



Date: August 11, 2023

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 – 400001  Scrip Code: 543397
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Dear Sir/Madam,

**Subject: Voting Results in respect of the 14<sup>th</sup> 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 Fourteenth (14<sup>th</sup>) Annual General Meeting of the Company held on August 11, 2023, along with Scrutinizer’s Report dated August 11, 2023.

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



<b>Date of Annual General Meeting</b>	August 11, 2023
<b>Record/ Cut-off Date</b>	August 04, 2023
<b>Total number of shareholders on record date</b>	55,453
<b>Number of shareholders present in the meeting either in person or through proxy:</b> <b>a). Promoters and Promoter Group:</b> <b>b). Public:</b>	Not Applicable
<b>Number of shareholders attended the meeting through video conferencing:</b> <b>a). Promoters and Promoter Group:</b> <b>b). Public:</b>	5 46

## Sapphire Foods India Limited

<b>Resolution Required : (Ordinary)</b>			<b>1 - To receive, consider, approve and adopt:</b> a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, 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, 2023, together with the Reports of the Auditors thereon.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	28528415	28528415	100.0000	28528415	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>28528415</b>	<b>100.0000</b>	<b>28528415</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	30540059	24684248	80.8258	24684248	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>24684248</b>	<b>80.8258</b>	<b>24684248</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4535894	788088	17.3745	788085	3	99.9996	0.0004
	Poll		12132	0.2675	12132	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>800220</b>	<b>17.6420</b>	<b>800217</b>	<b>3</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Total</b>		<b>63604368</b>	<b>54012883</b>	<b>84.9201</b>	<b>54012880</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

## Sapphire Foods India Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Vikram Agarwal (DIN: 03038370), 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	28528415	28528415	100.0000	28528415	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>28528415</b>	<b>100.0000</b>	<b>28528415</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	30540059	24684245	80.8258	23266464	1417781	94.2563	5.7437
	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>24684245</b>	<b>80.8258</b>	<b>23266464</b>	<b>1417781</b>	<b>94.2563</b>	<b>5.7437</b>
Public Non Institutions	E-Voting	4535894	788088	17.3745	787337	751	99.9047	0.0953
	Poll		12132	0.2675	12132	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>800220</b>	<b>17.6420</b>	<b>799469</b>	<b>751</b>	<b>99.9062</b>	<b>0.0938</b>
<b>Total</b>		<b>63604368</b>	<b>54012880</b>	<b>84.9201</b>	<b>52594348</b>	<b>1418532</b>	<b>97.3737</b>	<b>2.6263</b>

## Sapphire Foods India Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. Kabir Thakur (DIN: 08422362), 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	28528415	28528415	100.0000	28528415	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>28528415</b>	<b>100.0000</b>	<b>28528415</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	30540059	24684245	80.8258	23607487	1076758	95.6379	4.3621
	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>24684245</b>	<b>80.8258</b>	<b>23607487</b>	<b>1076758</b>	<b>95.6379</b>	<b>4.3621</b>
Public Non Institutions	E-Voting	4535894	788088	17.3745	787343	745	99.9055	0.0945
	Poll		12132	0.2675	12132	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>800220</b>	<b>17.6420</b>	<b>799475</b>	<b>745</b>	<b>99.9069</b>	<b>0.0931</b>
<b>Total</b>		<b>63604368</b>	<b>54012880</b>	<b>84.9201</b>	<b>52935377</b>	<b>1077503</b>	<b>98.0051</b>	<b>1.9949</b>

## Sapphire Foods India Limited

Resolution Required : (Ordinary)			4 - Regularisation of Mr. Norbert Fernandes (DIN: 06716549) 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	28528415	28528415	100.0000	28528415	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>28528415</b>	<b>100.0000</b>	<b>28528415</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	30540059	24684245	80.8258	23607487	1076758	95.6379	4.3621
	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>24684245</b>	<b>80.8258</b>	<b>23607487</b>	<b>1076758</b>	<b>95.6379</b>	<b>4.3621</b>
Public Non Institutions	E-Voting	4535894	788076	17.3742	787361	715	99.9093	0.0907
	Poll		12132	0.2675	12132	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>800208</b>	<b>17.6417</b>	<b>799493</b>	<b>715</b>	<b>99.9106</b>	<b>0.0894</b>
<b>Total</b>		<b>63604368</b>	<b>54012868</b>	<b>84.9201</b>	<b>52935395</b>	<b>1077473</b>	<b>98.0052</b>	<b>1.9948</b>

# 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](mailto:alwyn@alwynjay.com) ;Website : [www.alwynjay.com](http://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 14th Annual General Meeting of the Equity Shareholders of Sapphire  
Foods India Limited, held on Friday, August 11, 2023 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 14<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, August 11, 2023 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 and Circular No. 10/2022 dated December 28, 2022 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 and January 05, 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 14<sup>th</sup> Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, August 11, 2023 at 11.30 a.m.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2022-23 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 14<sup>th</sup> 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 10, 2023 at 5:00 P.M.
- e) At the 14<sup>th</sup> AGM of the Company held on Friday, August 11, 2023, 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 11, 2023 at around 12.30 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 14<sup>th</sup> 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, 2023, 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, 2023, 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	233	54000748	-
E-voting during the AGM	6	12132	-
<b>TOTAL</b>	<b>239</b>	<b>54012880</b>	<b>100.00</b>

(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	1	3	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>1</b>	<b>3</b>	<b>0.00</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

## 2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Vikram Agarwal (DIN: 03038370), 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	215	52582216	-
E-voting during the AGM	6	12132	-
<b>TOTAL</b>	<b>221</b>	<b>52594348</b>	<b>97.37</b>

(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	24	1418532	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>24</b>	<b>1418532</b>	<b>2.63</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

### 3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Kabir Thakur (DIN: 08422362), 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	225	52923245	-
E-voting during the AGM	6	12132	-
<b>TOTAL</b>	<b>231</b>	<b>52935377</b>	<b>98.01</b>

(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	14	1077503	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>14</b>	<b>1077503</b>	<b>1.99</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION:**

**Regularization of Mr. Norbert Fernandes (DIN: 06716549) as Non-Executive Non-Independent Nominee 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	226	52923263	-
E-voting during the AGM	6	12132	-
<b>TOTAL</b>	<b>232</b>	<b>52935395</b>	<b>98.01</b>

(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	11	1077473	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>11</b>	<b>1077473</b>	<b>1.99</b>


(iii) Invalid/abstain votes:

Particulars of Voting	Total number of members whose votes were declared <del>invalid</del> /abstain	Total number of votes cast by them
Remote e-voting	1	12
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Based on the foregoing, the Resolution No. (s) 1 to 4 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 14<sup>th</sup> 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: F005559E000790860 ]

Place: Mumbai  
Date: August 11, 2023



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 11, 2023 at 12.30 p.m



**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 & Compliance Officer