



Date: September 29, 2018

To,

The Manager, Department of Corporate Services (DCS-Listing) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 531717	The Manager, Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: VIDHIING
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Dear Sir,

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

**Sub: Voting Results of the 25<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 25<sup>th</sup> Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 25<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 25<sup>th</sup> AGM.

The Board of Directors had appointed Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587 and C.P. No: 9869), Partner of M/s. VPP & Associates as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman of the 25<sup>th</sup> AGM appointed Mr. Vipin Mehta, Membership No: F8587 and C.P. No: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Mrs. Pooja Mayank Jain, Member of Vidhi Specialty Food Ingredients Limited ('the Company') having DP-Client Id 12066900-00058424 as the Scrutinizers to conduct the Poll process at the 25<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 25<sup>th</sup> AGM of the Company. The Scrutinizers has also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on September 29, 2018.

**Mode of voting for all the resolutions at the 25<sup>th</sup> AGM:** Remote E-voting was conducted between Tuesday, September 25, 2018 and Thursday, September 27, 2018 and poll was taken at the AGM.

## Vidhi Specialty Food Ingredients Ltd.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

RegdOff:

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Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)

Fax : + 91 22 2352 1980, E-mail : vdmil@vsnl.com, Web. : www.vidhifoodcolour.com

Factory:

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

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Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations'], please find attached herewith the voting results of the 25<sup>th</sup> AGM of the Company held on Friday, September 28, 2018.

As per the consolidated Report of the Scrutinizers, all the resolutions as set out in the Notice of 25<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, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and the Report of 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 2017-18.	Ordinary	Ordinary
3.	To declare Final Dividend on equity shares for the financial year 2017-18	Ordinary	Ordinary
4.	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
5.	To ratify the appointment of Statutory Auditors and fixing their remuneration	Ordinary	Ordinary
6.	To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013	Special	Special
7.	To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors	Special	Special
8.	To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853)	Special	Special
9.	To approve the continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022)	Special	Special

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Please also find attached herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [Voting results 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 25<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 25<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,

A handwritten signature in black ink, appearing to read 'Mihir B. Manek'.



**Mihir B. Manek**  
(DIN: 00650613)  
Chairman of 25<sup>th</sup> AGM & Joint Managing Director

Place: Mumbai  
Encl: As above

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**Voting Results of the 25<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 28, 2018
<b>Total Number of Shareholders on Record Date</b>	12057
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group</b>	4
<b>Public</b>	35
<b>No. of Shareholders attended the meeting through video conferencing:</b>	
<b>Promoters and Promoter Group</b>	Not Applicable
<b>Public</b>	

For Vidhi Specialty Food Ingredients Limited



**Mihir B. Manek**  
(DIN: 00650613)  
Chairman of 25<sup>th</sup> AGM & Joint Managing Director

Place: Mumbai

## **Vidhi Specialty Food Ingredients Ltd.**

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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, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and 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)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter group</b>	<b>E-voting</b>	32101000	0	0	0	0	0	0
	<b>Poll</b>		32101000	100.000	32101000	0	100.000	0.000
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
<b>Public - Institutional Holders</b>	<b>E-voting</b>	201447	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - others</b>	<b>E-voting</b>	17642553	12597	0.071	12597	0	100.000	0
	<b>Poll</b>		1778482	10.081	1778482	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1791079</b>	<b>0</b>	<b>100.000</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33892079</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>



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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 2017-18.

<b>Resolution Required:</b>	Ordinary
<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	0	0	0	0	0	0
	Poll		32101000	100.000	32101000	0	100.000	0.000
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
Public - Institutional Holders	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - others	E-voting	17642553	12597	0.071	12597	0	100.000	0
	Poll		1778482	10.081	1778482	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1791079</b>	<b>0</b>	<b>100.000</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33892079</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>



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**Agenda 3:** To declare Final Dividend on equity shares for the financial year 2017-18.

