



Vimal Oil & Foods Ltd.

ISO 22000:2005 Certified Co.

September 30, 2014

CIN : L15400GJ1992PLC017626

To The General Manager (Listing) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 SECURITY CODE: <u>519373</u>	To, The Manager National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 SECURITY CODE: <u>VIMALOIL-EQ</u>
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Dear Sir,

SUB: INFORMATION UNDER CLAUSE 35A OF THE LISTING AGREEMENT- VOTING RESULTS:

Pursuant to Clause 35A of the Listing Agreement, please find enclosed herewith, in prescribed format, the voting results of 22nd Annual General Meeting (AGM) of the Company held on Tuesday, 30th September, 2014 at 11.45 a.m. at the Registered Office of the Company at 4th Floor, Heritage, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad- 380 054, Gujarat (INDIA).

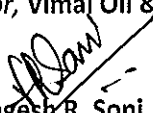
The voting results as enclosed herewith are also posted on the website of the Company.

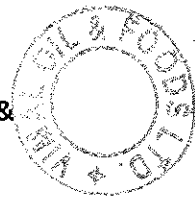
You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For, Vimal Oil & Foods Limited


Fagesh R. Soni
Company Secretary &
Compliance Officer



Encl: As above



Regd. Office: 4th Floor, **HERITAGE**, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054, Gujarat, INDIA.
Ph.: 079-26841851-52-53-54, Fax: +91-79-26841850 E-mail: mail@vimaloil.com visit us: www.vimaloil.com

Plant: Nr. Palavasana Rly. Over Bridge, Highway, Mehsana - 384 002, Gujarat, INDIA.
Ph.: 02762-225700, 225058, Fax: 225835, E-mail: plant@vimalgroup.com

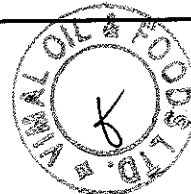


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Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands / poll / postal ballot / e-voting)	Result
ORDINARY BUSINESS:				
1	Ordinary Resolution for adoption of Annual Accounts and Reports of Directors and Auditors thereon for the financial year ended 31st March, 2014	Ordinary	E - Voting and Poll at Meeting	With requisite majority
2	Ordinary Resolution for declaration of Dividend on Preference Shares	Ordinary	E - Voting and Poll at Meeting	With requisite majority
3	Ordinary Resolution for declaration of Dividend on Equity Shares	Ordinary	E - Voting and Poll at Meeting	With requisite majority
4	Ordinary Resolution for re-appointment of Shri Jayesh C. Patel (DIN 00027767) who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	E - Voting and Poll at Meeting	With requisite majority
5	Ordinary Resolution for appointment of M/s. R R S & Associates as Statutory Auditors of the Company	Ordinary	E - Voting and Poll at Meeting	With requisite majority
SPECIAL BUSINESS:				
6	Ordinary Resolution for appointment of Shri Mahendrabhai V. Patel (DIN 00027822) as an independent director in terms of section 149 of the Companies Act, 2013	Ordinary	E - Voting and Poll at Meeting	With requisite majority
7	Ordinary Resolution for appointment of Shri Mukesh N. Patel (DIN 00498451) as an independent director in terms of section 149 of the Companies Act, 2013	Ordinary	E - Voting and Poll at Meeting	With requisite majority
8	Ordinary Resolution for appointment of Shri Alkesh B. Patel (DIN 05142040) as an independent director in terms of section 149 of the Companies Act, 2013.	Ordinary	E - Voting and Poll at Meeting	With requisite majority
9	Ordinary Resolution for re-appoint of Shri Jayesh C. Patel (DIN 00027767) as a Managing Director	Ordinary	E - Voting and Poll at Meeting	With requisite majority
10	Ordinary Resolution for approval of the remuneration payable to Cost Auditor, M/S. S A & Associates for the financial year 2014-15	Ordinary	E - Voting and Poll at Meeting	With requisite majority
11	Special Resolution for power to borrow money under Section 180(1)(c) of the Companies Act, 2013	Special	E - Voting and Poll at Meeting	With requisite majority
12	Special Resolution for approval of the related party contracts/ arrangements / transactions with M/S. Vimal Dairy Limited, a Subsidiary Company	Special	E - Voting and Poll at Meeting	With requisite majority
13	Special Resolution for adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	E - Voting and Poll at Meeting	With requisite majority



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Date of the AGM/EGM	Tuesday, September 30, 2014
Total number of shareholders on record date:	1969

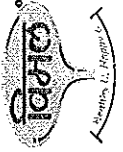
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	16

