintime.co.in>
8. Where a member(s) has casted votes both in favour and against the resolution(s) we have considered the said member(s) in both categories ie, in favour and against under the head **Number of members voted**.
9. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated 28th October, 2024 is as under:

RESOLUTION NO. 1: ORDINARY RESOLUTION

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

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
336	28,38,85,661	99.27



(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	20,90,859	0.73

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared <i>invalid/abstain</i>	Number of <i>invalid/abstain</i> votes cast by them
3	1,226

Based on the foregoing, the above Resolution is passed with requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.

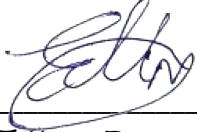
For **Alwyn D'Souza & Co.**
Company Secretaries



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559F003571101]

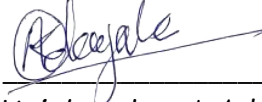
Place: Mumbai
Date: 03rd January, 2025

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Link Intime India Private Limited ((<https://instavote.linkintime.co.in>) in our presence at 05.06 P.M. IST on 03rd January, 2025.



Edlon Dsouza

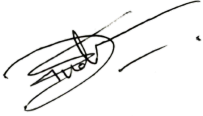
B/508, Shree Girnar Tower CHSL
Saibaba Nagar,
Mira Road East, Thane 401107



Krishnakant Adagale

Row House No.18,
Mansi Row Co.op Hsg Soc Ltd
Kashigaon, Mira Road East,
Thane 401107

Countersigned by:
For **Sapphire Foods India Limited**



Sachin Dudam
Company Secretary and Compliance Officer
Membership No. A31812

Place :Mumbai
Date : 03rd January, 2025