

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 24th Annual General Meeting)

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

To,

The Chairman of the 24th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 24th Annual General Meeting of the Company held on Monday, the 25th day of September, 2017 at 3.30 p.m.

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of **Vidhi Specialty Food Ingredients Limited** ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard- 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Friday, the 22nd day of September, 2017, 9.00 a.m. (IST) till Sunday, the 24th day of September, 2017, 5.00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated the 26th day of September, 2017 on the remote e-voting.



4. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, and in terms of the SS - 2, we, Preeti Bhangle, (C.P. No.: 9134, Membership No.: F8303), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Jinal Jain, Member of Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id 12066900 00058405 have been appointed as the Scrutinizers by the Chairman of the 24th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 24th AGM of the Members of the Company, held on the Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.
5. We have issued separate Scrutinizers' Report dated the 26th day of September, 2017 on the poll taken on all the resolutions contained in the notice to the 24th AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 24th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and the Auditors' thereon. (ORDINARY RESOLUTION)	32555379	20	0	100.000	0.000
2. To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2016-17 (ORDINARY RESOLUTION)	32555398	1	0	100.000	0.000
3. To declare Final Dividend on equity shares for the financial year 2016-17 (ORDINARY RESOLUTION)	32555379	20	0	100.000	0.000
4. To appoint a Director in place of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853), who retires by rotation and, being eligible, offers himself for re-appointment (ORDINARY RESOLUTION)	32555378	21	0	100.000	0.000



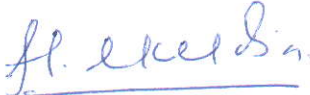
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5. To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):	32555329	70	0	100.000	0.000
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7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 24th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 24th AGM is restricted to make Scrutinizers' report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities, and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) and at the time of poll taken at the 24th AGM.

Thanking you,

Yours faithfully,





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

Date: September 26, 2017

Place: Mumbai





Preeti Bhangle
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for Poll
C.P. No.: 9134; Mem. No.: F8303



Jinal Jain
Member
Scrutinizer for Poll
DP-Client Id 12066900 00058405

Date: September 26, 2017

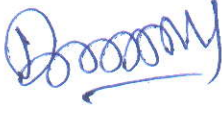
Place: Mumbai

Date: September 26, 2017

Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin M. Manek
(DIN: 00416441)

Chairman and Managing Director of 24th AGM of
Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2017

Place: Mumbai

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai-400 008
Tel 6631 0888/6631 4830
E-mail: hemanshu@hkacs.com
Website: hkacs.com

SCRUTINIZER'S REPORT ON E-VOTING

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

To,

The Chairman of the 24th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ("the Company") held on Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **Vidhi Specialty Food Ingredients Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions provided in the notice to the 24th Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034, Maharashtra, India.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 24th AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide remote e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Friday, the 22nd day of September, 2017, 9.00 a.m. (IST) to Sunday, the 24th day of September, 2017, 5.00 p.m. (IST).
 - ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting i.e. Monday, the 18th day of September, 2017 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the notice of the 24th AGM of the Company).



- iii. The E-voting platform was blocked on Sunday, the 24th day of September, 2017 after 5.00 p.m. (IST) and the votes cast were unblocked on Monday, the 25th day of September, 2017 in the presence of two witnesses, Ms. Chetali Jain and Ms. Shikha Chaurasia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

C.C. Jain
Name: Chetali Jain

Shikha Chaurasia
Name: Shikha Chaurasia

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

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and the Auditors' thereon. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
16	32103417	100.000

- (ii) Voted against the resolution:

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

- (iii) Invalid votes:

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

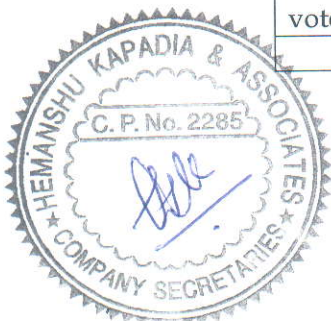
- (b) Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2016-17 (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
15	32103416	100.000

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.000



(iii) Invalid votes:

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

(c) Resolution No. 3: To declare Final Dividend on equity shares for the financial year 2016-17 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
16	32103417	100.000

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

(d) Resolution No. 4: To appoint a Director in place of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
15	32103416	100.000

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	1	0.000

(iii) Invalid votes:

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

(e) Resolution No. 5: To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
15	32103367	100.000



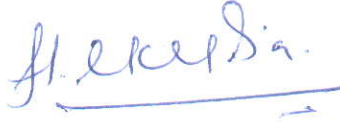
(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	50	0.000

(iii) Invalid votes:

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

Thanking you,



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



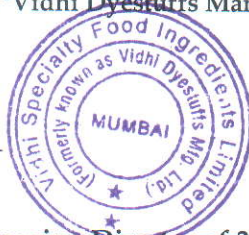
Date: September 26, 2017
Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin M. Manek
(DIN: 00416441)
Chairman and Managing Director of 24th AGM of
Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Date: September 26, 2017
Place: Mumbai

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

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

To,

The Chairman of the 24th Annual General Meeting of the Members of Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

Dear Sir,

We, Preeti Bhangle, (C.P. No.: 9134, Membership No.: F8303), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Jinal Jain, Member of Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id 12066900 00058405, were appointed as the Scrutinizers by the Chairman of the 24th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 24th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, the 25th day of September, 2017 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. Total 11 poll papers representing 451982 (Four Lakhs Fifty One Thousand Nine Hundred and Eighty Two) equity shares were received. We did not find any invalid poll paper.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 24th AGM for the complete resolutions.

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and the Auditors' thereon. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
10	451962	99.996



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(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	20	0.004

(iii) Invalid votes:

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

(b) Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2016-17 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
11	451982	100.000

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

(c) Resolution No. 3: To declare Final Dividend on equity shares for the financial year 2016-17 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
10	451962	99.996

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	20	0.004

(iii) Invalid votes:

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

(d) Resolution No. 4: To appoint a Director in place of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION):



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(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
10	451962	99.996

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	20	0.004

(iii) Invalid votes:

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

(e) Resolution No. 5: To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
10	451962	99.996

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on poll
1	20	0.004

(iii) Invalid votes:

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



Preeti Bhangle
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for Poll
C.P. No.: 9134; Mem. No.: F8303
Date: September 26, 2017
Place: Mumbai





Jinal Jain
Member
Scrutinizer for Poll
DP-Client Id 12066900 00058405

Date: September 26, 2017
Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin M. Manek
(DIN: 00416441)

Chairman and Managing Director of 24th AGM of
Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2017
Place: Mumbai