

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 24th 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 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,

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 24th Annual General Meeting of the Company held on Monday, the 25th 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 22nd day of September, 2017, 9.00 a.m. (IST) till Sunday, the 24th 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 26th 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 24th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 24th AGM of the Members of the Company, held on the 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.
5. We have issued separate Scrutinizers' Report dated the 26th day of September, 2017 on the poll taken on all the resolutions contained in the notice to the 24th 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 24th 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
I. Ordinary Business:					
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)	32555379	20	0	100.000	0.000
2. To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2016-17 (ORDINARY RESOLUTION)	32555398	1	0	100.000	0.000
3. To declare Final Dividend on equity shares for the financial year 2016-17 (ORDINARY RESOLUTION)	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 (ORDINARY RESOLUTION)	32555378	21	0	100.000	0.000



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