



Date: **September 29, 2023**

To,

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

Dear Sir(s)/Madam(s),

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

**Sub: Voting Results of the 30<sup>th</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 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Friday, September 29, 2023 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. 10/2022 dated December 28, 2022 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular no. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 (collectively referred to as "**SEBI Circulars**"), to transact the business as stated in the notice of 30<sup>th</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 30<sup>th</sup> AGM. Since voting by show of hands was not permissible as per the Act, at the 30<sup>th</sup> AGM, the Chairman ordered for a poll for voting on all the resolutions mentioned in notice of the 30<sup>th</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 (FCS: 3477 and CP: 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. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, and Mr. Vipin Mehta, Member of the Company (DP-Client ID: IN303028-67124112), as the Scrutinizers to conduct the Poll process at the 30<sup>th</sup> AGM in a fair and transparent manner.

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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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 30<sup>th</sup> AGM of the Company. Report of Scrutinizers was furnished on September 29, 2023.

**Mode of voting for all the resolutions at the 30<sup>th</sup> AGM:** The remote e-voting was conducted between Tuesday, September 26, 2023 (09:00 a.m.) to Thursday, September 28, 2023 (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 30<sup>th</sup> AGM of the Company held on Friday, September 29, 2023.

**As per the Scrutinizers' Report, all the resolutions, as set out in the Notice of the 30<sup>th</sup> AGM, have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at the 30<sup>th</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, 2023 including the audited Balance Sheet as at March 31, 2023, 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, 2023 including the Audited Balance Sheet as at March 31, 2023, 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 declared for the financial year 2022-23.   | Ordinary           | Ordinary           |
| 4        | To declare Final Dividend on Equity Shares for the financial year 2022-23.   | Ordinary           | Ordinary           |
| 5        | To appoint a Director in place of Mr. Mihir B. Manek (DIN: 00650613), 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 himself for re-appointment.   | Ordinary           | Ordinary           |
| 6        | To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013.   | Special            | Special            |
| 7        | To re-appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as an Independent Director for a second term of 5 (five) consecutive years.   | Special            | Special            |

Aforesaid Voting Results are declared on September 29, 2023 and is being posted on the website of the Company at [www.vidhifoodcolors.com](http://www.vidhifoodcolors.com) along with the Scrutinizers' Reports.

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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 30<sup>th</sup> AGM (Section 109 of the Act)], and
- Combined Scrutinizers' Report on the remote e-voting and voting on E-poll at the 30<sup>th</sup> AGM.

In the aforesaid result and Report, brief description of resolutions has been given. Kindly refer to the notice of the 30<sup>th</sup> AGM for the complete resolutions. The aforesaid documents are being posted on the website of the Company: [www.vidhifoodcolors.com](http://www.vidhifoodcolors.com)

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

**Bipin M. Manek**  
**Chairman of 30<sup>th</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 30<sup>th</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 29, 2023 |
| <b>Total Number of Shareholders on Record Date</b>                                   | 18821              |
| <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>  | 5                  |
| <b>Public</b>  | 30                 |

For Vidhi Specialty Food Ingredients Limited,

**Bipin M. Manek**  
**Chairman of 30<sup>th</sup> AGM and Managing Director**  
(DIN: 00416441)

Date: September 29, 2023  
Place: Mumbai

**Vidhi Specialty Food Ingredients Limited.**

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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, 2023 including the audited Balance Sheet as at March 31, 2023, 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.

|   |                 |
|---|-----------------|
| <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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131666                   | 24                     | 99.9818                              | 0.0182                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475800</b>          | <b>24</b>                            | <b>99.9950</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583927</b>          | <b>24</b>              | <b>99.9999</b>                       | <b>0.0001</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, 2023 including the Audited Balance Sheet as at March 31, 2023, 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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131666                   | 24                     | 99.9818                              | 0.0182                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475800</b>          | <b>24</b>                            | <b>99.9950</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583927</b>          | <b>24</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |

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**Agenda 3:** To confirm the 1<sup>st</sup> Interim Dividend declared for the financial year 2022-23.

