

# Vidhi Specialty Food Ingredients Limited.

Office: E/27/28/29, Commerce Centre, 78, Tardeo Road,  
Mumbai – 400034, India.

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Factory : 59/B & 68, M.I.D.C. Dhatav, Roha

Dist : Raigad, Maharashtra – 402116, India.

E-mail : mitesh.manek@vidhifoodcolour.com

Web : www.vidhifoodcolour.com

CIN : L24110MH1994PLC076156

Date: May 30, 2022

To,

The Manager, Department of Corporate Services (DCS-Listing) <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 531717	The Manager, Listing Compliance <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: VIDHIING
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Dear Sir/Madam,

**Ref No: - Company Code: BSE - 531717, NSE Symbol: VIDHIING**

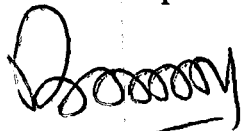
**Sub: Compliance under regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019, we enclose herewith, the Annual Secretarial Compliance Report issued by M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2022.

Kindly take the same on your record.

Yours Sincerely,

For Vidhi Specialty Food Ingredients Limited,



**Bipin Madhavji Manek**  
Managing Director  
DIN: 00416441



Place: Mumbai  
Encl: As above

# HEMANSHU KAPADIA & ASSOCIATES

## COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai-400 008  
Tel: 022- 6631 0888/6631 4830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)  
Website: [hkacs.com](http://hkacs.com)

### SECRETARIAL COMPLIANCE REPORT OF VIDHI SPECIALTY FOOD INGREDIENTS LIMITED FOR THE YEAR ENDED MARCH 31, 2022

I, Hemanshu Kapadia, Proprietor of **M/s. Hemanshu Kapadia & Associates**, Practicing Company Secretaries, having office at Office No. 12, 14<sup>th</sup> Floor, Navjivan Commercial Co-op Society Limited, Building No. 3, Lamington Road, Mumbai, Maharashtra - 400008, have examined the following as under:

- a) all the documents and records made available to us and explanation provided by **Vidhi Specialty Food Ingredients Limited** ("the listed entity" or "the Company"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**No events during the year**);

- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(No events during the year)**;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(No events during the year)**;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 / the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(No events during the year)**;
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 / the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No events during the year)**;
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 with regard to dealing with the Company; and
- k) Circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - A listed entity shall appoint a qualified company secretary as the compliance officer.	Mr. Awdhesh Pandey, Company Secretary and Compliance Officer of the Company had resigned w.e.f. closing working hour of May 12, 2021. The Company has appointed Ms. Priyanka Suresh Soni, Company Secretary, as Compliance Officer of the Company w.e.f. November 08, 2021. Hence, there was no Compliance Officer during the period from closure of working hour of May 12, 2021 till November 07, 2021.	The SEBI Listing Regulation does not prescribe time limit within which the Company Secretary/ Compliance Officer to be appointed. However, Section 203(4) of the Companies Act, 2013 provide 6 months' time to fill the casual vacancy in the office of Company Secretary. Accordingly, the appointment of Company Secretary was made w.e.f. November 08, 2021, which was within 6 months from the date of creation of vacancy.
2	Regulation 25(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - With effect from January 1, 2022, the top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.	The Company being, top 1000 listed entity by Market Cap as on March 31, 2021, was required to have D&O insurance w.e.f. January 01, 2022.	The Company has obtained D&O insurance which was effective from March 28, 2022.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records;
- c) As confirmed by the Management, there were no action taken against the listed entity/its Promoters/Directors/~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder; and
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observation made in the Secretarial Compliance Report for the Year Ended	Action taken by the Listed Entity, If Any,	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	<b>No Observations were there in the Previous Report</b>			

- e) We further report that during the review period there was no event relating to appointment/reappointment/ resignation of Statutory Auditors and the Company is compliant with Para 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**For Hemanshu Kapadia & Associates  
Practicing Company Secretaries**

Hemanshu Lalitbhai Kapadia Digitally signed  
by Hemanshu Lalitbhai Kapadia

**Hemanshu Kapadia  
Proprietor**

C.P. No.: 2285

Membership No.: F3477

Peer Review: 1620/2021

UDIN: F003477D000426306

**Date: May 30, 2022**

**Place: New York, USA**