



Vimal Oil & Foods Ltd.

Vimal Group
ISO 22000: 2005 Certified Co.

Date of AGM:	Friday, September 29, 2017
Total number of shareholders on record date:	3172
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	15
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure

Resolution No. 1 - Ordinary Resolution			To Consider and Adopt: (a) the audited financial statement (Standalone) of the Company for the financial year ended March 31, 2017; the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated financial statement of the Company for the financial year ended March 31, 2017					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	47348	0	100.00	0.00
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	49283	0	100.00	0.00
Total		15020000	11161783	74.31	11161783	0	100.00	0.00

Resolution No. 2 - Ordinary Resolution			To appoint a Director in place of Smt. Mona J. Acharya (DIN 07316719) who retires by rotation at this Annual General meeting and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	1153	46195	2.44	97.56
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	3088	46195	6.27	93.73
Total		15020000	11161783	74.31	11115588	46195	99.59	0.41



Regd. Office: 4th Floor, 'HERITAGE', Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054, Gujarat, India.
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Plant: Nr. Palavasana Rly. Over Bridge, Highway, Mehsana - 384 002, Gujarat, India.
Ph.: +91-2762-225700, 225058, Fax: +91-2762-225835 E-mail: plant@vimalgroup.com

CIN: L15400GJ1992PLC017626





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Resolution No. 3 - Ordinary Resolution			To ratify Appointment of Statutory Auditors.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00		0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	1153	46195	2.44	97.56
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	3088	46195	6.27	93.73
Total		15020000	11161783	74.31	1115588	46195	99.59	0.41

Resolution No. 4 - Ordinary Resolution			To re-appoint Shri Jayesh C. Patel (DIN: 00027767) as a Managing Director.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	7916200	71.24	7916200	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	7916200	71.24	7916200	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	1153	46195	2.44	97.56
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	3088	46195	6.27	93.73
Total		15020000	7965483	53.03	7919288	46195	99.42	0.58

Resolution No. 5 - Ordinary Resolution			To approve remuneration payable to Cost Auditor, M/S. J. R. Patel & Associates for the financial year 2017-18.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	47348	0	100.00	0.00
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	49283	0	100.00	0.00
Total		15020000	11161783	74.31	11161783	0	100.00	0.00



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Resolution No. 6 - Ordinary Resolution			Service of Documents through a particular mode as may be sought by Members.					
Whether promoter/ promoter group are Interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	1153	46195	2.44	97.56
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	3088	46195	6.27	93.73
Total		15020000	11161783	74.31	11115588	46195	99.59	0.41

Resolution No. 7 - Special Resolution			Re-classification of the Promoter of the Company					
Whether promoter/ promoter group are Interested			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	10892500	98.02	10892500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	10892500	98.02	10892500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	1153	46195	2.44	97.56
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	3088	46195	6.27	93.73
Total		15020000	10941783	72.85	10895588	46195	99.58	0.42

Resolution No. 8 - Special Resolution			Shifting of Registered Office of the Company.					
Whether promoter/ promoter group are Interested			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11112500	11112500	100.00	11112500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11112500	11112500	100.00	11112500	0	100.00	0.00
Public- Institutions	E-Voting	25800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	25800	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3881700	47348	1.22	47348	0	100.00	0.00
	Poll		1935	0.05	1935	0	100.00	0.00
	Total	3881700	49283	1.27	49283	0	100.00	0.00
Total		15020000	11161783	74.31	11161783	0	100.00	0.00



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CIN: L15400GJ1992PLC017626



Date: September 29, 2017

To,
The Chairman,
Vimal Oil & Foods Limited,
CIN: L15400GJ1992PLC017626
4th Floor Heritage,
Nr. The Grand Bhagwati,
Sarkhej-Gandhinagar Highway,
Ahmedabad, Gujarat-380 054

Dear Sir,

SUB: CONSOLIDATED SCRUTINIZERS' REPORT

I, Dipak Rachchha, an advocate, having address at 401, Akshat Tower, opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054, was appointed as scrutinizer by the Board of Directors of Vimal Oil & Foods Limited ("the Company") at their meeting held on August 17, 2017 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of:

- i. Scrutinizing the remote E-voting process (remote e-voting) in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time; and
- ii. Scrutinizing the voting through ballot paper or polling paper at the 25th Annual General Meeting (AGM), on the resolutions contained in the Notice dated August 17, 2017 of the AGM of the Company, held on Friday, September 29, 2017 at 11:00 A.M. at the 4th Floor, Heritage, Nr. The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380 054.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain/invalid", if any, on the resolutions contained in the Notice of 25th AGM, based on the reports generated from the e-voting system provided by CDSL and based on the voting at 25th AGM.

The Company has made arrangements with CDSL for providing a system of voting by the Members electronically through remote e-voting.



The Members of the Company holding shares as on the cut-off date (i.e. Friday, September 22, 2017) were entitled to vote on the resolutions as contained in the Notice of the 25th Annual General Meeting.

