

## Vidhi Specialty Food Ingredients Limited.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

Office : E/27/28/29, Commerce Centre, 78, Tardeo Road,  
Mumbai – 400034, India

Tel : + 91 22 6140 6666 Fax : + 91 22 2352 1980

Factory : 59/B & 68, M.I.D.C. Dhatav, Roha

Dist : Raigad, Maharashtra – 402116, India

E-mail : vdml@vsnl.com

Web : www.vidhifoodcolour.com

CIN : L24110MH1994PLCO76156

Date: September 26, 2017

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
Ahmedabad Stock Exchange Limited A-2, Kamdhenu Complex, Opposite Sahajanand College, 120 Feet Ring Rd, Panjara Pol, Ambawadi, Ahmedabad, Gujarat 380015 Scrip Code: 65175	

Dear Sir,

**Ref.: Company Code: BSE – 531717, ASE – 65175, NSE Symbol: VIDHIING**

**Sub: Voting Results of the 24<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.**

Dear Sir/Madam,

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided to its Members the facility to cast their votes by electronic means on all the resolutions as stated in the notice of the 24<sup>th</sup> Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 24<sup>th</sup> AGM, the Chairman ordered for a poll for voting on all the resolutions and voting was conducted by means of poll. As per the Companies Act, 2013, Members who had already voted through Remote E-voting, did not vote on Poll at the 24<sup>th</sup> AGM.



**VIDHI**

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477 and and C.P. No: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Ms. Preeti Bhangle, (C.P. No.: 9134, Membership No.: F8303), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Ms. Jinal Jain, Member of Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id 12066900 00058405 as the Scrutinizers to conduct the Poll process at the 24<sup>th</sup> AGM in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 24<sup>th</sup> AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on September 26, 2017.

**Mode of voting for all the resolutions at the 24<sup>th</sup> AGM:** Remote E-voting was conducted between Friday, September 22, 2017 and Sunday, September 24, 2017 and poll was taken at the AGM.

Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], please find attached herewith the voting results of the 24<sup>th</sup> AGM of the Company held on Monday, September 25, 2017.

As per the consolidated Report of the Scrutinizers, all the resolutions as set out in the Notice of 24<sup>th</sup> AGM have been approved by the Members of the Company with requisite majority.

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 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	Ordinary
2.	To confirm the 1 <sup>st</sup> Interim Dividend, 2 <sup>nd</sup> Interim Dividend and 3 <sup>rd</sup> Interim Dividend declared in the financial year 2016-17.	Ordinary	Ordinary
3.	To declare Final Dividend on equity shares for the financial year 2016-17.	Ordinary	Ordinary
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	Ordinary
5.	Appointment of the Statutory Auditors of the Company and fix their remuneration.	Ordinary	Ordinary

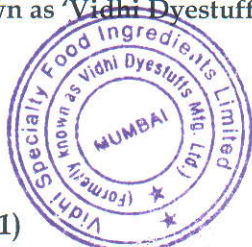
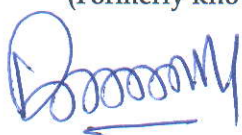


Please also find herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [voting results are combined results of Remote E-voting (Section 108 of the Companies Act, 2013) and Poll (Section 109 of the Companies Act, 2013)].
- Scrutinizers' Reports on the electronic voting and voting on poll at the 24<sup>th</sup> AGM along with the consolidated report on voting.

In the aforesaid results and Reports, brief description of resolutions has been given. Kindly refer to the 24<sup>th</sup> AGM notice for the complete resolutions. The aforesaid documents are also posted on the website of the Company: <http://www.vidhifoodcolour.com/>

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



**Bipin Manek**  
(DIN: 00416441)  
Chairman & Managing Director

Place: Mumbai

Encl: As above

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CIN : L24110MH1994PLCO76156

### Voting Results of the 24<sup>th</sup> Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	September 25, 2017
Total Number of Shareholders on Record Date	9454
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	2
Public	32
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	Not Applicable
Public	

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



  
Bipin Manek  
(DIN: 00416441)  
Chairman & Managing Director

Date: September 26, 2017

Place: Mumbai

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**Agenda 1:** To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 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.

<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)	(4)	(5)	(6)	(7)
				(3) = [(2)/(1)]*100			(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32101000	32101000	100.000	32101000	0	100.000
Public - Institutional Holders	E-voting	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		44105	0	N.A.	N.A.	N.A.	N.A.
Public - others	E-voting	17799895	2417	0.014	2417	0	100.000	0.000
	Poll		451982	2.539	451962	20	99.996	0.004
	Total		17799895	454399	2.553	454379	20	99.996
<b>TOTAL</b>		49945000	32555399	65.182	32555379	20	100.000	0.000



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**Agenda 2:** To confirm the 1<sup>st</sup> Interim Dividend, 2<sup>nd</sup> Interim Dividend and 3<sup>rd</sup> Interim Dividend declared in the financial year 2016-17.

