



Date: **September 24, 2024**

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 31<sup>st</sup> 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 31<sup>st</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, September 24, 2024 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 vide General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 read with other subsequent circulars, the latest being, General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other subsequent circulars, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (collectively referred to as "SEBI Circulars"), to transact the business as stated in the notice of 31<sup>st</sup> AGM read with Corrigendum/Addendum notice dated September 20, 2024 to the notice of the 31<sup>st</sup> 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 above referred MCA Circulars 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 31<sup>st</sup> AGM. Since voting by show of hands was not permissible as per the Act, at the 31<sup>st</sup> AGM, the Chairman ordered for a poll for voting on all the resolutions mentioned in notice of the 31<sup>st</sup> 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. Hemanshu Kapadia (Membership No.: F3477 and CP No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman has appointed Mr. Vipin Mehta (Membership No.: F8587 and CP No.: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries and Ms. Preeti Anand Bhangle (DP ID and Client ID: 1206690000058384), Member of the Company, as the Scrutinizers to conduct the Poll process at the 31<sup>st</sup> AGM in a fair and transparent manner.

Vidhi Specialty Food Ingredients Limited.

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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 31<sup>st</sup> AGM of the Company, as amended. Report of Scrutinizers was furnished on September 24, 2024.

**Mode of voting for all the resolutions at the 31<sup>st</sup> AGM:** The remote e-voting was conducted between Saturday, September 21, 2024 (09:00 a.m.) to Monday, September 23, 2024 (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 31<sup>st</sup> AGM of the Company held on Tuesday, September 24, 2024.

**As per the Scrutinizers' Report, all the resolutions, as set out in the Notice of the 31<sup>st</sup> AGM, have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at the 31<sup>st</sup> 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, 2024 including the audited Balance Sheet as at March 31, 2024, 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 Reports 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, 2024 including the audited Balance Sheet as at March 31, 2024, 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 <sup>st</sup> Interim Dividend and 2 <sup>nd</sup> Interim Dividend declared in the financial year 2023-24.	Ordinary	Ordinary
4	To declare Final Dividend on Equity Shares for the financial year 2023-24.	Ordinary	Ordinary
5	To appoint a Director in place of Mrs. Pravina B. 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 re-appoint Mrs. Jyoti Sunil Modi (DIN: 08699101) as an Non-executive, Independent (Women) Director for a second term of 5 (five) consecutive years.	Special	Special
7	To appoint Mrs. Pranali Prathamesh Govekar (DIN: 10727843) as a Non-Executive, Independent Director.	Special	Special
8	To appoint Mr. Anil Popatlal Udeshi (DIN: 08285657) as a Non-Executive, Independent Director.	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 is combined result of Remote E-voting (Section 108 of the Act) and E-Poll at the 31<sup>st</sup> AGM (Section 109 of the Act)], and
- Combined Scrutinizers' Report on the remote e-voting and voting on E-poll at the 31<sup>st</sup> AGM.

In the aforesaid result and Report, brief description of resolutions has been given. Kindly refer to the notice of the 31<sup>st</sup> AGM, as amended, for the complete resolutions.

Aforesaid Voting Results are declared on September 24, 2024 and is being posted on the website of the Company at [www.vidhifoodcolors.com](http://www.vidhifoodcolors.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The same are also available at the Registered Office of the Company.

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

**Bipin M. Manek**  
**Chairman of 31<sup>st</sup> AGM and Managing Director**  
(DIN: 00416441)  
Place: Mumbai

**Encl:** As above

**Vidhi Specialty Food Ingredients Limited.**

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**Voting Results of the 31<sup>st</sup> Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of AGM</b>	September 24, 2024
<b>Total Number of Shareholders on Record Date</b>	16372
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group</b>	0
<b>Public</b>	0
<b>No. of Shareholders attended the meeting through video conferencing:*</b>	
<b>Promoters and Promoter Group</b>	7
<b>Public</b>	36

*\*Number of shareholders present is taken based on Folio no./DP ID and Client ID. Hence, person holding shares in different folio/ DP ID and Client ID are treated as different person.*

*In view of the same please note that even though all the five promoters and person in Promoter Group had attended the AGM, number in Promoters and Promoter Group as mentioned as seven as some Promoters hold shares in different folio/DP ID and Client ID. Kindly note that there are only five person categorised as Promoter and Promoter Group.*

**For Vidhi Specialty Food Ingredients Limited,**

**Bipin M. Manek**  
**Chairman of 31<sup>st</sup> AGM and Managing Director**  
**(DIN: 00416441)**

Date: September 24, 2024  
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, 2024 including the audited Balance Sheet as at March 31, 2024, 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 Reports of the Board and the Auditors' thereon.

<b>Resolution Required:</b>	<b>Ordinary</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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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, 2024 including the audited Balance Sheet as at March 31, 2024, 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.

<b>Resolution Required:</b>	<b>Ordinary</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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**Agenda 3:** To confirm the 1<sup>st</sup> Interim Dividend and 2<sup>nd</sup> Interim Dividend declared in the financial year 2023-24.

