

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 26th Annual General Meeting of the Members of **Vidhi Specialty Food Ingredients Limited** [CIN: L24110MH1994PLC076156] ('the Company') held on Monday, September 23, 2019 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 26th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 26th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, September 23, 2019 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 15 poll papers representing 4,19,265 (Four Lakhs Nineteen Thousand Two Hundred Sixty Five) 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 26th AGM for text of 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, 2019 including the Audited Balance Sheet as at March 31, 2019, 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
15	4,19,265	100.0000

(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 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2018-19 (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
15	4,19,265	100.0000

(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 2018-19 (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
15	4,19,265	100.0000

(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 Mrs. Pravina Bipin Manek (DIN: 00416533), 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 herself 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
15	4,19,265	100.0000

(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.

II. **Special Business:**

(a) **Resolution No. 5: To appoint Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director (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
15	4,19,265	100.0000

(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. 6: To re-appoint Mr. Prafulchandra Anantlal Shah (DIN: 00417022) as an Independent Director for a second term of 5 (five) consecutive years (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 poll
15	4,19,265	100.0000

(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. 7: To re-appoint Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of 5 (five) consecutive years (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 poll
15	4,19,265	100.0000

(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. 8: To re-appoint Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of 5 (five) consecutive years (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 poll
15	4,19,265	100.0000

(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.

(e) **Resolution No. 9: To approve the payment of remuneration to Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may 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 poll
15	4,19,265	100.0000

(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. 10: To consider revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director (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
15	4,19,265	100.0000

(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.

(g) **Resolution No. 11: To consider revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company (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
15	4,19,265	100.0000

(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.

(h) **Resolution No. 12: 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 poll
15	4,19,265	100.0000

(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.

5. 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 24, 2019
Place: Mumbai

Date: September 24, 2019
Place: Mumbai

Acknowledge receipt of the same

For **Vidhi Specialty Food Ingredients Limited,**



Bipin M. Manek
(DIN: 00416441)
Chairman of 26th AGM and Managing Director

Date: September 24, 2019
Place: Mumbai