



Date: **October 01, 2022**

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(s)/Madam(s),

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

Sub: Voting Results of the 29th Annual General Meeting under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

We wish to inform you that the 29th Annual General Meeting (AGM) of the Company was held on Friday, September 30, 2022 at 03:30 p.m. through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), in accordance with the Circulars issued by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 02 of 2022 dated May 05, 2022 read with General Circular No. 02 of 2021 dated January 13, 2021, General Circular No. 20 of 2020 dated May 5, 2020, General Circular No. 17 of 2020 dated April 13, 2020 and General Circular No. 14 of 2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 in relation to 'Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic' (collectively referred to as 'SEBI Circulars'), to transact the business as stated in the notice of 29th AGM. The venue of the meeting was deemed to be the Registered Office of the Company.

As per Section 108 of the Companies Act, 2013 ('the Act') 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 Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and in terms of MCA and SEBI Circulars, 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 29th AGM. Since voting by show of hands was not permissible as per the Act, at the 29th AGM, the Chairman ordered for a poll for voting on all the resolutions mentioned in notice of the 29th AGM and voting through poll at AGM was conducted through electronic means. As per the provisions of the Act, the Members who had already voted through Remote E-voting, were not entitled to vote on Poll at the AGM.

The Board of Directors had appointed Mr. Vipin Mehta, Practicing Company Secretary (C. P. No. 9869 and Membership No: F8587), Partner of M/s. VPP & Associates, as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mr. Vipin Mehta, Practicing Company Secretary (C. P. No. 9869 and Membership No: F8587), Partner of M/s. VPP & Associates and Ms. Preeti Anand Bhangle, Member of the Company, as the Scrutinizers to conduct the Poll process at the 29th

Vidhi Specialty Food Ingredients Ltd.

RegdOff.:

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AGM in a fair and transparent manner.

The Scrutinizers issued Combined Scrutinizers' Report on the Remote E-voting and on the Electronic Poll taken at the AGM on all the resolutions contained in the notice of the 29th AGM of the Company. Report of Scrutinizers was furnished on October 01, 2022.

Mode of voting for all the resolutions at the 29th AGM: The remote e-voting was conducted between Tuesday, September 27, 2022 (09:00 a.m.) to Thursday, September 29, 2022 (05:00 p.m.) and e-poll was taken at the AGM.

Pursuant to the Regulation 44 of the Listing Regulations, please find attached herewith the voting results of the 29th AGM of the Company held on Friday, September 30, 2022.

As per the Scrutinizers' Report, all the resolutions, as set out in the Notice of the 29th AGM, have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at the 29th AGM are given in the table below:

Res. No.	Particulars	Nature of Business	Type of Resolution
1	To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 Report of the Board and the Auditors thereon.	Ordinary	Ordinary
2	To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 Report of Auditors' thereon.	Ordinary	Ordinary
3	To confirm the 1 st Interim Dividend declared in the financial year 2021-22.	Ordinary	Ordinary
4	To declare Final Dividend on Equity Shares for the financial year 2021-22.	Ordinary	Ordinary
5	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
6	To appoint a Director in place of Mrs. Vidhi Harsh Parekh (DIN: 07584061), 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

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7	To appoint M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: 101474W/W100100) as the Statutory Auditors of the Company and fix their remuneration.	Ordinary	Ordinary
8	To consider re-appointment of Mr. Bipin Madhavji Manek (DIN: 00416441) as Managing Director of the Company and continue to act as Managing Director of the Company and giving remuneration after the age of 70 years.	Special	Special
9	To approve the increase in remuneration of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceed fifty per cent of the total annual remuneration payable to all Non-Executive Directors.	Special	Special
10	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

Aforesaid Voting Results are declared on October 01, 2022 and posted on the website of the Company at www.vidhifoodcolors.com along with the Scrutinizers' Reports.

Please also find attached herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [voting results is combined result of Remote E-voting (Section 108 of the Act) and E-Poll at the 29th AGM (Section 109 of the Act)], and
- Combined Scrutinizers' Report on the remote e-voting and voting on E-poll at the 29th AGM.