|   |                 |
|---|-----------------|
| <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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131666                   | 24                     | 99.9818                              | 0.0182                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475800</b>          | <b>24</b>                            | <b>99.9950</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583927</b>          | <b>24</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |

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**Agenda 4:** To declare Final Dividend on Equity Shares for the financial year 2022-23.

|   |                 |
|---|-----------------|
| <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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131666                   | 24                     | 99.9818                              | 0.0182                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475800</b>          | <b>24</b>                            | <b>99.9950</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583927</b>          | <b>24</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |

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**Agenda 5:** To appoint a Director in place of Mr. Mihir B. Manek (DIN: 00650613), 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 himself for re-appointment.

|   |                 |
|---|-----------------|
| <b>Resolution Required:</b>   | <b>Ordinary</b> |
| <b>Whether promoter/promoter group are interested in the agenda/resolution?</b> | 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)=[(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                      | 36095              | 7127                | 19.7451                                 | 0                        | 7127                   | 0.0000                               | 100.0000                           |
|                             | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>0</b>               | <b>7127</b>                          | <b>0.0000</b>                      |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131643                   | 47                     | 99.9643                              | 0.0357                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475777</b>          | <b>47</b>                            | <b>99.9901</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32576777</b>          | <b>7174</b>            | <b>99.9780</b>                       | <b>0.0220</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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📄 L24110MH1994PLC076156

✉ mitesh.manek@vidhifoodcolors.com



**Agenda 6:** To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013.

|   |                |
|---|----------------|
| <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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131666                   | 24                     | 99.9818                              | 0.0182                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475800</b>          | <b>24</b>                            | <b>99.9950</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583927</b>          | <b>24</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |

Vidhi Specialty Food Ingredients Limited.

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**Agenda 7:** To re-appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as an Independent 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                      | 36095              | 7127                | 19.7451                                 | 7127                     | 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>36095</b>        | <b>7127</b>                             | <b>19.7451</b>           | <b>7127</b>            | <b>0</b>                             | <b>100.0000</b>                    |
| Public-Non Institutions     | E-Voting                      | 17807905           | 131690              | 0.7395                                  | 131643                   | 47                     | 99.9643                              | 0.0357                             |
|                             | Poll                          |                    | 344134              | 1.9325                                  | 344134                   | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>17807905</b>     | <b>475824</b>                           | <b>2.6720</b>            | <b>475777</b>          | <b>47</b>                            | <b>99.9901</b>                     |
| <b>Total</b>                |                               | <b>49945000</b>    | <b>32583951</b>     | <b>65.2397</b>                          | <b>32583904</b>          | <b>47</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |

For Vidhi Specialty Food Ingredients Limited,

**Bipin M. Manek**  
Chairman of 30<sup>th</sup> AGM and Managing Director  
(DIN: 00416441)

**Date:** September 29, 2023 **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 30<sup>th</sup> Annual General Meeting)**

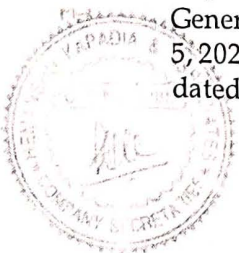
[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of the 30<sup>th</sup> Annual General Meeting ('AGM') of the Shareholders of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 29<sup>th</sup> day of September, 2023 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

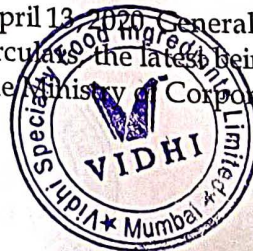
Dear Sir,

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 30<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, September 29, 2023 at 03:30 p.m. (IST) through VC/OAVM.

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), 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 30<sup>th</sup> AGM of the Members of the Company, held on Friday, September 29, 2023 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 Tuesday, September 26, 2023 from 09:00 a.m. (IST) to Thursday, September 28, 2023 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, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Vipin Mehta, Member of the Company (DP-Client ID: IN30302867124112) have been appointed as the Scrutinizers by the Chairman of the 30<sup>th</sup> AGM to scrutinize the e-voting process on all the resolutions as mentioned in the notice of the 30<sup>th</sup> AGM at the 30<sup>th</sup> AGM held on Friday, September 29, 2023 at 03:30 p.m. through VC/OAVM.
4. The notice dated August 11, 2023, as confirmed by the Company, was sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, read with other subsequent circulars the latest being General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively



*[Handwritten Signature]*



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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India ('SEBI'), and other applicable circulars.

