

Date: February 11, 2022

To,

National Stock Exchange of India Limited Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Symbol: SAPPHIRE	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 40001 Scrip Code: 543397
---	--

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of Merger by Absorption of Gamma Pizzakraft Private Limited (“GPPL”) and Gamma Pizzakraft (Overseas) Private Limited (“GPOPL”) with Sapphire Foods India Limited (‘the Company’) and their respective Shareholders (‘Scheme’)

In furtherance to our submission on Outcome of Board Meeting dated February 11, 2022, this is to inform you that the Board of Directors of Sapphire Foods India Limited (“the Company”) at its meeting held on 11th February 2022, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of Gamma Pizzakraft Private Limited (“GPPL”) and Gamma Pizzakraft (Overseas) Private Limited (“GPOPL”), with the Company and their respective Shareholders (“Scheme”) under the provisions of sections 230 to 232 of the Companies Act, 2013 with the Appointed date as 1st April 2022.

The salient features of the proposed Scheme are as under:

- 1) The Appointed Date of the Scheme would be 1st April 2022.
- 2) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the entire business and whole of the Undertaking of the Transferor Companies shall be and stand vested in or be deemed to have been vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter, or thing so as to become, as and from the Appointed Date.
- 3) The Transferor Companies are directly/indirectly wholly owned subsidiaries of Transferee Company. Accordingly, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Companies (held directly and jointly with the nominee shareholders) and the issued and paid-up capital of the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument, or deed.



The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 are given in **Annexure A** to this letter.
Kindly take the same on record.

Thanking you,

For Sapphire Foods India Limited

Sachin Dudam

Company Secretary and Compliance Officer



Encl.: As above

ANNEXURE - I

Sr. No.	Details of Events that need to be provided	Information of such events(s)												
1.	Name of Entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover, etc.	<p>Transferor Companies: i). Gamma Pizzakraft Private Limited ("GPPL"); ii). Gamma Pizzakraft (Overseas) Private Limited ("GPOPL")</p> <p>Transferee Company: Sapphire Foods India Limited ("the Company" or "SFIL")</p> <table border="1" data-bbox="775 831 1334 1133"> <thead> <tr> <th data-bbox="775 831 927 1021">Particulars</th> <th data-bbox="927 831 1129 1021">Net worth as at 31st March, 2021 (Rs. in millions)</th> <th data-bbox="1129 831 1334 1021">Turnover 31st March, 2021 (Rs. in millions)</th> </tr> </thead> <tbody> <tr> <td data-bbox="775 1021 927 1055">GPPL</td> <td data-bbox="927 1021 1129 1055">9.58</td> <td data-bbox="1129 1021 1334 1055">103.10</td> </tr> <tr> <td data-bbox="775 1055 927 1088">GPOPL</td> <td data-bbox="927 1055 1129 1088">360.01</td> <td data-bbox="1129 1055 1334 1088">0.54</td> </tr> <tr> <td data-bbox="775 1088 927 1133">SFIL</td> <td data-bbox="927 1088 1129 1133">5,149.16</td> <td data-bbox="1129 1088 1334 1133">8,584.19</td> </tr> </tbody> </table>	Particulars	Net worth as at 31 st March, 2021 (Rs. in millions)	Turnover 31 st March, 2021 (Rs. in millions)	GPPL	9.58	103.10	GPOPL	360.01	0.54	SFIL	5,149.16	8,584.19
Particulars	Net worth as at 31 st March, 2021 (Rs. in millions)	Turnover 31 st March, 2021 (Rs. in millions)												
GPPL	9.58	103.10												
GPOPL	360.01	0.54												
SFIL	5,149.16	8,584.19												
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	<p>The Transferor Companies are wholly owned subsidiaries (direct / indirect) of the Company and as such related party to each other.</p> <p>However, Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th July 2014, that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23 (5) (b) of the Listing Regulations, the related party transactions provisions are not applicable to the proposed Scheme, as the Scheme is exempted from the provisions of SEBI circular dated March 10, 2017.</p>												





3.	Area of business of the entity(ies)	<p>GPPL: GPPL is engaged in food and beverage business in India.</p> <p>GPOPL: GPOPL is engaged in food and beverage business along with management consultancy.</p> <p>SFIL: SFIL is principally engaged in the franchisee business of KFC and Pizza Hut restaurants in India. Further, it is engaged in the activities of running restaurants, food outlets, refreshment rooms for food and beverages, delivery outlets, etc.</p>
4.	Rationale for amalgamation/merger	<p>The benefits of the merger to the respective companies and other stake holders of respective companies, inter-alia, are mentioned below:</p> <ul style="list-style-type: none"> (a) Consolidation of businesses of the group; (b) Reduction in number of companies and regulatory compliances thereof; (c) Streamlining the holding structure; (d) Ease of management; (e) Integration and efficiency of operations, economies of scale and financial position; (f) Reduction of overheads including administrative, managerial, and other expenditure, optimal utilization of resources; (g) Greater financial strength and flexibility for the merged entity
5.	In case of cash consideration - amount or otherwise share exchange ratio	<p>Not Applicable</p> <p>The Transferor Companies are directly/indirectly wholly owned subsidiaries of Transferee Company. Accordingly, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Companies (held directly and jointly with the nominee shareholders) and the issued and paid-up capital of the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument, or deed.</p>





6.	Brief details of change in shareholding pattern (if any) of the listed entity	There will be no change in the shareholding pattern of the Company pursuant to the scheme as no shares are being issued by the Company in connection with the Scheme.
----	---	---