In the aforesaid result and Report, brief description of resolutions has been given. Kindly refer to the notice of the 29th AGM for the complete resolutions. The aforesaid documents are also posted on the website of the Company: www.vidhifoodcolors.com

Yours faithfully,
For **Vidhi Specialty Food Ingredients Limited**,

Bipin M. Manek
Chairman of 29th AGM and Managing Director
(DIN: 00416441)
Place: Mumbai
Encl: As above

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Voting Results of the 29th Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	September 30, 2022
Total Number of Shareholders on Record Date	22503
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	5
Public	50

For Vidhi Specialty Food Ingredients Limited,

Bipin M. Manek
Chairman of 29th AGM and Managing Director
(DIN: 00416441)

Date: October 01, 2022
Place: Mumbai

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Agenda 1: To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 Report of the Board and the 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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	54706	0.3084	54670	36	99.9342	0.0658
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	158755	36	99.9773	0.0227
Total		49945000	3209218	6.4255	3209182	36	99.9989	0.0011

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Agenda 2: To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	54706	0.3084	54670	36	99.9342	0.0658
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	158755	36	99.9773	0.0227
Total		49945000	3209218	6.4255	3209182	36	99.9989	0.0011

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Agenda 3: To confirm the 1st Interim Dividend declared in the financial year 2021-22.

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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	337830	1.9046	337794	36	99.9893	0.0107
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		441915	2.4914	441879	36	99.9919	0.0081
Total		49945000	3492342	6.9924	3492306	36	99.9990	0.0010

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Agenda 4: To declare Final Dividend on Equity Shares for the financial year 2021-22.

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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	337830	1.9046	337794	36	99.9893	0.0107
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		441915	2.4914	441879	36	99.9919	0.0081
Total		49945000	3492342	6.9924	3492306	36	99.9990	0.0010

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Agenda 5: 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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	75300	7127	91.3536	8.6464
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82427	77.5171	75300	7127	91.3536	8.6464
Public Non Institutions	E-Voting	17737666	54706	0.3084	53469	1237	97.7388	2.2612
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	157554	1237	99.2210	0.7790
Total		49945000	3209218	6.4255	3200854	8364	99.7394	0.2606

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Agenda 6: To appoint a Director in place of Mrs. Vidhi Harsh Parekh (DIN: 07584061), 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)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	75300	7127	91.3536	8.6464
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82427	77.5171	75300	7127	91.3536	8.6464
Public Non Institutions	E-Voting	17737666	54706	0.3084	53469	1237	97.7388	2.2612
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	157554	1237	99.2210	0.7790
Total		49945000	3209218	6.4255	3200854	8364	99.7394	0.2606

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Agenda 7: To appoint M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: 101474W/W100100) as the Statutory Auditors of the Company and fix their remuneration.

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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	337830	1.9046	337793	37	99.9890	0.0110
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		441915	2.4914	441878	37	99.9916	0.0084
Total		49945000	3492342	6.9924	3492305	37	99.9989	0.0011

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Website: <https://vidhifoodcolors.com/>

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



Agenda 8: To consider re-appointment of Mr. Bipin Madhavji Manek (DIN: 00416441) as Managing Director of the Company and continue to act as Managing Director of the Company and giving remuneration after the age of 70 years.

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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	54706	0.3084	53419	1287	97.6474	2.3526
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	157504	1287	99.1895	0.8105
Total		49945000	3209218	6.4255	3207931	1287	99.9599	0.0401

Vidhi Specialty Food Ingredients Ltd.

RegdOff.:

Factory:

E/27, Commerce Centre, 78, Tardeo Road,
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59/B & 68, M.I.D.C. Dhatav, Roha
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CIN : L24110MH1994PLC076156



Agenda 9: To approve the increase in remuneration of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceed 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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	75300	7127	91.3536	8.6464
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82427	77.5171	75300	7127	91.3536	8.6464
Public Non Institutions	E-Voting	17737666	54706	0.3084	51392	3314	93.9422	6.0578
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158791	0.8952	155477	3314	97.9130	2.0870
Total		49945000	3209218	6.4255	3198777	10441	99.6747	0.3253

Vidhi Specialty Food Ingredients Ltd.

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Dist : Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156



Agenda 10: 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	2968000	9.2458	2968000	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
	Total		2968000	9.2458	2968000	0	100.0000	0.0000
Public Institutions	E-Voting	106334	82427	77.5171	82427	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
	Total		82427	77.5171	82427	0	100.0000	0.0000
Public Non Institutions	E-Voting	17737666	54716	0.3085	51275	3441	93.7112	6.2888
	Poll		104085	0.5868	104085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158801	0.8953	155360	3441	97.8331	2.1669
Total		49945000	3209228	6.4255	3205787	3441	99.8928	0.1072

For Vidhi Specialty Food Ingredients Limited,

Bipin M. Manek
Chairman of 29th AGM and Managing Director
(DIN: 00416441)

Date: October 01, 2022 Place: Mumbai

Vidhi Specialty Food Ingredients Ltd.

