

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.

- 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 24th AGM of
Vidhi Specialty Food Ingredients Limited,
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2017
Place: Mumbai