

April 11, 2022

To,

<b>National Stock Exchange of India Ltd.</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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**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 March 9, 2022, with regards to intimation of Notice of Postal Ballot dated March 8, 2022 along with the Explanatory Statement seeking approval of the members of the Company to transact the Special Businesses, as set out in the said Notice of Postal Ballot:

Item. No.	Special Business Matter	Type of Resolution
1.	Approval & Ratification of certain Articles and Alteration of the Articles of Association of the Company	Special Resolution
2.	Regularisation of Mr. Paul Robine (DIN: 07828525) as Non-Executive Non-Independent Nominee Director of the Company	Ordinary Resolution
3.	Regularisation of Mr. Vinod Nambiar (DIN: 07290613) as Non-Executive Non-Independent Nominee Director of the Company	Ordinary Resolution
4.	Ratification of the ‘Sapphire Foods Employee Stock Option Scheme 2019 – Scheme III – Management other than CEO’ (“Scheme III”) And “Sapphire Foods Employee Stock Option Scheme 2019 – Scheme IV – CEO” (“Scheme IV”) read with Sapphire Foods Employee Stock Option Plan 2017’ (“ESOP 2017”)	Special Resolution
5.	To approve amendment in the ‘Sapphire Foods Employee Stock Option Plan 2017’	Special Resolution
6.	To approve ‘Sapphire Foods Employee Stock Option Scheme 2022 – Scheme III A - Management other than CEO’ read with ‘Sapphire Foods Employee Stock Option Plan 2017’ (“ESOP 2017”)	Special Resolution

7.	To approve 'Sapphire Foods Employee Stock Option Scheme 2022 – Scheme IV A - CEO" read with 'Sapphire Foods Employee Stock Option Plan 2017' ("ESOP 2017")	Special Resolution
8.	Approval of Grant of Employee Stock Option Equal or More than 1% of Issued Capital to the Identified Employee(s)	Special 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 resolutions have been passed by the Members of the Company with requisite majority. The aforesaid resolutions are deemed to have been passed effectively on April 8, 2022, 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](http://www.sapphirefoods.in).

This is for your information and appropriate dissemination.

Thanking You,

Yours sincerely,

**For Sapphire Foods India Limited**

*(formerly known as Sapphire Foods India Private Limited)*



**Sachin Dudam**

**Company Secretary & Compliance Officer**

<b>Date of the AGM / EGM</b>	Not Applicable (Resolutions passed through Postal Ballot on April 8, 2022)
<b>Total number of shareholders as on the record date</b>	64,825
<b>No. of shareholders present in the meeting either in person or through proxy:</b> <ul style="list-style-type: none"><li>• Promoters and Promoter group</li><li>• Public</li></ul>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b> <ul style="list-style-type: none"><li>• Promoters and Promoter group</li><li>• Public</li></ul>	Not Applicable

## Sapphire Foods India Limited

Resolution Required : (Special)			1 - APPROVAL & RATIFICATION OF CERTAIN ARTICLES AND ALTERATION OF THE ARTICLES 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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	9994407	63.8548	3756575	6237832	37.5868	62.4132
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9994407</b>	<b>63.8548</b>	<b>3756575</b>	<b>6237832</b>	<b>37.5868</b>	<b>62.4132</b>
Public Non Institutions	E-Voting	15320840	12046127	78.6258	12045455	672	99.9944	0.0056
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046127</b>	<b>78.6258</b>	<b>12045455</b>	<b>672</b>	<b>99.9944</b>	<b>0.0056</b>
<b>Total</b>		<b>63542541</b>	<b>54610464</b>	<b>85.9432</b>	<b>48371960</b>	<b>6238504</b>	<b>88.5764</b>	<b>11.4236</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Ordinary)			2 - APPROVAL & RATIFICATION OF CERTAIN ARTICLES AND ALTERATION OF THE ARTICLES 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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	9994407	63.8548	9491972	502435	94.9728	5.0272
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9994407</b>	<b>63.8548</b>	<b>9491972</b>	<b>502435</b>	<b>94.9728</b>	<b>5.0272</b>
Public Non Institutions	E-Voting	15320840	12046139	78.6258	12045982	157	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046139</b>	<b>78.6258</b>	<b>12045982</b>	<b>157</b>	<b>99.9987</b>	<b>0.0013</b>
<b>Total</b>		<b>63542541</b>	<b>54610476</b>	<b>85.9432</b>	<b>54107884</b>	<b>502592</b>	<b>99.0797</b>	<b>0.9203</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Ordinary)			3 - REGULARISATION OF MR. VINOD NAMBIAR (DIN: 07290613) AS NON-EXECUTIVE NON-INDEPENDENT NOMINEE 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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	9994407	63.8548	9491972	502435	94.9728	5.0272
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9994407</b>	<b>63.8548</b>	<b>9491972</b>	<b>502435</b>	<b>94.9728</b>	<b>5.0272</b>
Public Non Institutions	E-Voting	15320840	12046139	78.6258	12045972	167	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046139</b>	<b>78.6258</b>	<b>12045972</b>	<b>167</b>	<b>99.9986</b>	<b>0.0014</b>
<b>Total</b>		<b>63542541</b>	<b>54610476</b>	<b>85.9432</b>	<b>54107874</b>	<b>502602</b>	<b>99.0797</b>	<b>0.9203</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Special)		4 - RATIFICATION OF THE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2019 – SCHEME III – MANAGEMENT OTHER THAN CEO' ("SCHEME III") AND "SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2019 – SCHEME IV – CEO" ("SCHEME IV") READ WITH SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")'						
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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	8263757	52.7976	5368583	2895174	64.9654	35.0346
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8263757</b>	<b>52.7976</b>	<b>5368583</b>	<b>2895174</b>	<b>64.9654</b>	<b>35.0346</b>
Public Non Institutions	E-Voting	15320840	12046139	78.6258	12045222	917	99.9924	0.0076
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046139</b>	<b>78.6258</b>	<b>12045222</b>	<b>917</b>	<b>99.9924</b>	<b>0.0076</b>
<b>Total</b>		<b>63542541</b>	<b>52879826</b>	<b>83.2196</b>	<b>49983735</b>	<b>2896091</b>	<b>94.5233</b>	<b>5.4767</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Special)			5 - TO APPROVE AMENDMENT IN THE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017'					
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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	8263757	52.7976	4906268	3357489	59.3709	40.6291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8263757</b>	<b>52.7976</b>	<b>4906268</b>	<b>3357489</b>	<b>59.3709</b>	<b>40.6291</b>
Public Non Institutions	E-Voting	15320840	12046127	78.6258	12045224	903	99.9925	0.0075
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046127</b>	<b>78.6258</b>	<b>12045224</b>	<b>903</b>	<b>99.9925</b>	<b>0.0075</b>
<b>Total</b>		<b>63542541</b>	<b>52879814</b>	<b>83.2195</b>	<b>49521422</b>	<b>3358392</b>	<b>93.6490</b>	<b>6.3510</b>

