



Date: September 24, 2019

To,

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

Ref.: Company Code: BSE - 531717, NSE Symbol: VIDHIING

Sub: Voting Results of the 26th Annual General Meeting under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Sir/Madam,

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided to its Members the facility to cast their votes by electronic means on all the resolutions as stated in the notice of the 26th Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 26th AGM, the Chairman ordered for a poll for voting on all the resolutions and voting was conducted by means of poll. As per the Companies Act, 2013, Members who had already voted through Remote E-voting, did not vote on Poll at the 26th AGM.

The Board of Directors had appointed Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587 and and C.P. No: 9869), Partner of M/s. VPP & Associates as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman of the 26th AGM appointed Mr. Vipin Mehta (Membership No: F8587 and C.P. No: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Mrs. Pooja Mayank Jain, Member of Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id 12066900-00058424 as the Scrutinizers to conduct the Poll process at the 26th AGM in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 26th AGM of the Company. The Scrutinizers has also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on September 24, 2019.

Mode of voting for all the resolutions at the 26th AGM: Remote E-voting was conducted between Friday, September 20, 2019, 9:00 a.m. (IST) to Sunday, September 22, 2019, 5:00 p.m. (IST) and poll was taken at the AGM.

Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations'], please

Vidhi Specialty Food Ingredients Ltd.

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Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156



find attached herewith the voting results of the 26th AGM of the Company held on Monday, September 23, 2019.

As per the consolidated Report of the Scrutinizers, all the resolutions as set out in the Notice of 26th AGM have been approved by the Members of the Company with requisite majority.

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon.	Ordinary	Ordinary
2.	To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2018-19.	Ordinary	Ordinary
3.	To declare Final Dividend on Equity Shares for the financial year 2018-19.	Ordinary	Ordinary
4.	To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment.	Ordinary	Ordinary
5.	To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director.	Special	Ordinary
6.	To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years.	Special	Special
7.	To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years.	Special	Special
8.	To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years.	Special	Special
9.	To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non- Executive Directors.	Special	Special
10.	To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director.	Special	Ordinary
11.	To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company.	Special	Ordinary
12.	To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.	Special	Special

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Please also find attached herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [Voting results are combined results of Remote E-voting (Section 108 of the Companies Act, 2013) and Poll (Section 109 of the Companies Act, 2013)].
- Scrutinizers' Reports on the electronic voting and voting on poll at the 26th AGM along with the consolidated report on voting.

In the aforesaid results and Reports, brief description of resolutions has been given. Kindly refer to the notice of 26th AGM for text of resolutions. The aforesaid documents are also posted on the website of the Company: <http://www.vidhifoodcolour.com/>

For Vidhi Specialty Food Ingredients Limited,



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Place: Mumbai

Encl: As above

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Voting Results of the 26th Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	September 23, 2019
Total Number of Shareholders on Record Date	11730
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	2
Public	32
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

For Vidhi Specialty Food Ingredients Limited,



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Place: Mumbai

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Agenda 1: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4671	1	99.9786	0.0214
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	423936	1	99.9998	0.0002
TOTAL		49945000	32524937	65.1215	32524936	1	100.0000	0.0000



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Agenda 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2018-19.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4671	1	99.9786	0.0214
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	423936	1	99.9998	0.0002
TOTAL		49945000	32524937	65.1215	32524936	1	100.0000	0.0000



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Agenda 3: To declare Final Dividend on Equity Shares for the financial year 2018-19.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	
	Total		32101000	32101000	100.000	32101000	0	100.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		899462	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4671	1	99.9786	0.0214
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total		16944538	423937	2.5019	423936	1	99.9998
TOTAL		49945000	32524937	65.1215	32524936	1	100.0000	0.0000



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Agenda 4: To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4671	1	99.9786	0.0214
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	423936	1	99.9998	0.0002
TOTAL		49945000	32524937	65.1215	32524936	1	100.0000	0.0000



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Agenda 5: To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total	32101000	32101000	100.000	32101000	0	100.000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	3171	1501	67.8724	32.1276
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	422436	1501	99.6459	0.3541
TOTAL		49945000	32524937	65.1215	32523436	1501	99.9954	0.0046



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Agenda 6: To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years.

Resolution Required:	Special
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0	
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	2435	2237	52.1190	47.8810
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	421700	2237	99.4723	0.5277
TOTAL		49945000	32524937	65.1215	32522700	2237	99.9931	0.0069



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Agenda 7: To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years.

Resolution Required:	Special
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4533	139	97.0248	2.9752
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	423798	139	99.9672	0.0328
TOTAL		49945000	32524937	65.1215	32524798	139	99.9996	0.0004



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Agenda 8: To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years.

Resolution Required:	Special
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	4533	139	97.0248	2.9752
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	423798	139	99.9672	0.0328
TOTAL		49945000	32524937	65.1215	32524798	139	99.9996	0.0004



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Agenda 9: To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non- Executive Directors.

