



Date: 10th August 2024

To,

| | |
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| 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 – 40001 Scrip Code: 543397 |
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Dear Sir/Madam,

Subject: Voting Results in respect of the 15th Annual General Meeting of the Company

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith voting results of the business transacted at the Fifteenth (15th) Annual General Meeting of the Company held on 9th August 2024, along with Scrutinizer’s Report dated 9th August 2024.

Request you to kindly take the same on record.

Thanking you,
For Sapphire Foods India Limited



Sachin Dudam
Company Secretary and Compliance Officer

Encl: a/a

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| Date of Annual General Meeting | 9 th August 2024 |
| Record/ Cut-off Date | 1 st August 2024 |
| Total number of shareholders on record date | 49,371 |
| Number of shareholders present in the meeting either in person or through proxy: a). Promoters and Promoter Group: b). Public: | Not Applicable |
| Number of shareholders attended the meeting through video conferencing: a). Promoters and Promoter Group: b). Public: | 2 74 |

Sapphire Foods India Limited

Resolution Required :Ordinary

1 - To receive, consider, approve and adopt:
a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024, 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 2024, together with the Reports of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| 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 |
| Promoter and Promoter Group | E-Voting | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37754686 | 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 | | 37754686 | 93.3227 | 37754686 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3660718 | 732741 | 20.0163 | 732731 | 10 | 99.9986 | 0.0014 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738740 | 20.1802 | 738730 | 10 | 99.9986 | 0.0014 |
| Total | | 63765862 | 58142529 | 91.1813 | 58142519 | 10 | 100.0000 | 0.0000 |

Sapphire Foods India Limited

| Resolution Required :Ordinary | | 2 - To appoint a Director in place of Mr. Vinod Nambiar (DIN: 07290613), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment. | | | | | | |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37129088 | 625598 | 98.3430 | 1.6570 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 37754686 | 93.3227 | 37129088 | 625598 | 98.3430 | 1.6570 |
| Public Non Institutions | E-Voting | 3660718 | 732751 | 20.0166 | 732458 | 293 | 99.9600 | 0.0400 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738750 | 20.1805 | 738457 | 293 | 99.9603 | 0.0397 |
| Total | | 63765862 | 58142539 | 91.1813 | 57516648 | 625891 | 98.9235 | 1.0765 |

Sapphire Foods India Limited

| Resolution Required :Ordinary | | 3 - To appoint a Director in place of Mr. Norbert Fernandes (DIN: 06716549), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment. | | | | | | |
|---------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37129088 | 625598 | 98.3430 | 1.6570 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 37754686 | 93.3227 | 37129088 | 625598 | 98.3430 | 1.6570 |
| Public Non Institutions | E-Voting | 3660718 | 732751 | 20.0166 | 732447 | 304 | 99.9585 | 0.0415 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738750 | 20.1805 | 738446 | 304 | 99.9588 | 0.0412 |
| Total | | 63765862 | 58142539 | 91.1813 | 57516637 | 625902 | 98.9235 | 1.0765 |

Sapphire Foods India Limited

| Resolution Required :Special | | 4 - Payment of remuneration to Mr. Sanjay Purohit (DIN: 00117676), Whole-Time Director & Group CEO for FY25 and FY26. | | | | | | |
|---------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 33591666 | 4163020 | 88.9735 | 11.0265 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 37754686 | 93.3227 | 33591666 | 4163020 | 88.9735 | 11.0265 |
| Public Non Institutions | E-Voting | 3660718 | 732737 | 20.0162 | 732314 | 423 | 99.9423 | 0.0577 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738736 | 20.1801 | 738313 | 423 | 99.9427 | 0.0573 |
| Total | | 63765862 | 58142525 | 91.1813 | 53979082 | 4163443 | 92.8392 | 7.1608 |

Sapphire Foods India Limited

| Resolution Required :Special | | 5 - Approval for payment of remuneration to Non-Executive / Independent Directors of the Company. | | | | | | |
|---------------------------------------------------------------------------|----------------|---------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37754686 | 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 | | 37754686 | 93.3227 | 37754686 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3660718 | 732717 | 20.0157 | 732546 | 171 | 99.9767 | 0.0233 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738716 | 20.1795 | 738545 | 171 | 99.9769 | 0.0231 |
| Total | | 63765862 | 58142505 | 91.1812 | 58142334 | 171 | 99.9997 | 0.0003 |