RegdOff.:

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CIN : L24110MH1994PLC076156

SCRUTINIZERS' REPORT - COMBINED

(Consolidated Report of Scrutinizers' on remote e-voting and e-voting
At the 29th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 29th Annual General Meeting ('AGM') of the Shareholders of Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 30th day of September, 2022 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at AGM in terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 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, for the 29th Annual General Meeting (AGM) of the Company held on Friday, September 30, 2022 at 03:30 p.m. (IST) through VC/OAVM.

1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, has been appointed as Scrutinizer by the Board of Directors of 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 ('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, on the resolutions contained in the notice to the 29th AGM of the Members of the Company, held on Friday, September 30, 2022 at 03:30 p.m. (IST) through VC/OAVM.
2. The Company has engaged National Securities Depository Limited ('NSDL') for using their platform for providing facility for remote e-voting before AGM as well as venue voting on the day of AGM. The remote e-voting remained open from Tuesday, September 27, 2022 from 09:00 a.m. (IST) to Thursday, September 29, 2022 till 05:00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, as amended, and in terms of the SS-2, I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, and Ms. Preeti Anand Bhangale, Member of the Company (DP-Client ID: 1206690000058384) have been appointed as the Scrutinizers by the Chairman of the 29th AGM to scrutinize the e-voting process on all the resolutions as mentioned in the notice of the 29th AGM at the 29th AGM held on Friday, September 30, 2022 at 03:30 p.m. through VC/OAVM.
4. The notice dated August 12, 2022, as confirmed by the Company, was sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliances with the MCA General Circular No. 02 of 2022 dated May 05, 2022 read with General Circular No. 02 of 2021 dated January 13, 2021, General Circular No. 20 of 2020 dated May 5, 2020, General Circular No. 17 of 2020 dated April 13, 2020 and General Circular No. 14 of 2020 dated April 08, 2020.



5. For the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, we had access, after the closure of period for remote e-voting and before the start of the AGM, to details relating to the Members, such as their names, folios nos./Client and DP ID, number of shares held and such other information that we may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes. We, after the conclusion of the e-voting at the AGM, unblocked the votes cast through remote e-voting and made the Consolidated Scrutinizers' Report of the total votes cast in favour or against, invalid votes, if any. Votes cast through remote e-voting were unblocked in the presence of two witnesses, Ms. Sarita Gupta and Ms. Rupali Somani, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sarita Gupta

Name: Ms. Sarita Gupta

Rupali Somani

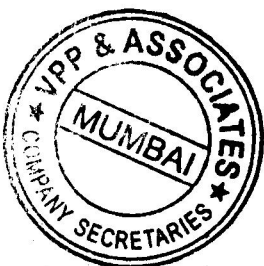
Name: Ms. Rupali Somani

6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Friday, September 23, 2022 were entitled to vote on the resolutions as set out in the notice of the 29th AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off.
7. With respect to e-voting at the AGM, after the time fixed for closing of e-voting by the Chairman at the AGM, the electronic system recording the e-votes was locked by NSDL under our instructions. The e-votes cast at the AGM were unblocked fifteen (15) minutes after the conclusion of the AGM held on Friday, September 30, 2022.
8. As requested by the Management of the Company, we hereby submit our combined report on the result of remote e-voting together with that of e-voting at 29th AGM, based on the reports generated from NSDL website, with brief description of resolutions, as under. Kindly refer to the notice of the 29th AGM of the Company for the complete details of resolutions. Based on the voting results, we report that all the resolutions, as set out in the Notice of the 29th AGM dated August 12, 2022, have been passed with requisite majority.