<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)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter group</b>	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	32101000	0	100.000	0.000
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
<b>Public - Institutional Holders</b>	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - others</b>	E-voting	17642553	12597	0.071	12597	0	100.00	0
	Poll		1778482	10.081	1778482	0	100.00	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1791079</b>	<b>0</b>	<b>100.000</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33892079</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>



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**Agenda 4:** 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)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter group</b>	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Institutional Holders</b>	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - others</b>	E-voting	17642553	12597	0.071	12597	0	100.000	0
	Poll		1778482	10.081	1754237	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1766834</b>	<b>0</b>	<b>100.000</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>1766834</b>	<b>0</b>	<b>100.000</b>	<b>0</b>



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**Agenda 5:** To ratify the appointment of Statutory Auditors and fixing 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
<b>Promoter and Promoter group</b>	<b>E-voting</b>	32101000	0	0	0	0	0	0
	<b>Poll</b>		32101000	100.000	32101000	0	100.00	0.000
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.00</b>
<b>Public - Institutional Holders</b>	<b>E-voting</b>	201447	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - others</b>	<b>E-voting</b>	17642553	12597	0.071	12597	0	100.00	0
	<b>Poll</b>		1778482	10.081	1778482	0	100.00	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1791079</b>	<b>0</b>	<b>0</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33892079</b>	<b>0</b>	<b>100.00</b>	<b>0.000</b>



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**Agenda 6:** To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

<b>Resolution Required:</b>	<b>Special</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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	0	0	0	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Institutional Holders	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - others	E-voting	17642553	12597	0.071	12202	395	96.864	0.000
	Poll		1778482	10.081	1754237	0	98.637	0.000
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1766439</b>	<b>0</b>	<b>98.624</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>1766439</b>	<b>0</b>	<b>5.212</b>	<b>0.000</b>



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**Agenda 7:** To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

<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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	32101000	0	100.000	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
Public - Institutional Holders	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - others	E-voting	17642553	12597	0.071	12202	395	96.864	3.135
	Poll		1778482	10.081	1778482	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1790684</b>	<b>395</b>	<b>99.978</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33891684</b>	<b>395</b>	<b>99.999</b>	<b>0.001</b>



## Vidhi Specialty Food Ingredients Ltd.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

Regd Off:

E/27, Commerce Centre, 78, Tardeo Road,

Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)

Fax : + 91 22 2352 1980, E-mail : vdml@vsnl.com, Web. : www.vidhifoodcolour.com

Factory:

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

Dist :Raigad, Maharashtra 402116, India

CIN : L24110MH1994PLC076156



**Agenda 8:** To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853).

<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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	32101000	0	100.000	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
Public - Institutional Holders	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - others	E-voting	17642553	12597	0.071	12340	257	97.959	2.040
	Poll		1778482	10.081	1778482	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1790822</b>	<b>257</b>	<b>99.986</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33891822</b>	<b>257</b>	<b>99.999</b>	<b>0.001</b>



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Factory:

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

Dist :Raigad, Maharashtra 402116, India

CIN : L24110MH1994PLC076156



**Agenda 9:** To approve the continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022).

<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)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	32101000	0	0	0	0	0	0
	Poll		32101000	100.000	32101000	0	100.000	0
	<b>Total</b>		<b>32101000</b>	<b>32101000</b>	<b>100.000</b>	<b>32101000</b>	<b>0</b>	<b>100.000</b>
Public - Institutional Holders	E-voting	201447	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>201447</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - others	E-voting	17642553	12597	0.071	12347	250	98.015	1.985
	Poll		1778482	10.080	1778482	0	100.000	0
	<b>Total</b>		<b>17642553</b>	<b>1791079</b>	<b>10.152</b>	<b>1790829</b>	<b>250</b>	<b>99.986</b>
<b>TOTAL</b>		<b>49945000</b>	<b>33892079</b>	<b>67.858</b>	<b>33891829</b>	<b>250</b>	<b>99.999</b>	<b>0.001</b>

