

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

Regd Off.: E/27, Commerce Centre, 78, Tardeo Road, Mumbai 400034, India

Tel : + 91 22 6140 6666 / 2351 4349 / 2352 2864 / 6347 Fax : + 91 22 2352 1980

Corporate Office :E/28/29, Commerce Centre, 78, Tardeo Road, Mumbai 400034, India

Tel : + 91 2351 4349 / 2352 2865 / 6347

Date: September 26, 2016

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: VIDHIDYE
Ahmedabad Stock Exchange Limited A-2, Kamdhenu Complex, Opposite Sahajanand College, 120 Feet Ring Rd, Panjara Pol, Ambawadi, Ahmedabad, Gujarat 380015 Scrip Code: 65175	

Dear Sir,

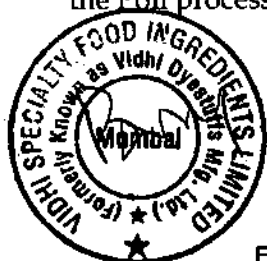
Ref.: Company Code: BSE - 531717, ASE - 65175, NSE Symbol: VIDHIDYE

Sub: 23rd Annual General Meeting and Voting Results

Dear Sir/Madam,

As per 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 all other applicable provisions of the Companies Act, 2013, 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 of the 23rd Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 23rd AGM, the Chairman ordered for a poll for the voting on all the resolutions and voting was conducted by means of poll. As per the Companies Act, 2013, Members who had already voted through Remote E-voting, did not vote on Poll at the 23rd AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477 and and C.P. No: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160 and C.P. No: 9136), Partner of M/s. VPP and Associates and Mr. Siddharth Mataliya, Member of the Company having DP-Client ID: 1206690000058439 as the Scrutinizers to conduct the Poll process at the 23rd AGM in a fair and transparent manner.



The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 23rd AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on September 26, 2016.

Mode of voting for all the resolutions at the 23rd AGM: Remote E-voting was conducted between Wednesday, September 21, 2016 and Friday, September 23, 2016 and poll was taken at the AGM.

Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], please find attached herewith the voting results of the 23rd Annual General Meeting (AGM) of the Company held on Saturday, September 24, 2016.

As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 23rd AGM have been duly approved by the Members of the Company with requisite majority.

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, 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 Reports of Directors' and the Auditor's thereon.	Ordinary	Ordinary
2.	Confirmation of the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2015-16.	Ordinary	Ordinary
3.	Declaration of Final Dividend on equity shares for the financial year 2015-16	Ordinary	Ordinary
4.	Appointment of a Director in place of Mrs. Pravina B. Manek (DIN: 00416533), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	Ordinary
5.	Ratification of appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No.101474W/W100100), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.	Ordinary	Ordinary
6.	Revision in terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the Company	Special	Ordinary
7.	Revision in terms of remuneration of Mr. Mihir B.	Special	Ordinary



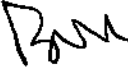
8.	Determination of fees for delivery of any document through a particular mode of delivery to a Member	Special	Ordinary
9.	Payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive, Independent Director	Special	Special

Please also find herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [voting results is combined result of Remote E-voting (Section 108 of the Companies Act, 2013) and Poll (Section 109 of the Companies Act, 2013)].
- Scrutinizers' reports on the electronic voting and voting on poll at the 23rd AGM along with the consolidated report on voting.

In the aforesaid results and reports, brief description of resolutions has been given. Kindly refer to the AGM notice for the complete resolutions. The aforesaid documents are also posted on the website of the Company: <http://www.vidhifoodcolour.com/> In the event of any query, kindly feel free to call Kalika Dabholkar on 9969330798.

For Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

 
Bipin Manekar
(DIN: 00416441)
Chairman & Managing Director

Date: September 26, 2016
Place: Mumbai

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Voting Results of the 23rd Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	September 24, 2016
Total Number of Shareholders on Record Date	9792
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	33* 2 31* * including 3 Proxies.
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group Public	Not Applicable

For Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin Manek
(DIN: 00416441)
Chairman & Managing Director

Date: September 26, 2016
Place: Mumbai

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

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Agenda 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, 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 Reports of Directors' and the auditor's thereon.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3) = $\frac{(2)}{(1)} \times 100$			(6) = $\frac{(4)}{(5)} \times 100$	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



Annexure 2: Confirmation of the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2015-16.

