

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 |