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



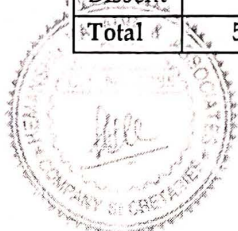
Name: Ms. Diksha Gupta

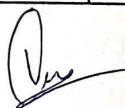
6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Friday, September 22, 2023 were entitled to vote on the resolutions as set out in the notice of the 30<sup>th</sup> AGM and their voting rights were in proportion to their share in the 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 Friday, September 29, 2023.
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 30<sup>th</sup> AGM, based on the reports generated from NSDL website, with brief description of resolutions, as under. Kindly refer to the notice of the 30<sup>th</sup> 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 30<sup>th</sup> AGM dated August 11, 2023, 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, 2023, 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 Auditors' thereon.

| Particulars | Remote E-voting |          |          | Voting at the AGM |        |          | Total Valid Votes |          |          |
|-------------|-----------------|----------|----------|-------------------|--------|----------|-------------------|----------|----------|
|             | Ballots         | Votes    | %        | Ballots           | Votes  | %        | Ballots           | Votes    | %        |
| Assent      | 53              | 32239793 | 99.9999  | 5                 | 344134 | 100.0000 | 58                | 32583927 | 99.9999  |
| Dissent     | 2               | 24       | 0.0001   | 0                 | 0      | 0.0000   | 2                 | 24       | 0.0001   |
| Total       | 55              | 32239817 | 100.0000 | 5                 | 344134 | 100.0000 | 60                | 32583951 | 100.0000 |







2. **Ordinary Resolution:** To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, 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       | 53              | 32239793        | 99.9999         | 5                 | 344134        | 100.0000        | 58                | 32583927        | 99.9999         |
| Dissent      | 2               | 24              | 0.0001          | 0                 | 0             | 0.0000          | 2                 | 24              | 0.0001          |
| <b>Total</b> | <b>55</b>       | <b>32239817</b> | <b>100.0000</b> | <b>5</b>          | <b>344134</b> | <b>100.0000</b> | <b>60</b>         | <b>32583951</b> | <b>100.0000</b> |

3. **Ordinary Resolution:** To confirm the 1<sup>st</sup> Interim Dividend declared in the financial year 2022-23.

| Particulars  | Remote E-voting |                 |                 | Voting at the AGM |               |                 | Total Valid Votes |                 |                 |
|--------------|-----------------|-----------------|-----------------|-------------------|---------------|-----------------|-------------------|-----------------|-----------------|
|              | Ballots         | Votes           | %               | Ballots           | Votes         | %               | Ballots           | Votes           | %               |
| Assent       | 53              | 32239793        | 99.9999         | 5                 | 344134        | 100.0000        | 58                | 32583927        | 99.9999         |
| Dissent      | 2               | 24              | 0.0001          | 0                 | 0             | 0.0000          | 2                 | 24              | 0.0001          |
| <b>Total</b> | <b>55</b>       | <b>32239817</b> | <b>100.0000</b> | <b>5</b>          | <b>344134</b> | <b>100.0000</b> | <b>60</b>         | <b>32583951</b> | <b>100.0000</b> |

4. **Ordinary Resolution:** To declare Final Dividend on Equity Shares for the financial year 2022-23.

| Particulars  | Remote E-voting |                 |                 | Voting at the AGM |               |                 | Total Valid Votes |                 |                 |
|--------------|-----------------|-----------------|-----------------|-------------------|---------------|-----------------|-------------------|-----------------|-----------------|
|              | Ballots         | Votes           | %               | Ballots           | Votes         | %               | Ballots           | Votes           | %               |
| Assent       | 53              | 32239793        | 99.9999         | 5                 | 344134        | 100.0000        | 58                | 32583927        | 99.9999         |
| Dissent      | 2               | 24              | 0.0001          | 0                 | 0             | 0.0000          | 2                 | 24              | 0.0001          |
| <b>Total</b> | <b>55</b>       | <b>32239817</b> | <b>100.0000</b> | <b>5</b>          | <b>344134</b> | <b>100.0000</b> | <b>60</b>         | <b>32583951</b> | <b>100.0000</b> |