Resolution Required:	Ordinary
Whether promoter/promoter group is interested in the agenda/solution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3) = [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	100.000	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



genda 3: Declaration of Final Dividend on equity shares for the financial year 2015-16.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



genda 4: Appointment of a Director in place of Mrs. Pravina B. Manek (DIN: 00416533), who retires by rotation and being eligible, offers herself for re-appointment.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



genda 5: Ratification of appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm registration No.101474W/W100100), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544764	1	100.000	0.000
	Total	17812224	685922	3.85	685921	1	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786921	1	100.000	0.000

*Valid Votes



agenda 6: Revision in terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the company.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



agenda 7: Revision in terms of remuneration of Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director of the company.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total	17812224	685922	3.85	685922	0	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes



genda 8: Determination of fees for delivery of any document through a particular mode of delivery to a Member.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)= [(2)/(1)]*100			(6)=[(4)/(5)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	32101000	32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total	31776	0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544764	1	100.000	0.000
	Total	17812224	685922	3.85	685921	1	1000.00	0.000
TOTAL		49945000	32786922	65.65	32786921	1	100.000	0.000

*Valid Votes



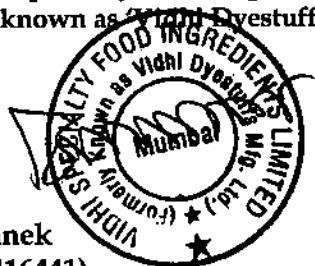
Agenda 9: Payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive, Independent Director.

Resolution Required:	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total		32101000	100.000	32101000	0	100.000	0.000
Public - Institutional Holders	E-voting	31776	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - others	E-voting	17812224	141157	0.79	141157	0	100.000	0.000
	Poll		544765	3.06	544765	0	100.000	0.000
	Total		685922	3.85	685922	0	100.000	0.000
TOTAL		49945000	32786922	65.65	32786922	0	100.000	0.000

*Valid Votes

For Vidhi Specialty Food Ingredients Limited
(Formerly known as Vidhi Dyestuffs Manufacturing Limited')



Bipin Manek
(DIN: 00416441)
Chairman & Managing Director

Date: September 26, 2016
Place: Mumbai

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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

SCRUTINISER'S REPORT ON E-VOTING

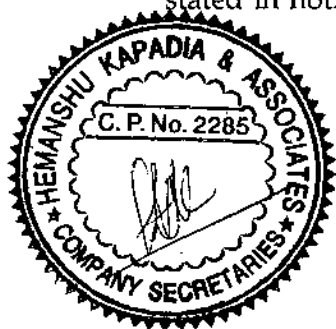
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,
The Chairman
of the 23rd Annual General Meeting of Equity Shareholders of
Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156]
(Formerly known as Vidhi Dyestuffs Manufacturing Limited)
held on Saturday, September 24, 2016 at 3.30 p.m. at The Victoria Memorial School for Blind,
Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034

Sub.: **Result of E-voting held for 23rd Annual General Meeting (AGM) of the Equity Shareholders of Vidhi Specialty Food Ingredients Limited (formerly known as 'Vidhi Dyestuffs Manufacturing Limited').**

Dear Sir,

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **Vidhi Specialty Food Ingredients Limited (formerly known as 'Vidhi Dyestuffs Manufacturing Limited')** (the Company) as the Scrutinizer for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out 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 by Companies (Management and Administration) Amendment Rules, 2015 (the Rules), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (SS - 2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 23rd Annual General Meeting (AGM) of the Members of the Company, held on Saturday, September 24, 2016 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 23rd AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to prepare a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 23rd AGM, based on the report generated from the e-voting system



provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Wednesday, September 21, 2016, at (9:00 a.m. IST) to Friday, September 23, 2016 (5:00 p.m. IST).
- ii. The Members of the Company as on the "cut-off" date for the purpose of e-voting i.e. Saturday, September 17, 2016 were entitled to vote on the resolutions (Item nos. 1 to 9 as set out in the notice of the 23rd AGM of the Company).
- iii. The e-voting platform was blocked on Friday, September 23, 2016 after 5:00 p.m. (IST) and the votes casted were unblocked on September 24, 2016 in the presence of two witnesses, Ms. Shikha Chaurasia and Ms. Chetali Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Shikha Chaurasia

Name: Shikha Chaurasia

C. C. Jain

Name: Chetali Jain

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

A. Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, 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 Reports of Directors' and the Auditor's thereon (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

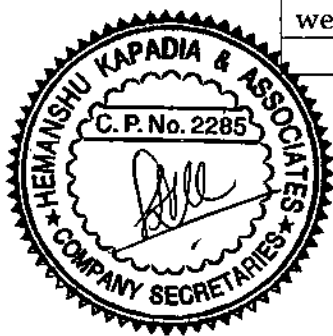
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0



B. Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2015-16 (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 e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

C. Resolution No. 3: To declare Final Dividend on equity shares for the financial year 2015-16 (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 e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

D. Resolution No. 4: To appoint a Director in place of Mrs. Pravina B. Manek (DIN: 00416533) who retires by rotation 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 e-voting
20	32242157	100



