

## 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
27	1754237	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
5	32125245

(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
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.

(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
27	1754237	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
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

**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