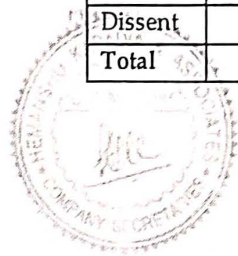
5. **Ordinary Resolution:** To appoint a Director in place of Mr. Mihir B. Manek (DIN: 00650613), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.

| Particulars  | Remote E-voting |                 |                 | Voting at the AGM |               |                 | Total Valid Votes |                 |                 |
|--------------|-----------------|-----------------|-----------------|-------------------|---------------|-----------------|-------------------|-----------------|-----------------|
|              | Ballots         | Votes           | %               | Ballots           | Votes         | %               | Ballots           | Votes           | %               |
| Assent       | 50              | 32232643        | 99.9777         | 5                 | 344134        | 100.0000        | 55                | 32576777        | 99.9780         |
| Dissent      | 5               | 7174            | 0.0223          | 0                 | 0             | 0.0000          | 5                 | 7174            | 0.0220          |
| <b>Total</b> | <b>55</b>       | <b>32239817</b> | <b>100.0000</b> | <b>5</b>          | <b>344134</b> | <b>100.0000</b> | <b>60</b>         | <b>32583951</b> | <b>100.0000</b> |

### SPECIAL BUSINESS

6. **Special Resolution:** To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013:

| Particulars  | Remote E-voting |                 |                 | Voting at the AGM |               |                 | Total Valid Votes |                 |                 |
|--------------|-----------------|-----------------|-----------------|-------------------|---------------|-----------------|-------------------|-----------------|-----------------|
|              | Ballots         | Votes           | %               | Ballots           | Votes         | %               | Ballots           | Votes           | %               |
| Assent       | 53              | 32239793        | 99.9999         | 5                 | 344134        | 100.0000        | 58                | 32583927        | 99.9999         |
| Dissent      | 2               | 24              | 0.0001          | 0                 | 0             | 0.0000          | 2                 | 24              | 0.0001          |
| <b>Total</b> | <b>55</b>       | <b>32239817</b> | <b>100.0000</b> | <b>5</b>          | <b>344134</b> | <b>100.0000</b> | <b>60</b>         | <b>32583951</b> | <b>100.0000</b> |



*[Handwritten Signature]*



7. Special Resolution: To re-appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as an Independent 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      | 51              | 32239770 | 99.9999  | 5                 | 344134 | 100.0000 | 56                | 32583904 | 99.9999  |
| Dissent     | 4               | 47       | 0.0001   | 0                 | 0      | 0.0000   | 4                 | 47       | 0.0001   |
| Total       | 55              | 32239817 | 100.0000 | 5                 | 344134 | 100.0000 | 60                | 32583951 | 100.0000 |

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 30<sup>th</sup> AGM on all the resolutions contained in the Notice of the 30<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the remote e-voting process and e-voting at the 30<sup>th</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 30<sup>th</sup> AGM.

Yours Sincerely,

Hemanshu Kapadia  
Proprietor  
Hemanshu Kapadia & Associates  
Practicing Company Secretaries  
Scrutinizer for E-voting and E-Poll  
C.P. No.: 2285; Mem. No.: F3477  
UDIN: F003477 E001132792



Vipin Mehta  
Member  
Scrutinizer for E-Poll  
DP-Client Id: IN303028 - 67124112

Date: 29/09/2023  
Place: Mumbai

Date: 29/09/2023  
Place: MUMBAI

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



Bipin M. Manek  
Chairman of 30<sup>th</sup> AGM and Managing Director  
(DIN: 00416441)

Date: 29-09-2023  
Place: Mumbai