\* No. of votes polled does not include No. of votes abstained



## Sapphire Foods India Limited

Resolution Required : (Special)			6 - TO APPROVE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2022 – SCHEME III A - MANAGEMENT OTHER THAN CEO" READ WITH 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")					
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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	8263757	52.7976	4906268	3357489	59.3709	40.6291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8263757</b>	<b>52.7976</b>	<b>4906268</b>	<b>3357489</b>	<b>59.3709</b>	<b>40.6291</b>
Public Non Institutions	E-Voting	15320840	12046127	78.6258	12045187	940	99.9922	0.0078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046127</b>	<b>78.6258</b>	<b>12045187</b>	<b>940</b>	<b>99.9922</b>	<b>0.0078</b>
<b>Total</b>		<b>63542541</b>	<b>52879814</b>	<b>83.2195</b>	<b>49521385</b>	<b>3358429</b>	<b>93.6489</b>	<b>6.3511</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Special)			7 - TO APPROVE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2022 – SCHEME IV A - CEO" READ WITH 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")					
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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	8263757	52.7976	4906268	3357489	59.3709	40.6291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8263757</b>	<b>52.7976</b>	<b>4906268</b>	<b>3357489</b>	<b>59.3709</b>	<b>40.6291</b>
Public Non Institutions	E-Voting	15320840	12046127	78.6258	12045187	940	99.9922	0.0078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046127</b>	<b>78.6258</b>	<b>12045187</b>	<b>940</b>	<b>99.9922</b>	<b>0.0078</b>
<b>Total</b>		<b>63542541</b>	<b>52879814</b>	<b>83.2195</b>	<b>49521385</b>	<b>3358429</b>	<b>93.6489</b>	<b>6.3511</b>

\* No. of votes polled does not include No. of votes abstained

## Sapphire Foods India Limited

Resolution Required : (Special)			8 - APPROVAL OF GRANT OF EMPLOYEE STOCK OPTION EQUAL OR MORE THAN 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEE(S).					
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	32569930	32569930	100.0000	32569930	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
	<b>Total</b>		<b>32569930</b>	<b>100.0000</b>	<b>32569930</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15651771	8263757	52.7976	4906268	3357489	59.3709	40.6291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8263757</b>	<b>52.7976</b>	<b>4906268</b>	<b>3357489</b>	<b>59.3709</b>	<b>40.6291</b>
Public Non Institutions	E-Voting	15320840	12046127	78.6258	12045085	1042	99.9913	0.0087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12046127</b>	<b>78.6258</b>	<b>12045085</b>	<b>1042</b>	<b>99.9913</b>	<b>0.0087</b>
<b>Total</b>		<b>63542541</b>	<b>52879814</b>	<b>83.2195</b>	<b>49521283</b>	<b>3358531</b>	<b>93.6487</b>	<b>6.3513</b>

\* No. of votes polled does not include No. of votes abstained

## **Sapphire Foods India Limited**

**Registered Office:** 702, Prism Tower, A Wing, Mindspace, Link Road,

Goregaon (West), Mumbai - 400062

**(CIN):** L55204MH2009PLC197005 **Tel No.:** 022 67522300

**Email:** [investor@sapphirefoods.in](mailto:investor@sapphirefoods.in) **Website:** [www.sapphirefoods.in](http://www.sapphirefoods.in)

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# **SCRUTINIZERS' REPORT ON POSTAL BALLOT**

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**ALWYN D'SOUZA**

**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.

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

E-mail: [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) ;Website : [www.alwynjay.com](http://www.alwynjay.com)

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**ALWYN D'SOUZA**  
**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. Flr, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) ; Website : [www.alwynjay.com](http://www.alwynjay.com)

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**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 March 8, 2022**

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 March 8, 2022.