ORDINARY BUSINESS

1. **Ordinary Resolution:** To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 Report of the Board and the Auditors thereon.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	79	3105097	99.9988	10	104085	100.0000	89	3209182	99.9989
Dissent	4	36	0.0012	0	0	0.0000	4	36	0.0011
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000



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2. **Ordinary Resolution:** To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, the Change in Equity, 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 Report of Auditors' thereon.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	79	3105097	99.9988	10	104085	100.0000	89	3209182	99.9989
Dissent	4	36	0.0012	0	0	0.0000	4	36	0.0011
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000

3. **Ordinary Resolution:** To confirm the 1st Interim Dividend declared in the financial year 2021-22.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	80	3388221	99.9989	10	104085	100.0000	90	3492306	99.9990
Dissent	4	36	0.0011	0	0	0.0000	4	36	0.0010
Total	84	3388257	100.0000	10	104085	100.0000	94	3492342	100.0000

4. **Ordinary Resolution:** To declare Final Dividend on Equity Shares for the financial year 2021-22.

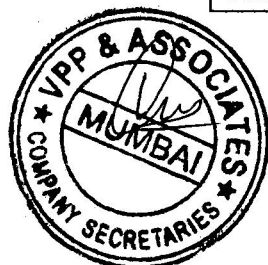
Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	80	3388221	99.9989	10	104085	100.0000	90	3492306	99.9990
Dissent	4	36	0.0011	0	0	0.0000	4	36	0.0010
Total	84	3388257	100.0000	10	104085	100.0000	94	3492342	100.0000

5. **Ordinary Resolution:** 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.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	76	3096769	99.7306	10	104085	100.0000	86	3200854	99.7394
Dissent	7	8364	0.2694	0	0	0.0000	7	8364	0.2606
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000

6. **Ordinary Resolution:** To appoint a Director in place of Mrs. Vidhi Harsh Parekh (DIN: 07584061), 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.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	76	3096769	99.7306	10	104085	100.0000	86	3200854	99.7394
Dissent	7	8364	0.2694	0	0	0.0000	7	8364	0.2606
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000



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7. **Ordinary Resolution:** To appoint M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: 101474W/W100100) as the Statutory Auditors of the Company and fix their remuneration.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	79	3388220	99.9989	10	104085	100.0000	89	3492305	99.9989
Dissent	5	37	0.0011	0	0	0.0000	5	37	0.0011
Total	84	3388257	100.0000	10	104085	100.0000	94	3492342	100.0000

SPECIAL BUSINESS

8. **Special Resolution:** To consider re-appointment of Mr. Bipin Madhavji Manek (DIN: 00416441) as Managing Director of the Company and continue to act as Managing Director of the Company and giving remuneration after the age of 70 years.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	76	3103846	99.9586	10	104085	100.0000	86	3207931	99.9599
Dissent	7	1287	0.0414	0	0	0.0000	7	1287	0.0401
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000

9. **Special Resolution:** To approve the increase in remuneration of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceed fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	72	3094692	99.6638	10	104085	100.0000	82	3198777	99.6747
Dissent	11	10441	0.3362	0	0	0.0000	11	10441	0.3253
Total	83	3105133	100.0000	10	104085	100.0000	93	3209218	100.0000

10. **Special Resolution:** 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.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	73	3101702	99.8892	10	104085	100.0000	83	3205787	99.8928
Dissent	11	3441	0.1108	0	0	0.0000	11	3441	0.1072
Total	84	3105143	100.0000	10	104085	100.0000	94	3209228	100.0000



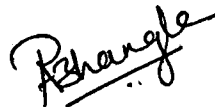
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9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and e-voting at the 29th AGM on all the resolutions contained in the Notice of the 29th AGM of the Members of the Company. Our responsibility as scrutinizers for the remote e-voting process and e-voting at the 29th 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 National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for Remote e-voting and e-voting at the 29th AGM.

Yours Sincerely,



Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for E-voting and E-Poll
C.P. No.: 9869; Mem. No.: F8587
UDIN: F008587D001112461



Preeti Anand Bhangle
Member
Scrutinizer for E-Poll
DP-Client Id: 1206690000058384

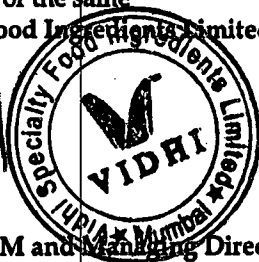
Date: October 01, 2022 at Mumbai

Date: October 01, 2022 at Mumbai

Acknowledge receipt of the same
For Vidhi Specialty Food Ingredients Limited,



Bipin M. Manek
Chairman of 29th AGM and Managing Director
(DIN: 00416441)



Date: October 01, 2022
Place: Mumbai