Sapphire Foods India Limited

| Resolution Required :Special | | 6 - Payment of Remuneration to Mr. Sunil Chandiramani (DIN:00524035), Chairman and Independent Director of the Company. | | | | | | |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37754686 | 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 | | 37754686 | 93.3227 | 37754686 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3660718 | 732717 | 20.0157 | 732552 | 165 | 99.9775 | 0.0225 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738716 | 20.1795 | 738551 | 165 | 99.9777 | 0.0223 |
| Total | | 63765862 | 58142505 | 91.1812 | 58142340 | 165 | 99.9997 | 0.0003 |

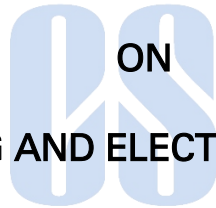
Sapphire Foods India Limited

| Resolution Required :Special | | 7 - Payment of Remuneration to Ms. Deepa Wadhwa (DIN: 07862942), Independent Director of the Company. | | | | | | |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37754686 | 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 | | 37754686 | 93.3227 | 37754686 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3660718 | 732737 | 20.0162 | 732697 | 40 | 99.9945 | 0.0055 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738736 | 20.1801 | 738696 | 40 | 99.9946 | 0.0054 |
| Total | | 63765862 | 58142525 | 91.1813 | 58142485 | 40 | 99.9999 | 0.0001 |

Sapphire Foods India Limited

| Resolution Required :Ordinary | | 8 - To Approve Sub-Division/Split of Face Value of Equity Shares of the Company and the consequent amendment to the Memorandum of Association of the Company. | | | | | | |
|---------------------------------------------------------------------------|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| 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 | 19649103 | 19649103 | 100.0000 | 19649103 | 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 | | 19649103 | 100.0000 | 19649103 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 40456041 | 37754686 | 93.3227 | 37754686 | 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 | | 37754686 | 93.3227 | 37754686 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3660718 | 732755 | 20.0167 | 732487 | 268 | 99.9634 | 0.0366 |
| | Poll | | 5999 | 0.1639 | 5999 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 738754 | 20.1806 | 738486 | 268 | 99.9637 | 0.0363 |
| Total | | 63765862 | 58142543 | 91.1813 | 58142275 | 268 | 99.9995 | 0.0005 |

CONSOLIDATED SCRUTINIZER'S REPORT



ON
THE REMOTE E-VOTING AND ELECTRONIC VOTING AT THE 15TH
ANNUAL GENERAL MEETING OF SAPPHIRE FOODS INDIA
LIMITED HELD THROUGH VIDEO CONFERENCE ("VC")/ OTHER
AUDIO VISUAL MEANS ("OAVM") ON
FRIDAY, AUGUST 09, 2024.

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.683/2020]

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

Report of the Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Companies
(Management and Administration) Rules 2014 as amended]

To,

The Chairman / Company Secretary

Of the 15th Annual General Meeting of the Equity Shareholders of Sapphire
Foods India Limited, held on Friday, August 09, 2024 at 11.30 a.m.

Dear Sir,

I, Alwyn D'souza of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **Sapphire Foods India Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and electronic voting conducted during the Annual General Meeting ("AGM") 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) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the 15th Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, August 09, 2024 at 11.30 a.m. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I, submit my report as under:

- a) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 3/2022 dated May 5, 2022 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated 25th September, 2023 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue. The Securities Exchange Board of India ("SEBI") vide its Circular dated January 15, 2021 read with SEBI Circular dated May 13, 2022, January 05, 2023 and 07th October, 2023 ("SEBI Circulars") has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 15th Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, August 09, 2024 at 11.30 a.m.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories") and also been uploaded on the website of the Company.

- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the voting through electronic voting system during the AGM) on the resolutions proposed in the Notice calling the 15th AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a Consolidated Scrutinizer's Report on the voting to the Chairman.

- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and the electronic voting at the AGM was provided by Link Intime India Private Limited ("Link Intime").
- d) The remote e-voting was concluded on Thursday, August 08, 2024 at 5:00 P.M.
- e) At the 15th AGM of the Company held on Friday, August 09, 2024, the Chairman at the end of the discussions on the resolution(s) announced that the facility to vote through electronic voting system has been provided to facilitate voting for those Members who were present at the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.
- f) After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, August 09, 2024 at around 1.00 p.m. in the presence of two witnesses viz., Mr. Edlon Dsouza and Mr. Krishnakant Adagale 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.
- g) I hereby submit a Consolidated Scrutinizer's Report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 15th AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system of Link Intime India Private Limited ("Link Intime"). In the cases where the members have voted partially in favour and partially against the resolution, I have counted their number in both voted in favour and voted against the resolution.
- h) The results of the remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION:

To receive, consider, approve and adopt:

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Director and the Auditors Report thereon; and

b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Auditors thereon.