Resolution Required:	Special
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total		32101000	32101000	100.000	32101000	0	100.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		899462	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	2435	2237	52.1190	47.8810
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total		16944538	423937	2.5019	421700	2237	99.4723
TOTAL		49945000	32524937	65.1215	32522700	2237	99.9931	0.0069



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RegdOff.:

Factory:

E/27, Commerce Centre, 78, Tardeo Road,
Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)

Fax : + 91 22 2352 1980, E-mail : mitesh.manek@vidhifoodcolour.com ,Web. : www.vidhifoodcolour.com

59/B & 68, M.I.D.C. Dhatav, Roha
Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156



Agenda 10: To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director.

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.000
	Poll		0	0	0	0	0	0
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	2435	2237	52.1190	47.8810
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	421700	2237	99.4723	0.5277
TOTAL		49945000	32524937	65.1215	32522700	2237	99.9931	0.0069



Vidhi Specialty Food Ingredients Ltd.

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Agenda 11: To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company

Resolution Required:	Ordinary
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total	32101000	32101000	100.000	32101000	0	100.0000	0.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	899462	0	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	2435	2237	52.1190	47.8810
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total	16944538	423937	2.5019	421700	2237	99.4723	0.5277
TOTAL		49945000	32524937	65.1215	32522700	2237	99.9931	0.0069



Vidhi Specialty Food Ingredients Ltd.

RegdOff.:

Factory:

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Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156

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Agenda 12: To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013

Resolution Required:	Special
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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total		32101000	32101000	100.000	32101000	0	100.0000
Public - Institutional Holders	E-voting	899462	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		899462	0	0	0	0	0
Public - others	E-voting	16944538	4672	0.0276	2435	2237	52.1190	47.8810
	Poll		419265	2.4743	419265	0	100.0000	0.0000
	Total		16944538	423937	2.5019	421700	2237	99.4723
TOTAL		49945000	32524937	65.1215	32522700	2237	99.9931	0.0069

For Vidhi Specialty Food Ingredients Limited,



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director
Place: Mumbai

Vidhi Specialty Food Ingredients Ltd.

RegdOff.:

Factory:

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59/B & 68, M.I.D.C. Dhatav, Roha
Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 26th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

We, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Pooja Mayank Jain, Member of **Vidhi Specialty Food Ingredients Limited** ('the Company') having **DP-Client Id 12066900-00058424**, were appointed as the Scrutinizers by the Chairman of the 26th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 26th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. Total 15 poll papers representing 4,19,265 (Four Lakhs Nineteen Thousand Two Hundred Sixty Five) Equity Shares were received. We did not find any invalid poll paper.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 26th AGM for text of complete resolutions.

I. Ordinary Business:

(a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(b) Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2018-19 (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(c) Resolution No. 3: To declare Final Dividend on Equity Shares for the financial year 2018-19 (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(d) **Resolution No. 4: To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

II. **Special Business:**

(a) **Resolution No. 5: To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(b) Resolution No. 6: To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(c) Resolution No. 7: To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(d) Resolution No. 8: To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(e) **Resolution No. 9: To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(f) **Resolution No. 10: To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(g) **Resolution No. 11: To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(h) **Resolution No. 12: To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
15	4,19,265	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely,



Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for Poll
C.P. No.: 9869; Mem. No.: F8587



Pooja Mayank Jain
Member
Scrutinizer for Poll
DP-Client Id 12066900-00058424

Date: September 24, 2019
Place: Mumbai

Date: September 24, 2019
Place: Mumbai

Acknowledge receipt of the same

For **Vidhi Specialty Food Ingredients Limited,**



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Date: September 24, 2019
Place: Mumbai



VPP & ASSOCIATES

Practicing Company Secretaries

Office No. 12, 14th Floor, Navjivan Commercial Co-op. Society, Building No. 3, Lamington Road, Mumbai - 400 008
Tel: +91 22 6631 0888 / 6631 4830 | Website: hkacs.com

SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman of the 26th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, have been appointed by the Board of Directors of **Vidhi Specialty Food Ingredients Limited** ('the Company') as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the resolutions provided in the notice to the 26th Annual General Meeting (AGM) of the Members of the Company, held on Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 26th AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The remote e-voting period remained open from Friday, September 20, 2019, 9:00 a.m. (IST) to Sunday, September 22, 2019, 5:00 p.m. (IST).
 - ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting i.e. Monday, September 16, 2019 were entitled to vote on the resolutions (Item nos. 1 to 12 as set out in the notice of the 26th AGM of the Company).