I have issued separate Scrutinizer's Reports dated September 29, 2017 (a) on voting by Electronic means (i.e. Remote e-voting), and (b) on voting through ballot papers, on the resolutions contained in the Notice of the 25th Annual General Meeting of the Company. I submit herewith my consolidated scrutinizer's report on the voting through electronic means (remote e-voting) and voting at 25th AGM.

Resolution No. 1: ORDINARY RESOLUTION

To consider and adopt (a) the audited financial statement (standalone) of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	15	11159848	100.00	0	0	0.00	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0.00	0	0
Total	11161783	19	11161783	100.00	0	0	0.00	0	0

Resolution No. 2: ORDINARY RESOLUTION

To appoint a Director in place of Smt. Mona J. Acharya (DIN 07316719) who retires by rotation at this Annual General meeting and being eligible, offers herself for re-appointment:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	14	11113653	99.59	1	46195	0.41	0	0



Poll at the AGM	1935	4	1935	100.00	0	0	0	0	0
Total	11161783	18	11115588	99.59	1	46195	0.41	0	0

Resolution No. 3: ORDINARY RESOLUTION

To ratify the appointment of Auditors:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	14	11113653	99.59	1	46195	0.00	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0.00	0	0
Total	11161783	18	11115588	99.59	1	46195	0.41	0	0

Resolution No. 4: ORDINARY RESOLUTION

To re-appoint Shri Jayesh C. Patel (DIN: 00027767) as a Managing Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	7963548	13	7917353	99.42	1	46195	0.58	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0.00	0	0
Total	7965483	17	7919288	99.42	1	46195	0.58	0	0



Resolutions No. 5: ORDINARY RESOLUTION

To approve remuneration payable to Cost Auditor, M/S. J. R. Patel & Associates for the financial year 2017-18:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	15	11159848	100.00	0	0	0	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0	0	0
Total	11161783	19	11161783	100.00	0	0	0	0	0

Resolution No. 6: ORDINARY RESOLUTION

Service of Documents through a particular mode as may be sought by Members:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	14	11113653	99.59	1	46195	0.41	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0	0	0
Total	11161783	18	11115588	99.59	1	46195	0.41	0	0

Resolution No. 7: SPECIAL RESOLUTION

Re-classification of the Promoter of the Company:



Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	10939848	13	10893653	99.58	1	46195	0.42	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0	0	0
Total	10941783	17	10895588	99.58	1	46195	0.42	0	0

Resolution No. 8: SPECIAL RESOLUTION

Shifting of Registered Office of the Company:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	11159848	15	11159848	100.00	0	0	0	0	0
Poll at the AGM	1935	4	1935	100.00	0	0	0	0	0
Total	11161783	19	11161783	100.00	0	0	0	0	0

The electronic data and all other relevant records relating to e-voting is under my safe custody and will be handed over to the Chairman of the Company for preserving safely after the Chairman of the Meeting considers, approves and signs the Minutes of the 25th Annual General Meeting of the Company.

Thanking you,

Place : Ahmedabad
Date : September 29, 2017



Yours faithfully,

Dipak Rachchha
Dipak Rachchha
Advocate

Counter Signed by
For, Vimal Oil & Foods Ltd.
Jayesh C. Patel
Jayesh C. Patel
Managing Director

FORM No. MGT-13

Report of Scrutinizer

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

To,

The Chairman

Vimal Oil & Foods Limited

(CIN: L15400GJ1992PLC017626)

4th Floor Heritage,

Nr. The Grand Bhagwati,

Sarkhej-Gandhinagar Highway,

Ahmedabad, Gujarat-380054

**Ref.: 25th Annual General Meeting of the Equity Shareholders of Vimal Oil & Foods Limited held on
Friday, 29th September, 2017 at 11:00 A.M. at 4th Floor Heritage, Nr. The Grand Bhagwati, Sarkhej-
Gandhinagar Highway, Ahmedabad, Gujarat-380 054**

Dear Sir,

I, Dipak Rachchha, an advocate, 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 25th Annual General Meeting ('AGM') of the Equity Shareholders of Vimal Oil & Foods Limited ('the Company'), held on Friday, September 29, 2017 at 11:00 A.M. at 4th Floor Heritage, Nr. The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad, Gujarat-380 054, 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 box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll paper(s) invalid.



4. The result of the Poll is as under:

(a). Item No. 1 (Ordinary Resolution): To consider and adopt (a) the audited financial statement (standalone) of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon, and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017

(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	1935	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	0.00

(iii) Invalid votes:

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

(b). Item No. 2 (Ordinary Resolution): To appoint a Director in place of Smt. Mona J. Acharya (DIN 07316719) who retires by rotation at this Annual General meeting and being eligible, offers herself 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	1935	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	0.00

(iii) Invalid votes:

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



(c). Item No. 3 (Ordinary Resolution): To ratify the appointment of Auditors

(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	1935	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	0.00

(iii) Invalid votes:

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

(d). Item No. 4 (Ordinary Resolution): To re-appoint 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	1935	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	0.00

(iii) Invalid votes:

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



(e). **Item No. 5 (Ordinary Resolution):** To approve remuneration payable to Cost Auditor, M/S. J. R. Patel & Associates for the financial year 2017-18

(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	1935	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	0.00

(iii) Invalid votes:

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

(f). **Item No. 6 (Ordinary Resolution):** Service of Documents through a particular mode as may be sought by Members

(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	1935	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	0.00

(iii) Invalid votes:

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



(g). Item No. 7 (Special Resolution): Re-classification of the Promoter of the Company

(iv) 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	1935	100.00

(v) 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	0.00

(vi) Invalid votes:

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

(h). Item No. 8 (Special Resolution): Shifting of Registered Office of the Company

(vii) 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	1935	100.00

(viii) 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	0.00

(ix) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total 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 Director authorized by the Board of Directors of the Company for safe keeping.