(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

E. Resolution No. 5: To ratify the appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, (Firm Registration No. 101474W/W100100) as Statutory Auditors of the Company 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 e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

II. Special Business:

F. Resolution No. 6: To consider revision in terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

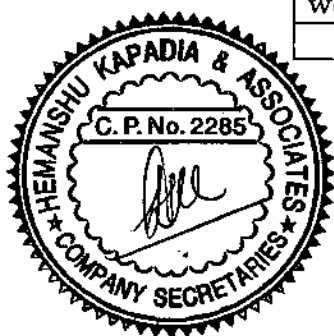
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0



G. Resolution No. 7: To consider revision in terms of remuneration of Mr. Mihir B. 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 e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

H. Resolution No. 8: To consider determination of the fees for delivery of any document through a particular mode of delivery to a Member (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 e-voting
20	32242157	100

(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

I. Resolution No. 9: To consider payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive Independent Director of the Company (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
20	32242157	100



(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	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: September 26, 2016

Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin M. Manek
(DIN: 00416441)

Chairman of 23rd AGM of Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Date: September 26, 2016

Place: Mumbai

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 23rd Annual General Meeting of Equity Shareholders of
Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156]
(Formerly known as Vidhi Dyestuffs Manufacturing Limited)
held on Saturday, September 24, 2016 at 3.30 p.m. at The Victoria Memorial School for Blind,
Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034

Sub.: Results of Poll ordered at the 23rd Annual General Meeting (AGM) of the Members of Vidhi Specialty Food Ingredients Limited (formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Dear Sir,

We, Pooja Jain, Practicing Company Secretary (Membership No.: F8160 and C.P. No.: 9136), Partner of M/s. VPP & Associates, Mumbai, and Siddharth Mataliya, Member of the Vidhi Specialty Food Ingredients Limited (formerly known as 'Vidhi Dyestuffs Manufacturing Limited') ('The Company') having DP-Client ID: 1206690000058439 were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 23rd Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Saturday, September 24, 2016 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 sealed 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 Agents of the Company as on the "cut-off" date i.e. Saturday, September 17, 2016, and the authorizations/proxies lodged with the Company.
3. There were 14 poll papers covering 5,44,795 (Five Lacs Forty Four Thousand Seven Hundred and Ninety Five) equity shares. We did not find any invalid poll paper.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 23rd AGM for complete resolutions:



I. Ordinary Business:

A. Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, 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 Reports of Directors' and the Auditor's thereon (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

B. Resolution No. 2: To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2015-16 (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0



C. Resolution No. 3: To declare Final Dividend on equity shares for the financial year 2015-16 (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

D. Resolution No. 4: To appoint a Director in place of Mrs. Pravina B. Manek (DIN: 00416533) who retires by rotation and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

E. Resolution No. 5: To ratify the appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, (Firm Registration No. 101474W/W100100) as Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(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 on poll
13	544764	99.9998



(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 on poll
1	1	0.0002

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

II. Special Business:

F. Resolution No. 6: To consider revision in terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the Company (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

G. Resolution No. 7: To consider revision in terms of remuneration of Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director of the Company (ORDINARY RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0



(iii) **Invalid votes:**

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

H. Resolution No. 8: To consider determination of the fees for delivery of any document through a particular mode of delivery to a Member (ORDINARY RESOLUTION):

(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 on poll
13	544764	99.9998

(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 on poll
1	1	0.0002

(iii) **Invalid votes:**

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

I. Resolution No. 9: To consider payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive Independent Director of the Company (SPECIAL RESOLUTION):

(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 on poll
14	544765	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 on poll
0	0	0

(iii) **Invalid votes:**

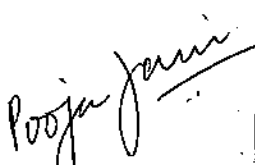
Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution 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,


Pooja Jain
Scrutinizer
Practicing Company Secretary
C.P. No.: 9136 Membership No.: F8160




Siddharth Mataliya
Scrutinizer
Member
DP- Client id- 1206690000058439

Date: September 26, 2016
Place: Mumbai
Acknowledge receipt of the same

Date: September 26, 2016
Place: Mumbai

For Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin Manek
(DIN: 00416441)
Chairman of 23rd AGM of Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited'),

Date: September 26, 2016
Place: Mumbai

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 23rd Annual General Meeting

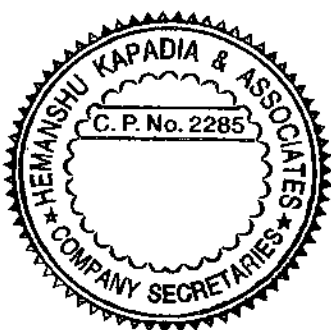
[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
of the 23rd Annual General Meeting of Equity Shareholders of
Vidhi Specialty Food Ingredients Limited [CIN: L24110MH1994PLC076156]
(Formerly known as Vidhi Dyestuffs Manufacturing Limited)
held on Saturday, September 24, 2016 at 3.30 p.m. at The Victoria Memorial School for Blind,
Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034