For Vidhi Specialty Food Ingredients Limited



**Mihir B. Manek**  
(DIN: 00650613)  
Chairman of 25<sup>th</sup> AGM & Joint Managing Director  
Place: Mumbai

## Vidhi Specialty Food Ingredients Ltd.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

**Regd Off.:**  
E/27, Commerce Centre, 78, Tardeo Road,  
Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)  
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**Factory:**  
59/B & 68, M.I.D.C. Dhatav, Roha  
Dist : Raigad, Maharashtra 402116, India  
CIN : L24110MH1994PLC076156



# VPP & ASSOCIATES

Practicing Company Secretaries

Office No. 12, 14<sup>th</sup> Floor, Navjivan Commercial Co-op. Society, Building No. 3, Lamington Road, Mumbai - 400 008  
Tel: +91 22 6631 0888 / 6631 4830 | 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 25<sup>th</sup> Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 28<sup>th</sup> day of September, 2018 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, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & 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 ('SS-2') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the resolutions provided in the notice to the 25<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 28<sup>th</sup> day of September, 2018 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 25<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 Tuesday, the 25<sup>th</sup> day of September, 2018, 9.00 a.m. (IST) to Thursday, the 27<sup>th</sup> day of September, 2018, 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. Friday, the 21<sup>st</sup> day of September, 2018 were entitled to vote on the resolutions (Item nos. 1 to 9 as set out in the notice of the 25<sup>th</sup> AGM of the Company).

- iii. The E-voting platform was blocked on Thursday, the 27<sup>th</sup> day of September, 2018 after 5.00 p.m. (IST) and the votes cast were unblocked on Friday, the 28<sup>th</sup> day of September, 2018 in the presence of two witnesses, Mr. Jay Shah and Mr. Parag Bodha, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Jay Shah

Name: Parag Bodha

- 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, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board’s Report and the Report of 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
17	12597	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 2017-18 (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
17	12597	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.

(c) **Resolution No. 3: To declare Final Dividend on equity shares for the financial year 2017-18 (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
17	12597	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. 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 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
17	12597	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.

(e) **Resolution No. 5: To ratify the appointment of Statutory Auditors 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
17	12597	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.

**(f) Resolution No. 6: To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (SPECIAL 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
14	12202	96.864

(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
3	395	3.136

(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.

**(g) Resolution No. 7: To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors (SPECIAL 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
14	12202	96.864

(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
3	395	3.136

(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.

**(h) Resolution No. 8: To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853) (SPECIAL 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	12340	97.960

(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
2	257	2.040

(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.

**(i) Resolution No. 9: To approve the continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022) (SPECIAL 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	12347	98.015

(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	250	1.985

(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,



**Vipin Mehta**  
Partner  
VPP & Associates  
Practicing Company Secretary  
Scrutinizer for E-voting  
C.P. No.: 9869; Mem. No.: F8587

Date: September 29, 2018

Place: Mumbai

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



**Mihir B. Manek**  
**(DIN: 00650613)**  
**Chairman of 25<sup>th</sup> AGM and Joint Managing Director**

**Date:** September 29, 2018

**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 25<sup>th</sup> Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 28<sup>th</sup> day of September, 2018 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, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Pooja Mayank Jain, Member of **Vidhi Specialty Food Ingredients Limited** ('the Company') having **DP-Client Id 12066900-00058424**, were appointed as the Scrutinizers by the Chairman of the 25<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 25<sup>th</sup> AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Friday, the 28<sup>th</sup> day of September, 2018 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 32 poll papers representing 3,38,79,482 (Three Crore Thirty Eight Lacs Seventy Nine Thousand Four Hundred 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 25<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, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and the Report of 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
32	33879482	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.

**(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 2017-18 (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
32	33879482	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 2017-18 (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
32	33879482	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.

(d) **Resolution No. 4: 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 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
<b>27</b>	<b>1754237</b>	<b>100.000</b>

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
<b>5</b>	<b>32125245</b>

(e) **Resolution No. 5: To ratify the appointment of Statutory Auditors 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
<b>32</b>	<b>33879482</b>	<b>100.000</b>

(ii) Voted **against** the resolution:

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

(iii) **Invalid** votes:

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

(f) **Resolution No. 6: To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (SPECIAL 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
<b>27</b>	<b>1754237</b>	<b>100.000</b>

(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
<b>0</b>	<b>N.A.</b>	<b>N.A.</b>



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
5	32125245

(g) **Resolution No. 7: To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors (SPECIAL 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
32	33879482	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.