<b>Resolution Required:</b>	<b>Ordinary</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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**Agenda 4:** To declare Final Dividend on Equity Shares for the financial year 2023-24.

<b>Resolution Required:</b>	<b>Ordinary</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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**Agenda 5:** To appoint a Director in place of Mrs. Pravina B. 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.

<b>Resolution Required:</b>	<b>Ordinary</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	7793	7127	52.2319	47.7681
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>7793</b>	<b>7127</b>	<b>52.2319</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32725583</b>	<b>7127</b>	<b>99.9782</b>	<b>0.0218</b>

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**Agenda 6:** To re-appoint Mrs. Jyoti Sunil Modi (DIN: 08699101) as an Non-executive, Independent (Women) Director for a second term of 5 (five) consecutive years.

<b>Resolution Required:</b>	<b>Special</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121423	0	100.0000	0.0000
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616790</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Vidhi Specialty Food Ingredients Limited.

- 📍 E/27/28/29, Commerce Centre, 78, Tardeo Road, Mumbai – 400034, India.
- 📍 59/B, M.I.D.C. Dhatav,Roha,Raigad,Maharashtra – 402116, India.
- 📍 68,M.I.D.C. Dhatav, Roha,Raigad,Maharashtra – 402116, India.
- 📍 Z/61 & Z/62, Dahej, SEZ, Vagra, Bharuch, Gujarat-392130, India.

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**Agenda 7:** To appoint Mrs. Pranali Prathamesh Govekar (DIN: 10727843) as a Non-Executive, Independent Director.

<b>Resolution Required:</b>	<b>Special</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121401	22	99.9819	0.0181
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616768</b>	<b>22</b>	<b>99.9964</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732688</b>	<b>22</b>	<b>99.9999</b>	<b>0.0001</b>

Vidhi Specialty Food Ingredients Limited.

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**Agenda 8:** To appoint Mr. Anil Popatlal Udeshi (DIN: 08285657) as a Non-Executive, Independent Director.

<b>Resolution Required:</b>	<b>Special</b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32101000	32101000	100.0000	32101000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.0000</b>	<b>32101000</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	66460	14920	22.4496	14920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66460</b>	<b>14920</b>	<b>22.4496</b>	<b>14920</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	17777540	121423	0.6830	121401	22	99.9819	0.0181
	Poll		495367	2.7865	495367	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>17777540</b>	<b>616790</b>	<b>3.4695</b>	<b>616768</b>	<b>22</b>	<b>99.9964</b>
<b>Total</b>		<b>49945000</b>	<b>32732710</b>	<b>65.5375</b>	<b>32732688</b>	<b>22</b>	<b>99.9999</b>	<b>0.0001</b>

For Vidhi Specialty Food Ingredients Limited,

**Bipin M. Manek**  
Chairman of 31<sup>st</sup> AGM and Managing Director  
(DIN: 00416441)

**Date:** September 24, 2024 **Place:** Mumbai

Vidhi Specialty Food Ingredients Limited.

E/27/28/29, Commerce Centre, 78, Tardeo Road, Mumbai - 400034, India.

59/B, M.I.D.C. Dhatav,Roha,Raigad,Maharashtra - 402116, India.

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**SCRUTINIZERS' REPORT - COMBINED**  
**(Consolidated Report of Scrutinizers' on remote e-voting and e-voting**  
**At the 31<sup>st</sup> 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 31<sup>st</sup> Annual General Meeting of the Shareholders of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Tuesday, the 24<sup>th</sup> day of September, 2024 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

**Sub: Combined 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 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on Tuesday, September 24, 2024 at 03:30 p.m. (IST) through VC/ OAVM.**

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and CP No.: 2285), Proprietor of M/s. Hemanshu Kapadia & 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 31<sup>st</sup> AGM of the Members of the Company held on Tuesday, September 24, 2024 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 and facility for participation in the AGM by the Members through VC / OAVM mode. The remote e-voting remained open from Saturday, September 21, 2024 from 09:00 a.m. (IST) to Monday, September 23, 2024 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 and in terms of the SS-2, as amended, we, Vipin Mehta, Practicing Company Secretary (Membership No.: F8587 and CP No.: 9869), Partner of M/s. VPP & Associates, Mumbai and Preeti Anand Bhangle (DP ID and Client ID: 1206690000058384) have been appointed as the Scrutinizers by the Chairman of the 31<sup>st</sup> AGM to scrutinize the e-voting process on all the resolutions as mentioned in the notice of the 31<sup>st</sup> AGM at the 31<sup>st</sup> AGM held on Tuesday, September 24, 2024 at 03:30 p.m. through VC/OAVM.



4. The notice dated August 08, 2024, as confirmed by the Company, sent through electronic mode on Friday, August 30, 2024 to those Members whose email addresses are registered with the Company/Depositories, in compliances with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with other subsequent circulars, the latest being, General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with other subsequent circulars, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars").