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 280 | 58136520 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 290 | 58142519 | 100.00 |

(ii) Voted against the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 3 | 10 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 3 | 10 | 0.00 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid/abstain | Total number of votes cast by them |
|-------------------------|-------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 0 | 0 |

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Vinod Nambiar (DIN: 07290613), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 270 | 57510649 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 280 | 57516648 | 98.92 |

(ii) Voted against the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 18 | 625891 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 18 | 625891 | 1.08 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid/abstain | Total number of votes cast by them |
|-------------------------|-------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 0 | 0 |

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Norbert Fernandes (DIN: 06716549), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 270 | 57510638 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 280 | 57516637 | 98.92 |

(ii) Voted **against** the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 19 | 625902 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 19 | 625902 | 1.08 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid/abstain | Total number of votes cast by them |
|-------------------------|-------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 0 | 0 |

4. RESOLUTION NO. 4 AS A SPECIAL RESOLUTION:

**Payment of remuneration to Mr. Sanjay Purohit (DIN: 00117676),
Whole-Time Director & Group CEO for FY25 and FY26.**

(i) Voted in **favour** of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 208 | 53973083 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 218 | 53979082 | 92.84 |

(ii) Voted **against** the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 80 | 4163443 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 80 | 4163443 | 7.16 |

(iii) **Invalid/abstain** votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid /abstain | Total number of votes cast by them |
|-------------------------|-------------------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 1 | 12 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 1 | 12 |

5. RESOLUTION NO. 5 AS A SPECIAL RESOLUTION:

Approval for payment of remuneration to Non-Executive/Independent Directors of the Company.

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 275 | 58136335 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 285 | 58142334 | 100.00 |

(ii) Voted **against** the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 8 | 171 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 8 | 171 | 0.00 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid /abstain | Total number of votes cast by them |
|-------------------------|--------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 2 | 32 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 2 | 32 |

6. RESOLUTION NO. 6 AS A SPECIAL RESOLUTION:

**Payment of Remuneration to Mr. Sunil Chandiramani (DIN:00524035),
Chairman and Independent Director of the Company.**

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 276 | 58136341 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 286 | 58142340 | 100.00 |

(ii) Voted against the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 7 | 165 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 7 | 165 | 0.00 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid /abstain | Total number of votes cast by them |
|-------------------------|--------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 2 | 32 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 2 | 32 |

7. RESOLUTION NO. 7 AS A SPECIAL RESOLUTION:

**Payment of Remuneration to Ms. Deepa Wadhwa (DIN: 07862942),
Independent Director of the Company:**

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 278 | 58136486 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 288 | 58142485 | 100.00 |

(ii) Voted against the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 6 | 40 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 6 | 40 | 0.00 |

(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid /abstain | Total number of votes cast by them |
|-------------------------|--------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 1 | 12 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 1 | 12 |

8. RESOLUTION NO. 8 AS AN ORDINARY RESOLUTION:

To Approve Sub-Division/Split of Face Value of Equity Shares of the Company and the consequent amendment to the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 279 | 58136276 | - |
| E-voting during the AGM | 10 | 5999 | - |
| TOTAL | 289 | 58142275 | 100.00 |

(ii) Voted against the resolution:

| Particulars of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 5 | 268 | - |
| E-voting during the AGM | 0 | 0 | - |
| TOTAL | 5 | 268 | 0.00 |


(iii) Invalid/abstain votes:

| Particulars of Voting | Total number of members whose votes were declared Invalid /abstain | Total number of votes cast by them |
|-------------------------|--------------------------------------------------------------------|------------------------------------|
| Remote e-voting | 0 | 0 |
| E-voting during the AGM | 0 | 0 |
| TOTAL | 0 | 0 |

Based on the foregoing, the Resolution No. (s) 1 to 8 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 15th Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.


Thanking you,
Sincerely,
For **Alwyn D'Souza & Co.**
Company Secretaries



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559F000942506]



Place: Mumbai
Date: August 09, 2024

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 on Friday, August 09, 2024 at 1.00 p.m


Edlon Dsouza
B/508, Shree Ginnar 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 & Compliance Officer
(Membership No. A31812)