Dear Sir,

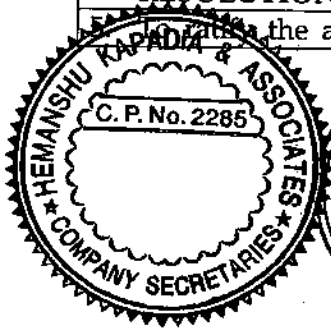
Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 23rd Annual General Meeting (AGM) of Vidhi Specialty Food Ingredients Limited (formerly known as 'Vidhi Dyestuffs Manufacturing Limited') held on Saturday, September 24, 2016 at 3.30 p.m.

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **Vidhi Specialty Food Ingredients Limited** (formerly known as 'Vidhi Dyestuffs Manufacturing Limited') (the Company) for the purpose of scrutinising the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Wednesday, September 21, 2016, at (9:00 a.m. IST) and ended on Friday, September 23, 2016 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 26, 2016 on the remote e-voting.



4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we, Pooja Jain, Practicing Company Secretary, (Membership No.: F8160; C. P. No.: 9136), Partner of M/s. VPP & Associates and Siddharth Mataliya, Member of the Company holding shares under DP-Client ID: 1206690000058439, have been appointed as the Scrutinizers by the Chairman of the 23rd Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 23rd AGM of the Members of the Company held on Saturday, September 24, 2016 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinizers' Report dated September 26, 2016 on the poll taken on all the resolutions contained in the notice to the 23rd AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 23rd AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, 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 Reports of Directors' and the Auditor's thereon (ORDINARY RESOLUTION):	32786922	0	0	100.00	0
2. To confirm the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared in the financial year 2015-16 (ORDINARY RESOLUTION):	32786922	0	0	100.00	0
3. To declare Final Dividend on equity shares for the financial year 2015-16 (ORDINARY RESOLUTION):	32786922	0	0	100.00	0
4. To appoint a Director in place of Mrs. Pravina B. Manek (DIN: 00416533) who retires by rotation and being eligible, offers herself for re-appointment (ORDINARY RESOLUTION):	32786922	0	0	100.00	0
5. To ratify the appointment of M/s. Bhuta	32786921	1	0	100.00	0*



Shah & Co. LLP, Chartered Accountants, (Firm Registration No. 101474W/ W100100) as Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):					
II. Special Business:					
6. To consider revision in terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the Company (ORDINARY RESOLUTION):	32786922	0	0	100	0
7. To consider revision in terms of remuneration of Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director of the Company (ORDINARY RESOLUTION):	32786922	0	0	100	0
8. To consider determination of the fees for delivery of any document through a particular mode of delivery to a Member (ORDINARY RESOLUTION):	32786921	1	0	100	0*
9. To consider payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive Independent Director of the Company (SPECIAL RESOLUTION):	32786922	0	0	100	0

* considered as zero as the figure is zero upto 3 decimals.

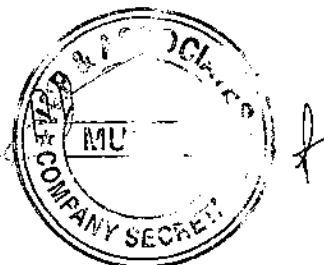
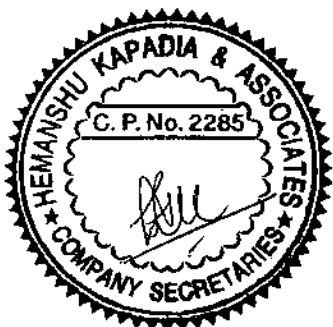
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 23rd AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 23rd AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 23rd AGM.

Thanking you,

H. Kapadia

Hemanshu Kapadia
Scrutinizer for e-voting
Practicing Company Secretary
C.P. No. 2285 FCS: 3477

Date: September 26, 2016
Place: Mumbai



Pooja Jain

Pooja Jain
Scrutinizer for poll
Practicing Company Secretary
C.P. No. 9136 FCS: 8160



Siddharth

Siddharth Mataliya
Scrutinizer for poll
Member
DP- Client ID- 1206690000058439

Date: September 26, 2016
Place: Mumbai

Date: September 26, 2016
Place: Mumbai

Acknowledge receipt of the same

For Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')



Bipin Manek
(DIN: 00416441)
Chairman of 23rd AGM of Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited'),

Date: September 26, 2016
Place: Mumbai