- iii. The E-voting platform was blocked on Sunday, September 22, 2019 after 5:00 p.m. (IST) and the votes cast were unblocked on Monday, September 23, 2019 in the presence of two witnesses, Mr. Jay Shah and Mr. Parag Bodha, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Jay Shah

Name: Parag Bodha

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted “for” or “against” each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

- (a) **Resolution No. 1: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board’s Report and the Report of Auditors’ thereon (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	3,21,05,671	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.0000

- (iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

- (b) **Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2018-19 (ORDINARY RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	3,21,05,671	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.0000

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(c) Resolution No. 3: To declare Final Dividend on Equity Shares for the financial year 2018-19 (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	3,21,05,671	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.0000

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(d) Resolution No. 4: To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
23	3,21,05,671	100.0000

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.0000

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

II. **Special Business:**

(a) Resolution No. 5: To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
22	3,21,04,171	99.9953

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	1,501	0.0047

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(b) Resolution No. 6: To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	3,21,03,435	99.9930

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
4	2,237	0.0070

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(c) **Resolution No. 7: To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
22	3,21,05,533	99.9996

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	139	0.0004

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(d) **Resolution No. 8: To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
22	3,21,05,533	99.9996

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	139	0.0004

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(e) **Resolution No. 9: To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	3,21,03,435	99.9930

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
4	2,237	0.0070

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(f) Resolution No. 10: To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	3,21,03,435	99.993

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
4	2,237	0.007

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(g) Resolution No. 11: To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company (ORDINARY RESOLUTION):

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	3,21,03,435	99.9930

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
4	2,237	0.0070

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

(h) **Resolution No. 12: To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (SPECIAL RESOLUTION):**

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	3,21,03,435	99.9930

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
4	2,237	0.0070

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	N.A.

Thanking you,



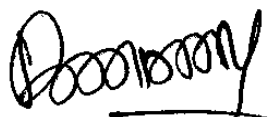
Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretary
Scrutinizer for E-voting
C.P. No.: 9869; Mem. No.: F8587

Date: September 24, 2019

Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited,



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Date: September 24, 2019

Place: Mumbai

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 26th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Company (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,

The Chairman of the 26th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

Re: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for the 26th Annual General Meeting of the Company held on Monday, September 23, 2019 at 3:30 p.m.

1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of **Vidhi Specialty Food Ingredients Limited** ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Friday, September 20, 2019, 9:00 a.m. (IST) to Sunday, September 22, 2019, 5:00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 24, 2019 **on the remote e-voting**.
4. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, and in terms of the SS-2, we, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s.VPP & Associates, Practicing Company Secretaries, Mumbai and Pooja Mayank Jain, Member of

Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id **12066900-00058424** have been appointed as the Scrutinizers by the Chairman of the 26th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 26th AGM of the Members of the Company, held on the Monday, September 23, 2019 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

5. We have issued separate Scrutinizers' Report dated September 24, 2019 on the poll taken on all the resolutions contained in the notice to the 26th AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of poll as under with brief description of resolutions. Kindly refer the notice of 26th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast-in favour	No. of votes cast-against	No. of invalid votes cast	% of valid votes cast in favour	% of valid votes cast against
I. Ordinary Business:					
1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon. (ORDINARY RESOLUTION)	3,25,24,936	1	0	100.0000	0.0000
2. To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2018-19. (ORDINARY RESOLUTION)	3,25,24,936	1	0	100.0000	0.0000
3. To declare Final Dividend on Equity Shares for the financial year 2018-19. (ORDINARY RESOLUTION)	3,25,24,936	1	0	100.0000	0.0000
4. To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment. (ORDINARY RESOLUTION)	3,25,24,936	1	0	100.0000	0.0000


II. Special Business:					
5. To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director. (ORDINARY RESOLUTION)	3,25,23,436	1,501	0	99.9954	0.0046
6. To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years. (SPECIAL RESOLUTION)	3,25,22,700	2,237	0	99.9931	0.0069
7. To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years. (SPECIAL RESOLUTION)	3,25,24,798	139	0	99.9996	0.0004
8. To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years. (SPECIAL RESOLUTION)	3,25,24,798	139	0	99.9996	0.0004
9. To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non- Executive Directors. (SPECIAL RESOLUTION)	3,25,22,700	2,237	0	99.9931	0.0069
10. To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director. (ORDINARY RESOLUTION)	3,25,22,700	2,237	0	99.9931	0.0069
11. To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company. (ORDINARY RESOLUTION)	3,25,22,700	2,237	0	99.9931	0.0069
12. To approve the aggregate annual remuneration payable to the Promoter-Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013. (SPECIAL RESOLUTION)	3,25,22,700	2,237	0	99.9931	0.0069

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 26th AGM of the Members of the Company. Our responsibility

as scrutinizers for the e-voting process and for poll at the 26th AGM is restricted to make Scrutinizers' Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities, and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) and at the time of poll taken at the 26th AGM.

Thanking you,

Yours faithfully,



Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for E-voting & Poll
C.P. No.: 9869; Mem. No.: F8587


Pooja Mayank Jain
Member
Scrutinizer for Poll
DP-Client Id 12066900-00058424

Date: September 24, 2019
Place: Mumbai

Date: September 24, 2019
Place: Mumbai

Acknowledge receipt of the same

For **Vidhi Specialty Food Ingredients Limited,**



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Date: September 24, 2019
Place: Mumbai