

SCRUTINIZERS' REPORT

ON

POSTAL BALLOT

OF

SAPPHIRE FOODS INDIA LIMITED

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

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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 6th February 2026.**

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 assent/dissent on the resolution as specified in the Postal Ballot Notice dated 6th February 2026.

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 Thursday, 26th March 2026.

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 6th February 2026 based on the reports generated from the e-voting system provided by the MUFG Intime India Private Limited ("MUFG Intime"), 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 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; and other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) for seeking assent/dissent on the resolution as set out hereunder.
2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/depository participant(s).
3. The Company has on 24th February 2026 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 Friday, 6th February 2026. 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.
4. 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 25th February 2026 informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.

5. The Remote e-voting facility was provided by MUFG Intime India Private Limited ("MUFG Intime"). The Postal Ballot remote e-voting period commenced on Wednesday, 25th February 2026 (9:00 a.m. IST) and ended on Thursday, 26th March 2026 (5:00 p.m. IST).
6. After the time fixed for closing of the e-voting the votes were unblocked on Thursday, 26th March 2026 at 5.21 p.m IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of MUFG Intime (<https://instavote.linkintime.co.in>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
7. The data for the purpose of verification of the number of shares was taken as of Friday, 6th February 2026 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
8. This report is based on vote cast through e-voting, which was downloaded from the website <https://instavote.linkintime.co.in>. 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.
9. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated 06th February, 2026 is as under:

RESOLUTION NO. 1: ORDINARY RESOLUTION

Appointment of Mr. Kushal Agarwal (DIN: 11528795) as Non-Executive 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
303	27,41,44,486	99.58

- (ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	11,50,227	0.42

(iii) ~~Invalid~~/Abstain votes:

Number of members whose votes were declared invalid /abstain	Number of invalid /abstain votes cast by them
3	240

Based on the foregoing, the above Resolution is 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.

For **Alwyn D'Souza & Co.**
Company Secretaries


Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559G004123191]

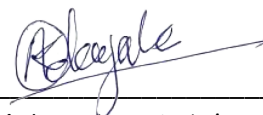


Place: Mumbai
Date: 26th March 2026

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the MUFG Intime India Private Limited (<https://instavote.linkintime.co.in>) in our presence at 5.21 p.m IST on Thursday, 26th March 2026.

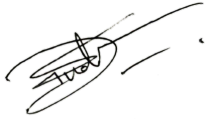


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Krishnakant Adagale
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Countersigned by:
For **Sapphire Foods India Limited**



Sachin Dudam
Company Secretary and Compliance Officer
Membership No. A31812

Place :Mumbai
Date: 26th March 2026