No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

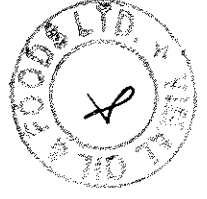
AGENDA-WISE

Resolution No. 1: Adoption of the Balance Sheet as at March 31, 2014 and a Statement of Profit & Loss Account for the year ended on that date, together with the reports of the Directors' and Auditors' thereon.									
Business Type: Ordinary Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689719	0	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582219	0	100.00	0.00

Resolution No. 2: Declaration of dividend at the rate of Rs 0.60/- per share on 6% 50,00,000 Preference Shares and Rs. 0.80/- per share on 8% 1,00,00,000 Preference Shares of the Company for the year ended on									
Business Type: Ordinary Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689719	0	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582219	0	100.00	0.00



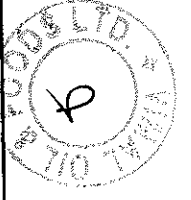
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Resolution No. 3 : Declaration of dividend at the rate of Rs 1.20 per share on Equity Shares of the Company for the year ended on 31st March, 2014.									
Business Type : Ordinary Business									
Resolution Type : Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)		% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100	
		E-Voting (2a)	Poll (2b)						
Promoter and Promoter Group	11112500	10892500	0	98.02	10892500	0	100.00	0.00	
Public – Institutional holders	1700	0	0	0.00	0	0	0.00	0.00	
Public-Others	3905800	688343	1376	17.66	689719	0	100.00	0.00	
Total	15020000	11580843	1376	77.11	11582219	0	100.00	0.00	

Resolution No. 4 : Re-appointment of Shri. Jayesh C. Patel (DIN 00027767) who retires by rotation and, being eligible, offers himself for re-appointment.									
Business Type : Ordinary Business									
Resolution Type : Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)		% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100	
		E-Voting (2a)	Poll (2b)						
Promoter and Promoter Group	11112500	10892500	0	98.02	10892500	0	100.00	0.00	
Public – Institutional holders	1700	0	0	0.00	0	0	0.00	0.00	
Public-Others	3905800	688343	1376	17.66	689719	1	100.00	0.00	
Total	15020000	11580843	1376	77.11	11582219	1	100.00	0.00	

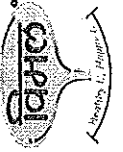
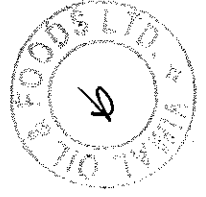
Resolution No. 5 : Appointment of M/s. R R S & Associates as Statutory Auditors of the Company.									
Business Type : Ordinary Business									
Resolution Type : Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)		% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100	
		E-Voting (2a)	Poll (2b)						
Promoter and Promoter Group	11112500	10892500	0	98.02	10892500	0	100.00	0.00	
Public – Institutional holders	1700	0	0	0.00	0	0	0.00	0.00	
Public-Others	3905800	688343	1376	17.66	689719	1	100.00	0.00	
Total	15020000	11580843	1376	77.11	11582219	1	100.00	0.00	



Resolution No. 6: Appointment of Shri Mahendrabhai V. Patel (DIN 00027822) as an independent director in terms of section 149 of the Companies Act, 2013.									
Business Type: Special Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689718	1	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582218	1	100.00	0.00

Resolution No. 7: Appointment of Shri Mukesh N. Patel (DIN 00498451) as an independent director in terms of section 149 of the Companies Act, 2013.									
Business Type: Special Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689718	1	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582218	1	100.00	0.00

Resolution No. 8: Appointment of Shri Alkesh B. Patel (DIN 05142040) as an independent director in terms of section 149 of the Companies Act, 2013.									
Business Type: Special Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689718	0	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582219	0	100.00	0.00





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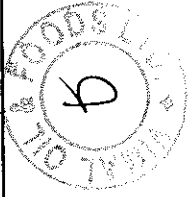
Resolution No.9: Re-appoint of Shri Jayesh C. Patel (DIN:00027767) as a Managing Director.									
Business Type: Special Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)] \times 100$	% of Votes against on votes cast (7) = $[(5)/(2)] \times 100$
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689719	0	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582219	0	100.00	0.00

Resolution No.10: Approval of the remuneration payable to Cost Auditor, M/S. S.A. & Associates for the financial year 2014-15.									
Business Type: Special Business									
Resolution Type: Ordinary Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)] \times 100$	% of Votes against on votes cast (7) = $[(5)/(2)] \times 100$
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689719	0	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582219	0	100.00	0.00