<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)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
Public - others	E-voting	17799895	2417	0.014	2416	1	99.959	0.041
	Poll		451982	2.539	451982	0	100.000	0.000
	<b>Total</b>	17799895	454399	2.553	454398	1	100.000	0.000
<b>TOTAL</b>		49945000	32555399	65.182	32555398	1	100.000	0.000



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CIN : L24110MH1994PLCO76156

## Agenda 3: To declare Final Dividend on equity shares for the financial year 2016-17.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3) = [(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32101000	32101000	100.000	32101000	0	100.000
Public - Institutional Holders	E-voting	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		44105	0	N.A.	N.A.	N.A.	N.A.
Public - others	E-voting	17799895	2417	0.014	2417	0	100.000	0.000
	Poll		451982	2.539	451962	20	99.996	0.004
	Total		17799895	454399	2.553	454379	20	99.996
<b>TOTAL</b>		<b>49945000</b>	<b>32555399</b>	<b>65.182</b>	<b>32555379</b>	<b>20</b>	<b>100.000</b>	<b>0.000</b>



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CIN : L24110MH1994PLCO76156

**Agenda 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.

<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)	(4)	(5)	(6)	(7)
				(3) = [(2)/(1)]*100			(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		32101000	32101000	100.000	32101000	0	100.000
Public - Institutional Holders	E-voting	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		44105	0	N.A.	N.A.	N.A.	N.A.
Public - others	E-voting	17799895	2417	0.014	2416	1	99.959	0.041
	Poll		451982	2.539	451962	20	99.996	0.004
	<b>Total</b>		17799895	454399	2.553	454378	21	99.995
<b>TOTAL</b>		49945000	32555399	65.182	32555378	21	100.000	0.000



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CIN : L24110MH1994PLCO76156

**Agenda 5:** To appoint the Statutory Auditors of the Company and fix their remuneration.

<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)	(4)	(5)	(6)	(7)
				(3) = [(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32101000	32101000	100.000	32101000	0	100.000
Public - Institutional Holders	E-voting	44105	0	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		44105	0	N.A.	N.A.	N.A.	N.A.
Public - others	E-voting	17799895	2417	0.014	2367	50	97.931	2.069
	Poll		451982	2.539	451962	20	99.996	0.004
	Total		17799895	454399	2.553	454329	70	99.985
<b>TOTAL</b>		49945000	32555399	65.182	32555329	70	100.000	0.000

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



Bipin Manek  
(DIN: 00416441)

Chairman & Managing Director



Date: September 26, 2017

Place: Mumbai

**HEMANSHU KAPADIA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai-400 008  
Tel 6631 0888/6631 4830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)  
Website: [hkacs.com](http://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 24<sup>th</sup> Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ("the Company") held on Monday, the 25<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 25<sup>th</sup> 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 24<sup>th</sup> 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 22<sup>nd</sup> day of September, 2017, 9.00 a.m. (IST) to Sunday, the 24<sup>th</sup> 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 18<sup>th</sup> day of September, 2017 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the notice of the 24<sup>th</sup> AGM of the Company).



- iii. The E-voting platform was blocked on Sunday, the 24<sup>th</sup> day of September, 2017 after 5.00 p.m. (IST) and the votes cast were unblocked on Monday, the 25<sup>th</sup> 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 1<sup>st</sup> Interim Dividend, 2<sup>nd</sup> Interim Dividend and 3<sup>rd</sup> 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



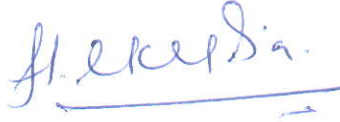
(ii) Voted against the resolution:

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 24<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the Members of Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, the 25<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 24<sup>th</sup> AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, the 25<sup>th</sup> 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 24<sup>th</sup> 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 1<sup>st</sup> Interim Dividend, 2<sup>nd</sup> Interim Dividend and 3<sup>rd</sup> 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):



①

(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.

- A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed.
- 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 24<sup>th</sup> AGM of  
Vidhi Specialty Food Ingredients Limited,  
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2017  
Place: Mumbai

## Scrutinizers' Report - Combined

### (Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 24<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, the 25<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the Company held on Monday, the 25<sup>th</sup> 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 22<sup>nd</sup> day of September, 2017, 9.00 a.m. (IST) till Sunday, the 24<sup>th</sup> 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 26<sup>th</sup> 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 24<sup>th</sup> AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 24<sup>th</sup> AGM of the Members of the Company, held on the Monday, the 25<sup>th</sup> 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 26<sup>th</sup> day of September, 2017 on the poll taken on all the resolutions contained in the notice to the 24<sup>th</sup> 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 24<sup>th</sup> 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
<b>I. Ordinary Business:</b>					
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. <b>(ORDINARY RESOLUTION)</b>	32555379	20	0	100.000	0.000
2. To confirm the 1 <sup>st</sup> Interim Dividend, 2 <sup>nd</sup> Interim Dividend and 3 <sup>rd</sup> Interim Dividend declared in the financial year 2016-17 <b>(ORDINARY RESOLUTION)</b>	32555398	1	0	100.000	0.000
3. To declare Final Dividend on equity shares for the financial year 2016-17 <b>(ORDINARY RESOLUTION)</b>	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 <b>(ORDINARY RESOLUTION)</b>	32555378	21	0	100.000	0.000

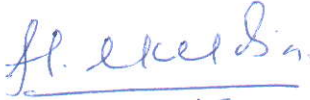


5. To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):	32555329	70	0	100.000	0.000
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7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 24<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 24<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 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 24<sup>th</sup> 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

Date: September 26, 2017  
Place: Mumbai

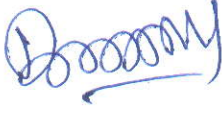


**Jinal Jain**  
Member  
Scrutinizer for Poll  
DP-Client Id 12066900 00058405

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 24<sup>th</sup> AGM of  
Vidhi Specialty Food Ingredients Limited,  
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2017

Place: Mumbai