Further, the Corrigendum/Addendum notice dated September 20, 2024 to the notice of the 31<sup>st</sup> AGM dated August 08, 2024, as confirmed by the Company, sent through electronic mode on Friday, September 20, 2024 to those Members whose email addresses are registered with the Company/Depositories, in compliances with the MCA Circulars and SEBI Circulars. The notice of 31<sup>st</sup> AGM to be read with Corrigendum/Addendum notice dated September 20, 2024 to the notice of the 31<sup>st</sup> AGM.

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, Mrs. Avani Paleja and Ms. Diksha Gupta, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

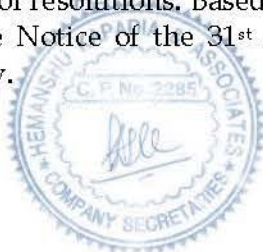


Name: Mrs. Avani Paleja



Name: Ms. Diksha Gupta

6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Tuesday, September 17, 2024 were entitled to vote on the resolutions as set out in the notice of the 31<sup>st</sup> 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 Tuesday, September 24, 2024.
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 31<sup>st</sup> AGM, based on the reports generated from NSDL website with brief description of resolutions, as under. Kindly refer to the notice of the 31<sup>st</sup> AGM of the Company alongwith corrigendum notice 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 31<sup>st</sup> AGM dated August 08, 2024, 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, 2024 including the audited Balance Sheet as at March 31, 2024, 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 Reports 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	62	32237343	100.0000	12	495367	100.0000	74	32732710	100.0000
Dissent	0	0	0.0000	0	0	0.0000	0	0	0.0000
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

2. **Ordinary Resolution:** To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2024 including the audited Balance Sheet as at March 31, 2024, 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	62	32237343	100.0000	12	495367	100.0000	74	32732710	100.0000
Dissent	0	0	0.0000	0	0	0.0000	0	0	0.0000
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

3. **Ordinary Resolution:** To confirm the 1<sup>st</sup> Interim Dividend and 2<sup>nd</sup> Interim Dividend declared in the financial year 2023-24.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	62	32237343	100.0000	12	495367	100.0000	74	32732710	100.0000
Dissent	0	0	0.0000	0	0	0.0000	0	0	0.0000
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

4. **Ordinary Resolution:** To declare Final Dividend on Equity Shares for the financial year 2023-24.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	62	32237343	100.0000	12	495367	100.0000	74	32732710	100.0000
Dissent	0	0	0.0000	0	0	0.0000	0	0	0.0000
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>



5. **Ordinary Resolution:** To appoint a Director in place of Mrs. Pravina B. 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	61	32230216	99.9779	12	495367	100.0000	73	32725583	99.9782
Dissent	1	7127	0.0221	0	0	0.0000	1	7127	0.0218
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

### SPECIAL BUSINESS

6. **Special Resolution:** To re-appoint Mrs. Jyoti Sunil Modi (DIN: 08699101) as a Non-executive, Independent (Women) Director for a second term of 5 (five) consecutive years.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	62	32237343	100.0000	12	495367	100.0000	74	32732710	100.0000
Dissent	0	0	0.0000	0	0	0.0000	0	0	0.0000
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

7. **Special Resolution:** To appoint Mrs. Pranali Prathamesh Govekar (DIN: 10727843) as a Non-Executive, Independent Director.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	61	32237321	99.9999	12	495367	100.0000	73	32732688	99.9999
Dissent	1	22	0.0001	0	0	0.0000	1	22	0.0001
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

8. **Special Resolution:** To appoint Mr. Anil Popatlal Udeshi (DIN: 08285657) as a Non-Executive, Independent Director.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	61	32237321	99.9999	12	495367	100.0000	73	32732688	99.9999
Dissent	1	22	0.0001	0	0	0.0000	1	22	0.0001
<b>Total</b>	<b>62</b>	<b>32237343</b>	<b>100.0000</b>	<b>12</b>	<b>495367</b>	<b>100.0000</b>	<b>74</b>	<b>32732710</b>	<b>100.0000</b>

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 31<sup>st</sup> AGM on all the resolutions contained in the Notice of the 31<sup>st</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the remote e-voting process and e-voting at the 31<sup>st</sup> 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 31<sup>st</sup> AGM.





10. There were no invalid votes cast for 31<sup>st</sup> AGM.

Yours Sincerely,

*H. Kapadia*



**Hemanshu Kapadia**  
Proprietor  
Hemanshu Kapadia & Associates  
Practicing Company Secretaries  
Scrutinizer for E-voting  
C.P. No.: 2285; Mem. No.: F3477  
UDIN: F003477F001303248

Date: 24/09/2024 Place: Mumbai

*Vipin Mehta*



**Vipin Mehta**  
Partner  
VPP & Associates  
Practicing Company Secretaries  
Scrutinizer for E-Poll  
C.P. No.: 9869; Mem. No.: F8587  
UDIN: F008587F001303091

Date: 24/09/2024 Place: Mumbai

*Preeti Anand Bhangle*

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

Date: 24/09/2024 Place: Mumbai

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

*Bipin M. Manek*



**Bipin M. Manek**  
Chairman of 31<sup>st</sup> AGM and Managing Director  
(DIN: 00416441)

Date: 24/09/2024 Place: Mumbai