Resolution No.11: Power to borrow money under Section 180(1)(c) of the Companies Act, 2013.									
Business Type: Special Business									
Resolution Type: Special Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)] \times 100$	% of Votes against on votes cast (7) = $[(5)/(2)] \times 100$
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689719	1	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582218	1	100.00	0.00



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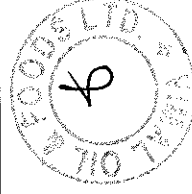


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CIN No. - L15400GJ1992PLC017626

Resolution No. 12 : Approval of the related party contracts/ arrangements/ transactions with M/s. Vimal Dairy Limited, a Subsidiary Company.									
Business Type : Special Business									
Resolution Type : Special Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	0	0	0	0	0	0	0.00	0.00
Public - Institutional holders	1700	0	0	0	0	0	0	0.00	0.00
Public-Others	3905800	574343	76	574419	14.71	574418	1	100.00	0.00
Total	15020000	574343	76	574419	3.82	574418	1	100.00	0.00

Resolution No. 13 : Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.									
Business Type : Special Business									
Resolution Type : Special Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
		E-Voting (2a)	Poll (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	10892500	0	10892500	98.02	10892500	0	100.00	0.00
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.00	0.00
Public-Others	3905800	688343	1376	689719	17.66	689718	1	100.00	0.00
Total	15020000	11580843	1376	11582219	77.11	11582218	1	100.00	0.00



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REPORT OF SCRUTINIZER ON E-VOTING RESULTS

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule (xi) of the Companies
(Management and Administration) Rules, 2014]**

September 30, 2014

To,
Chairman & Managing Director
Vimal Oil & Foods Limited (CIN: L15400GJ1992PLC017626)
4th Floor Heritage,
Nr.The Grand Bhagwati,
Sarkhej-Gandhinagar Highway,
Ahmedabad, Gujarat-380054

Dear Sir,

Re: 22nd Annual General Meeting of the Equity Shareholders of Vimal Oil & Foods Limited to be held on Tuesday, 30th September, 2014 at 11:45 A.M. at 4th Floor Heritage, Nr.The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380054

I, Dipak Rachchha, Practicing Company Secretary and the proprietor of M/s. Dipak Rachchha & Co., Company Secretaries, having address at 401, Akshat Tower, opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054 appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting ('AGM' of the Equity Shareholders of **Vimal Oil & Foods Limited** ('the Company' for short), to be held on Tuesday, 30th September, 2014 at 11:45 A.M. at 4th Floor Heritage, Nr.The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380054, hereby submit my report as under:

1. In accordance with the Notice of AGM sent to the Equity Shareholders, the voting through electronic means started on at 9:00 A.M. on 24th September, 2014 and ended at 6:00 P.M. on 26th September, 2014.
2. The Equity Shareholders holding shares as on cut-off date i.e. 29th August, 2014 were entitled to vote on the resolutions as stated in the Notice of AGM of the Company.
3. The votes were unblocked at 6.15 P.M. on 26th September, 2014 in the presence of Mr. Prashant Patel and Mr. Manish G. Shah, who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list downloaded from the website Central Depository Services (India) Ltd. (CDSL) (www.evotingindia.com) is being handed over to the Chairman & Managing Director of the Company along with this report.



5. The result of the e-voting is as under:

Resolution No. 1: Ordinary Resolution:

Adoption of Annual Accounts and Reports of Directors and Auditors thereon for the financial year ended 31st March, 2014

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 2: Ordinary Resolution:

Declaration of Dividend on Preference Shares

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 3: Ordinary Resolution:**Declaration of Dividend on Equity Shares**(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 4: Ordinary Resolution:

Re-appointment of Shri Jayesh C. Patel (DIN 00027767) who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 5: Ordinary Resolution:

Appointment of M/s. R R S & Associates as Statutory Auditors of the Company

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
20	11580842	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 6: Ordinary Resolution:

Appointment of Shri Mahendrabhai V. Patel (DIN 00027822) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
20	11580842	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 7: Ordinary Resolution:

Appointment of Shri Mukesh N. Patel (DIN 00498451) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
20	11580842	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 8: Ordinary Resolution

Appointment of Shri Alkesh B Patel (DIN 05142040) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 9: Ordinary Resolution:

Re-appoint of Shri Jayesh C. Patel (DIN 00027767) as a Managing Director

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 10: Ordinary Resolution:

Approval of the remuneration payable to Cost Auditor, M/S. S A & Associates for the financial year 2014-15

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
21	11580843	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 11: Special Resolution

Power to borrow money under Section 180(1)(c) of the Companies Act, 2013



(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
20	11580842	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 12: Special Resolution

Approval of the related party contracts/ arrangements / transactions with M/S. Vimal Dairy Limited, a Subsidiary Company

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
9	574342	100.00

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
2	142200

Resolution No. 13: Special Resolution

Adoption of new set of articles of association of the Company containing regulations in conformity with the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
20	11580842	100.00



(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
1	1	00.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

6. A register is maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the Equity Shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.
7. The said register, all other papers and relevant records relating to electronic voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of the Company.