(h) **Resolution No. 8: To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853) (SPECIAL 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
32	33879482	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.

(i) **Resolution No. 9: To approve the continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022) (SPECIAL 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
32	33879482	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.

*\*Invalid votes include Members who have abstained from voting.*

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 Sincerely,



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



**Pooja Mayank Jain**  
Member  
Scrutinizer for Poll  
DP-Client Id 12066900-00058424

**Date:** September 29, 2018  
**Place:** Mumbai

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Acknowledge receipt of the same

For **Vidhi Specialty Food Ingredients Limited,**



**Mihir B. Manek**  
(DIN: 00650613)  
Chairman of 25<sup>th</sup> AGM and Joint Managing Director

**Date:** September 29, 2018  
**Place:** Mumbai

## Scrutinizers' Report - Combined

### (Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 25<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 25<sup>th</sup> Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 28<sup>th</sup> day of September, 2018 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: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of Sections 108 and 109 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time for the 25<sup>th</sup> Annual General Meeting of the Company held on Friday, the 28<sup>th</sup> day of September, 2018 at 3.30 p.m.**

1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & 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 ('SS-2') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
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 Tuesday, the 25<sup>th</sup> day of September, 2018, 9.00 a.m. (IST) to Thursday, the 27<sup>th</sup> day of September, 2018, 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 29<sup>th</sup> day of September, 2018 **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, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s.VPP & Associates, Practicing Company Secretaries, Mumbai and Pooja Mayank Jain, Member of **Vidhi Specialty Food Ingredients Limited (the Company)** having **DP-Client Id 12066900-00058424** have been appointed as the Scrutinizers by the Chairman of the 25<sup>th</sup> AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 25<sup>th</sup> AGM of the Members of the Company, held on the Friday, the 28<sup>th</sup> day of September, 2018 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 29<sup>th</sup> day of September, 2018 on the poll taken on all the resolutions contained in the notice to the 25<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 25<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 valid votes cast in favour	% of valid 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, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and the Report of Auditors' thereon. <b>(ORDINARY RESOLUTION):</b>	33892079	0	0	100.000	N.A.
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 2017-18 <b>(ORDINARY RESOLUTION)</b>	33892079	0	0	100.000	N.A.
3. To declare Final Dividend on equity shares for the financial year 2017-18 <b>(ORDINARY RESOLUTION)</b>	33892079	0	0	100.000	N.A.
4. 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>(ORDINARY RESOLUTION)</b>	1766834	0	32125245	100.000	N.A.
5. To ratify the appointment of Statutory Auditors and fix their remuneration. <b>(ORDINARY RESOLUTION):</b>	33892079	0	0	100.000	N.A.

6. To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 (SPECIAL RESOLUTION)	1766439	395	32125245	99.978	0.022
7. To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors (SPECIAL RESOLUTION)	33891684	395	0	99.999	0.001
8. To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853) (SPECIAL RESOLUTION)	33891822	257	0	99.999	0.001
9. To approve the continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022) (SPECIAL RESOLUTION)	33891829	250	0	99.999	0.001

*\*Include the Members who have abstained from voting.*

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 25<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 25<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 25<sup>th</sup> AGM.

Thanking you,

Yours faithfully,




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

**Date:** September 29, 2018  
**Place:** Mumbai



**Pooja Mayank Jain**  
Member  
Scrutinizer for Poll  
DP-Client Id 12066900-00058424

**Date:** September 29, 2018  
**Place:** Mumbai

Acknowledge receipt of the same

For **Vidhi Specialty Food Ingredients Limited,**



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**Mihir B. Manek**  
**(DIN: 00650613)**  
**Chairman of 25<sup>th</sup> AGM and Joint Managing Director**

**Date:** September 29, 2018

**Place:** Mumbai