



Date: July 30, 2020

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 No: - Company Code: BSE - 531717, NSE Symbol: VIDHIING

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with the Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019, we enclose herewith, the Annual Secretarial Compliance Report issued by M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2020.

Kindly take the same on your record.

Yours Sincerely,

For Vidhi Specialty Food Ingredients Limited,



Awdhesh Kumar Pandey
Company Secretary & Compliance Officer
Place: Mumbai

Encl: As above

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

RegdOff.:

E/27, Commerce Centre, 78, Tardeo Road,
Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)
Fax : + 91 22 2352 1980, E-mail : vdm1@vsnl.com, Web. : www.vidhifoodcolour.com

Factory:

59/B & 68, M.I.D.C. Dhatav, Roha
Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai - 400 008
Tel: 022- 6631 0888/6631 4830
E-mail: hemanshu@hkacs.com
Website: hkacs.com

SECRETARIAL COMPLIANCE REPORT OF VIDHI SPECIALTY FOOD INGREDIENTS LIMITED FOR THE YEAR ENDED MARCH 31, 2020

I, Hemanshu Kapadia, Proprietor of **M/s. Hemanshu Kapadia & Associates**, Practicing Company Secretaries, having office at Office No. 12, 14th Floor, Navjivan Commercial Co-op Society Limited, Building No.3, Lamington Road, Mumbai, Maharashtra - 400008, have examined the following as under:

- a) all the documents and records made available to us and explanation provided by **Vidhi Specialty Food Ingredients Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the Review Period);



- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not Applicable to the Company during the Review Period);
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Review Period);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Review Period);
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Review Period);
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Review Period);
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- j) Circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	No Compliance Officer in the Company for some period	<i>The Compliance Officer of the Company had resigned w.e.f. closing working hour of January 11, 2020. The Company has appointed the existing Compliance Officer w.e.f. February 11, 2020. Hence, there was no Compliance Officer during the period January 12, 2020 till February 10, 2020.</i>

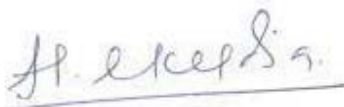


2.	Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Chairperson of Stakeholders Relationship Committee has not attended the Annual General Meeting.	Mrs. Pravina Manek, Chairperson of the Stakeholders Relationship Committee, has not attended the Annual General Meeting due to her prior commitment. However, in terms of Secretarial Standard - 2, the Chairperson authorized Mr. Prafulchandra A. Shah, Member of the Committee, to attend the meeting on her behalf and he has attended the meeting on her behalf.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records;
- c) As confirmed by the Management, there were no action taken against the listed entity/its Promoters/Directors/~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder; and
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observation made in the Secretarial Compliance Report for the Year Ended	Action taken by the Listed Entity, If Any,	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
No Observations were made in previous report				

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries



Hemanshu Kapadia
Proprietor
C.P. No.:2285
Membership No.: F3477

UDIN: F003477B000377653



Date: June 25, 2020 Place: Mumbai