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 April 8, 2022.

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 March 8, 2022 based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("LIPL"), 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 General Circular No. 14/2020 dated April 8, 2020, the General Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021, pursuant to other applicable laws and regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standards 2 on General Meetings and other applicable provisions of the Act, the time being in force and as amended from time to time.
2. The Company has on March 9, 2022 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 March 8, 2022. 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 March 10, 2022 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 ("LI IPL"). The Postal Ballot remote e-voting period commenced on Thursday, March 10, 2022 (9:00 a.m. IST) and ended on Friday, April 8, 2022 (5:00 p.m. IST).
5. After the time fixed for closing of the e-voting the votes were unblocked on April 8, 2022 at 5.05 p.m IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of LI IPL

(<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 March 8, 2022 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 March 8, 2022 is as under:

**RESOLUTION NO. 1: SPECIAL RESOLUTION**

**APPROVAL & RATIFICATION OF CERTAIN ARTICLES AND ALTERATION OF THE ARTICLES OF ASSOCIATION 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
<b>133</b>	<b>4,83,71,960</b>	<b>88.58</b>

- (ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>33</b>	<b>62,38,504</b>	<b>11.42</b>

- (iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>2</b>	<b>42</b>

RESOLUTION NO. 2: ORDINARY RESOLUTION

REGULARISATION OF MR. PAUL ROBINE (DIN: 07828525) 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
<b>152</b>	<b>5,41,07,884</b>	<b>99.08</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>14</b>	<b>5,02,592</b>	<b>0.92</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>1</b>	<b>30</b>



RESOLUTION NO. 3: ORDINARY RESOLUTION

REGULARISATION OF MR. VINOD NAMBIAR (DIN: 07290613) 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
<b>152</b>	<b>5,41,07,874</b>	<b>99.08</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>15</b>	<b>5,02,602</b>	<b>0.92</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>1</b>	<b>30</b>

**RESOLUTION NO. 4: SPECIAL RESOLUTION**

**RATIFICATION OF THE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2019 - SCHEME III - MANAGEMENT OTHER THAN CEO' ("SCHEME III") AND "SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2019 - SCHEME IV - CEO" ("SCHEME IV") READ WITH SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")'**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>126</b>	<b>4,99,83,735</b>	<b>94.52</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>40</b>	<b>28,96,091</b>	<b>5.48</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>2</b>	<b>17,30,680</b>

RESOLUTION NO. 5: SPECIAL RESOLUTION

TO APPROVE AMENDMENT IN THE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017'

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>125</b>	<b>4,95,21,422</b>	<b>93.65</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>41</b>	<b>33,58,392</b>	<b>6.35</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>3</b>	<b>17,30,692</b>

**RESOLUTION NO. 6: SPECIAL RESOLUTION**

**TO APPROVE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2022 - SCHEME III A - MANAGEMENT OTHER THAN CEO' READ WITH 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>121</b>	<b>4,95,21,385</b>	<b>93.65</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>45</b>	<b>33,58,429</b>	<b>6.35</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>3</b>	<b>17,30,692</b>

**RESOLUTION NO. 7: SPECIAL RESOLUTION**

**TO APPROVE 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION SCHEME 2022 - SCHEME IV A - CEO' READ WITH 'SAPPHIRE FOODS EMPLOYEE STOCK OPTION PLAN 2017' ("ESOP 2017")**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>121</b>	<b>4,95,21,385</b>	<b>93.65</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>45</b>	<b>33,58,429</b>	<b>6.35</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>3</b>	<b>17,30,692</b>

RESOLUTION NO. 8: SPECIAL RESOLUTION

APPROVAL OF GRANT OF EMPLOYEE STOCK OPTION EQUAL OR MORE THAN 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEE(S)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>120</b>	<b>4,95,21,283</b>	<b>93.65</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>46</b>	<b>33,58,531</b>	<b>6.35</b>

(iii) *Invalid/Abstain* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>3</b>	<b>17,30,692</b>

Based on the foregoing, the above Resolution(s) were 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.

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*Alwyn D'Souza*  
Practising Company Secretary  
FCS No.5559, CP No.5137  
Alwyn D'Souza & Co  
Company Secretaries  
[UDIN : F005559D000055620]

*Mumbai, April 09, 2022*

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 5.05 P.M. IST on April 8, 2022.

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*Edlon Dsouza*  
B 508, Shree Girnar Tower CHSL, Sai Baba Nagar, Mira Road East, Thane - 401107

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*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**

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Sachin Dudam  
Company Secretary and Compliance Officer  
Membership No. A31812



Place : Mumbai  
Date : April 11, 2022