



Date: September 24, 2024

To,

The Manager, Department of Corporate Services (DCS-Listing) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 531717	The Manager, Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: VIDHIING
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Dear Sir/Madam,

Ref.: Company Code: BSE - 531717, NSE Symbol: VIDHIING
Sub: Intimation regarding proceedings of the 31st Annual General Meeting

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we have to inform you that the 31st Annual General Meeting ('AGM') of the Members of the Company was held on Tuesday, September 24, 2024 at 03:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') vide MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 read with other subsequent MCA Circulars, the latest being, General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other subsequent circulars, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023. (Collectively referred to as "SEBI Circulars") and concluded at 03:57 p.m. (IST). Thereafter, voting window was opened for fifteen (15) minutes for e-voting (Poll) at the AGM. The AGM is deemed to be held at the Registered Office of the Company.

All the Directors and Chairman of the Board Committees were present at the 31st Annual General Meeting (AGM).

Mr. Atul Gala, Partner of M/s. Bhuta Shah & Co LLP, Statutory Auditors, Mr. Hemanshu Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Secretarial Auditors, and Mr. Jayesh Kothari, Proprietor of Jayesh Kothari & Co., Internal Auditors, were also present at the 31st AGM.

Mr. Bipin Manek, the Chairman of the Board as well as of the Company, took the Chair. The requisite quorum for the meeting being present, the Chairman declared the meeting to be in order. Since notice of the 31st AGM was circulated in advance, the same was taken as read. Since the Chairman was interested in Agenda item no. 5, Mr. Rahul Berde has chaired the meeting for the said agenda item.

Vidhi Specialty Food Ingredients Limited.

- 📍 E/27/28/29, Commerce Centre, 78, Tardeo Road, Mumbai - 400034, India.
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The Members were informed about the relevant provisions of the Companies Act, 2013, the Rules made thereunder, provisions of the Listing Regulations and the procedure of the AGM. They were also informed that as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations, the Company had provided to its Members the facility to cast their votes by electronic means on all the resolutions as stated in the notice to the 31st AGM and e-voting was kept open from Saturday, September 21, 2024 [09:00 a.m. (IST)] to Monday, September 23, 2024 [05:00 p.m. (IST)].

The Chairman has confirmed that provisions of the Act, the Rules made there under, Secretarial Standards issued there under, Listing Regulations, MCA Circulars and SEBI Circulars with respect to calling, convening and conducting this AGM through VC mode, to the extent applicable, has been complied with. It was also confirmed that all efforts feasible under the circumstances had indeed been made by the Company to enable Members to participate and vote on the items being considered at the AGM.

All the statutory registers, relevant documents, Auditors' Report, Secretarial Audit Report, etc., as prescribed under the Companies Act, 2013, were available for inspection by the Members electronically.

The Chairman then briefed the Members about the progress of the Company.

The Members were informed about all the Resolutions before they were put to vote at the Meeting.

As there were no qualifications mentioned in the Statutory Audit Reports the same was taken as read. However, Secretarial Audit Report contain one observation, hence, the same was read along with Management reply to the said observation given in the Board Report.

The Members were informed that the Company has provided the facility to the shareholders to send their question, if any, in advance on designated email id. However, the Company had not received questions from Shareholder on designated email id on or before due date.

Since voting by show of hands was not permissible, as per provisions of Section 108 of the Companies Act, 2013 at the AGM the Chairman ordered for a poll for the voting on all the resolutions and voting for the poll was conducted by electronic means. As per the Companies Act, 2013 and Rules made thereunder, Members who have already voted through Remote E-voting were not entitled to vote on Poll/e-voting at the AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia (Membership No.: F3477 and CP No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent

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manner. The Chairman appointed Mr. Vipin Mehta (Membership No.: F8587 and CP No.: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries and Ms. Preeti Anand Bhangle (DP ID and Client ID: 1206690000058384), Member of the Company, as the Scrutinizers to conduct the Poll process at the 31st AGM in a fair and transparent manner.

The Chairman declared that the result of e-voting shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company within 48 hours of the conclusion of the Meeting.

The Scrutinizers issued combined Scrutinizers' Report on the Remote E-voting and on the Electronic Poll taken at the AGM on all the resolutions contained in the notice of the 31st AGM of the Company. Report of Scrutinizers was furnished on September 24, 2024.

Mode of voting for all the resolutions at the 31st AGM: The remote e-voting was conducted between Saturday, September 21, 2024 (09:00 a.m.) to Monday, September 23, 2024 (05:00 p.m.) and e-poll was taken at the AGM.

As per the Scrutinizers' Report, all the resolutions, as set out in the Notice of the 31st AGM, have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at the 31st AGM are given in the table below:

Resolution No.	Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)	Outcome of voting
<u>ORDINARY BUSINESS</u>		
1	Ordinary Resolution: To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board and the Auditors' thereon.	Approved with requisite majority
2	Ordinary Resolution: To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2024 together with the Report of Auditors' thereon.	Approved with requisite majority
3	Ordinary Resolution: To confirm the 1 st Interim Dividend and 2 nd Interim Dividend declared in the financial year 2023-24.	Approved with requisite majority
4	Ordinary Resolution: To declare Final Dividend on Equity Shares for the financial year 2023-24.	Approved with requisite majority

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5	Ordinary Resolution: To appoint a Director in place of Mrs.Pravina B. Manek (DIN: 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and who is not disqualified to become Director under the Act and being eligible, offered herself for re-appointment.	Approved with requisite majority
<u>SPECIAL BUSINESS</u>		
6	Special Resolution: To re-appoint Mrs. Jyoti Sunil Modi (DIN: 08699101) as an Independent Director for a second term of 5 (five) consecutive years.	Approved with requisite majority
7	Special Resolution: To appoint Mrs. Pranali Prathamesh Govekar (DIN: 10727843) as a Non-Executive, Independent Director.	Approved with requisite majority
8	Special Resolution: To appoint Mr. Anil Popatlal Udeshi (DIN: 08285657) as a Non-Executive, Independent Director.	Approved with requisite majority

All the resolutions set out in the Notice calling the 31st Annual General Meeting were passed with the requisite majority and were deemed to be passed on the date of the Annual General Meeting. i.e. September 24, 2024.

Aforesaid Voting Results were declared on September 24, 2024 and posted on the website of the Company at www.vidhifoodcolors.com along with the Scrutinizers' Reports.

Kindly take the above proceedings on your record and oblige.

Thanking You.

Yours faithfully,

For Vidhi Specialty Food Ingredients Limited,

Bipin M. Manek
Chairman of 31st AGM and Managing Director
(DIN: 00416441)

Place: Mumbai

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