Thanking you,

**FOR, DIPAK RACHCHHA & CO.,
COMPANY SECRETARIES**



Rachchha DS

PLACE: AHMEDABAD

DATE: September 30, 2014

**PROPRIETOR
DIPAK RACHCHHA
(F.C.S. No. : 3878) C.P. No. : 2191**

We, the undersigned, witnesseth that the votes unblocked from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) in our presence at 6:15 P.M. on 26th September, 2014 at the office of the Scrutinizer.

Name and Address of Witness:

Name and Address of Witness:

Prashant Patel
1. Mr. Prashant Patel

Manish G. Shah
2. Mr. Manish G. Shah

**Address: 51-Hari Om Villa
Nr. Iscon Flower Flats,
Bopal-Ghuma Road, Ghuma,
Ahmedabad-380058**

**Address: _ G/8, Shayona City Part – 4,
R C Technical Road, Ghatlodia,
AHMEDABAD – 380 061**

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
Chairman & Managing Director
Vimal Oil & Foods Limited (CIN: L15400GJ1992PLC017626)
4th Floor Heritage,
Nr.The Grand Bhagwati,
Sarkhej-Gandhinagar Highway,
Ahmedabad, Gujarat-380054

Dear Sir,

Re: 22nd Annual General Meeting of the Equity Shareholders of Vimal Oil & Foods Limited to be held on Tuesday, 30th September, 2014 at 11:45 A.M. at 4th Floor Heritage, Nr.The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380054

I, Dipak Rachchha, Practicing Company Secretary and the proprietor of M/s. Dipak Rachchha & Co., Company Secretaries, having address at 401, Akshat Tower, opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054 appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting ('AGM' of the Equity Shareholders of **Vimal Oil & Foods Limited** ('the Company'), to be held on Tuesday, 30th September, 2014 at 11:45 A.M. at 4th Floor Heritage, Nr. The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380054, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. For eliminating duplicate voting (e-voting and voting on poll), necessary action was taken and the details of the Members who had voted through e-voting facility were obtained in advance and blocked for the purpose of issuing the poll papers at AGM. Poll papers were issued only to those Members present at AGM, who have not opted the e-voting facility.



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

Resolution No. 1: Ordinary Resolution:

Adoption of Annual Accounts and Reports of Directors and Auditors thereon for the financial year ended 31st March, 2014

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 2: Ordinary Resolution:

Declaration of Dividend on Preference Shares

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 3: Ordinary Resolution:

Declaration of Dividend on Equity Shares

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 4: Ordinary Resolution:

Re-appointment of Shri Jayesh C. Patel (DIN 00027767) who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 5: Ordinary Resolution:

Appointment of M/s. R R S & Associates as Statutory Auditors of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 6: Ordinary Resolution:

Appointment of Shri Mahendrabhai V. Patel (DIN 00027822) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 7: Ordinary Resolution:

Appointment of Shri Mukesh N. Patel (DIN 00498451) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 8: Ordinary Resolution

Appointment of Shri Alkesh B Patel (DIN 05142040) as an independent director in terms of section 149 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 9: Ordinary Resolution:

Re-appoint of Shri Jayesh C. Patel (DIN 00027767) as a Managing Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 10: Ordinary Resolution:

Approval of the remuneration payable to Cost Auditor, M/S. S A & Associates for the financial year 2014-15

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 11: Special Resolution

Power to borrow money under Section 180(1)(c) of the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 12: Special Resolution

Approval of the related party contracts/ arrangements / transactions with M/S. Vimal Dairy Limited, a Subsidiary Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3 (Three)	76	100.00



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 13: Special Resolution

Adoption of new set of articles of association of the Company containing regulations in conformity with the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4 (Four)	1376	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



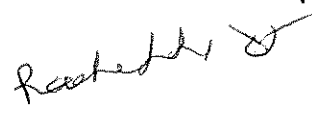
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board of Directors of THE SANDESH LIMITED for safe keeping.

Thanking you,



PLACE: AHMEDABAD
DATE: September 30, 2014

FOR, DIPAK RACHCHHA & CO.,
COMPANY SECRETARIES (C.P. No. : 2191)


PROPRIETOR
DIPAK RACHCHHA (F.C.S. No. : 3878)

ENCL: AS ABOVE