

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 25th 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 25th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Friday, the 28th 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 25th Annual General Meeting of the Company held on Friday, the 28th 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 25th day of September, 2018, 9.00 a.m. (IST) to Thursday, the 27th 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 29th 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 25th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 25th AGM of the Members of the Company, held on the Friday, the 28th 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 29th day of September, 2018 on the poll taken on all the resolutions contained in the notice to the 25th 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 25th 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
I. Ordinary Business:					
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):	33892079	0	0	100.000	N.A.
2. To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2017-18 (ORDINARY RESOLUTION)	33892079	0	0	100.000	N.A.
3. To declare Final Dividend on equity shares for the financial year 2017-18 (ORDINARY RESOLUTION)	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 (ORDINARY RESOLUTION)	1766834	0	32125245	100.000	N.A.
5. To ratify the appointment of Statutory Auditors and fix their remuneration. (ORDINARY RESOLUTION):	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 25th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 25th 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 25th 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,**



Mihir B. Manek
(DIN: 00650613)
Chairman of 25th AGM and Joint Managing Director

Date: September 29, 2018

Place: Mumbai