



Date: September 5, 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
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Dear Sir/Madam,

Subject: Voting Results in respect of the 13th 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 Thirteenth (13th) Annual General Meeting of the Company held on September 2, 2022, along with Scrutinizer’s Report dated September 5, 2022.

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	September 2, 2022
Record/ Cut-off Date	August 26, 2022
Total number of shareholders on record date	64,838
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:	4 34

Resolution Details(1)								
Resolution Required					To receive, consider, approve and adopt: a)the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, 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 March 31, 2022, 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	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	32569930	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	Total	32569930	32569930	100	32569930	0	100	0
Public Institutions	E-voting	18137808	11252725	62.0402	11252725	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	Total	18137808	11252725	62.0402	11252725	0	100	0
Public Non-Institutions	E-voting	12834803	3328821	25.9359	3328395	426	99.9872	0.0128
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	Total	12834803	3328821	25.9359	3328395	426	99.9872	0.0128
Total		63542541	47151476	74.2046	47151050	426	99.9991	0.0009

Resolution Details(2)								
Resolution Required					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	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	32569930	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32569930	32569930	100	32569930	0	100
Public Institutions	E-voting	18137808	13876681	76.5069	13876681	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		18137808	13876681	76.5069	13876681	0	100
Public Non-Institutions	E-voting	12834803	3328951	25.9369	3328327	624	99.9813	0.01874
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		12834803	3328951	25.9369	3328327	624	99.9813
Total		63542541	49775562	78.3342	49774938	624	99.9987	0.0013

Resolution Details(3)								
Resolution Required					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	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	32569930	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32569930	32569930	100	32569930	0	100
Public Institutions	E-voting	18137808	13876681	76.5069	13876681	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		18137808	13876681	76.5069	13876681	0	100
Public Non-Institutions	E-voting	12834803	3328951	25.9369	3327469	1482	99.9555	0.0445
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		12834803	3328951	25.9369	3327469	1482	99.9555
Total		63542541	49775562	78.3342	49774080	1482	99.9970	0.0030

Resolution Details(4)								
Resolution Required					To ratify Sapphire Food Employees Stock Option Scheme 2019 Scheme III Management other than CEO (Scheme III) read with Sapphire Foods Employees Stock Option Plan 2017 (ESOP Plan) for Grant of Options to the Eligible Employees of Subsidiary Companies.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	32569930	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32569930	32569930	100	32569930	0	100
Public Institutions	E-voting	18137808	11252725	62.0402	4276586	6976139	38.0049	61.9951
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		18137808	11252725	62.0402	4276586	6976139	38.0049
Public Non-Institutions	E-voting	12834803	3328927	25.9367	3281083	47844	98.5628	1.4372
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		12834803	3328927	25.9367	3281083	47844	98.5628
Total		63542541	47151582	74.2047	40127599	7023983	85.1034	14.8966

Resolution Details(5)								
Resolution Required					Approval of Grants under Sapphire Foods Employee Stock Option Scheme 2022 Scheme III A Management Other Than CEO (Scheme III A) read with Sapphire Foods Employee Stock Option Plan 2017 (ESOP Plan) to the Eligible Employees / Directors of the subsidiary company(ies) of Sapphire Foods India Limited.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	32569930	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32569930	32569930	100	32569930	0	100
Public Institutions	E-voting	18137808	11252725	62.0402	4366586	6886139	38.8047	61.1953
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		18137808	11252725	62.0402	4366586	6886139	38.8047
Public Non-Institutions	E-voting	12834803	3328927	25.9367	3281073	47854	98.5625	1.4375
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		12834803	3328927	25.9367	3281073	47854	98.5625
Total		63542541	47151582	74.2047	40217589	6933993	85.2943	14.7057

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

of the 13th Annual General Meeting of the Equity Shareholders of Sapphire Foods India Limited, held on Friday, September 02, 2022 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 13th Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, September 02, 2022 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 and Circular No. 2/2022 dated May 5, 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 ("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 13th Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, September 02, 2022 at 11.30 a.m.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2021-22 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 13th 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 National Securities Depository Limited ("NSDL").
- d) The remote e-voting was concluded on Thursday, September 01, 2022 at 5:00 P.M.
- e) At the 13th AGM of the Company held on Friday, September 02, 2022, 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, September 02, 2022 at around 12.32 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 NSDL (<https://www.evoting.nsdl.com/>) 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 13th 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 National Securities Depository Limited (“NSDL”).
- 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, 2022, 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, 2022, together with the Reports of the Auditors thereon.

- (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	338	4,71,51,050	99.999

- (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	6	426	0.001

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

2. RESOLUTION NO. 2 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:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	326	4,97,74,938	99.999

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	20	624	0.001

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

3. RESOLUTION NO. 3 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:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	325	4,97,74,080	99.997

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	21	1,482	0.003

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. RESOLUTION NO. 4 AS A SPECIAL RESOLUTION:

To ratify Sapphire Food Employees Stock Option Scheme 2019 – Scheme III – Management other than CEO” (“Scheme III”) read with Sapphire Foods Employees Stock Option Plan 2017 (“ESOP Plan” for Grant of Options to the Eligible Employees of Subsidiary Companies.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	270	4,01,27,599	85.103

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	73	70,23,983	14.897

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. RESOLUTION NO. 5 AS A SPECIAL RESOLUTION:

Approval of Grants under Sapphire Food Employee Stock Option Scheme 2022 – Scheme III A – Management Other Than CEO’ – (“Scheme III A”) read with “Sapphire Foods Employee Stock Option Plan 2017” (“ESOP Plan”) to the Eligible Employees / Directors of the subsidiary company(ies) of Sapphire Foods India Limited.

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	271	4,02,17,589	85.294

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	72	69,33,993	14.706

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Based on the foregoing, the Resolution No. (s) 1 to 5 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 13th 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: F005559D000914401]

Place: Mumbai
Date: September 05, 2022

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited (<https://www.evoting.nsdl.com/>) in our presence on Friday, September 02, 2022 at 12.32 p.m.

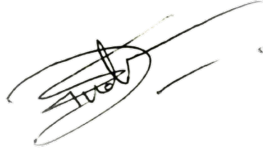


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Krishnakant Adagale
Row House No.18,
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Kashigaon, Mira Road East,
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Countersigned by:
For **SAPPHIRE FOODS INDIA LIMITED**



Sachin Dudam
Company Secretary & Compliance Officer