Thanking you,

PLACE : Ahmedabad
DATE : September 29, 2017

ENCL: AS ABOVE



Yours Faithfully,

A handwritten signature in black ink, appearing to read "Dipak Rachchha".

Dipak Rachchha
Advocate

For, Vimal Oil & Foods Ltd.

A handwritten signature in black ink, appearing to read "Jayesh C. Patel".

Jayesh C. Patel
Managing Director

SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015]*

Date: September 29, 2017

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

SUB: REPORT ON REMOTE E-VOTING

Dear Sir,

I, Dipak Rachchha, an advocate, having address at 401, Akshat Tower, opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad - 380 054, was appointed as scrutinizer by the Board of Directors of Vimal Oil & Foods Limited ("the Company") at their meeting held on August 17, 2017 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for conducting the remote e-voting proceedings in a fair and transparent manner, in respect of the resolutions as set out in the notice dated August 17, 2017 issued by the Company to its members.

In this context, I hereby submit my report as under:

1. In accordance with the Notice of AGM sent to the Equity Shareholders, the voting through electronic (Remote e-Voting) means was started on September 26, 2017 at 9:00 A.M. and ended on September 28, 2017 at 5:00 P.M. being last date fixed by the Company for receipt of votes, and all the votes received up to the said date and time were considered for my scrutiny.
2. The Equity Shareholders holding shares as on cut-off date i.e. September 22, 2017 were entitled to vote on the resolutions as stated in the Notice of AGM of the Company.
3. The votes were unblocked on September 29, 2017 in the presence of Mr. Prawin Charan Dwary and Mr. Vivek Vakharia 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 of CDSL (www.evotingindia.com) is being handed over to the Chairman of the Company along with this report.

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

(a). **Item No. 1 (Ordinary Resolution):** To consider and adopt (a) the audited financial statement (standalone) of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
15	11159848	100.00 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL

(b). **Item No. 2 (Ordinary Resolution):** To appoint a Director in place of Smt. Mona J. Acharya (DIN 07316719) who retires by rotation at this Annual General meeting and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
14	11113653	99.59 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
1	46195	0.41 %

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL



(c). Item No. 3 (Ordinary Resolution): To ratify the appointment of Auditors.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
14	11113653	99.59 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
1	46195	0.41 %

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL

(d). Item No. 4 (Ordinary Resolution): To re-appoint Shri Jayesh C. Patel (DIN: 00027767) as a Managing Director.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
13	7917353	99.42 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
1	46195	0.58 %

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL



(e). **Item No. 5 (Ordinary Resolution):** To approve remuneration payable to Cost Auditor, M/S. J. R. Patel & Associates for the financial year 2017-18.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
15	11159848	100.00 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL

(f). **Item No. 6 (Ordinary Resolution):** Service of Documents through a particular mode as may be sought by Members.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
14	11113653	99.59 %

(ii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
1	46195	0.41 %

(iii) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL



(g). Item No. 7 (Special Resolution): Re-classification of the Promoter of the Company.

(iv) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
13	10893653	99.58 %

(v) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
1	46195	0.42 %

(vi) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL

(h). Item No. 8 (Special Resolution): Shifting of Registered Office of the Company.

(vii) Voted in favour of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
15	11159848	100.00 %

(viii) Voted against the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ix) Invalid votes:

Number of members voted through remote e-voting	Total number of votes cast by them
NIL	NIL

The Register giving full particulars of all votes (casted electronically) received, is enclosed for your perusal and record.

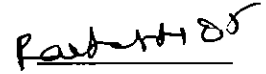
The said register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman of the Company.



The Company may accordingly declare the result of E-voting, in respect of the resolutions mentioned in the notice dated August 17, 2017 issued under Section 108 of the Companies Act, 2013 and rules made there under.

Thanking you,

Yours Faithfully,



Dipak Rachchha
Advocate


PLACE: Ahmedabad
DATE: September 29, 2017

We, the undersigned, witnesses that the votes unblocked from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) in our presence on September 29, 2017 at the office of the Scrutinizer.

Witness-1:


Mr. Vivek Vakharia

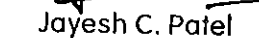
Witness-2:


Mr. Prawn Charan Dwary

Address: B-63, Rajshree Tower, Nr. Perna Tirth
Derasar, Jodhpur Gam, Satellite, Ahmedabad-
380015

Address: Address: 407, Akshat Tower, Opp.
Rajpath Club, S.G.Highway, Ahmedabad - 380054

For, Vimal Oil & Foods Ltd.


Jayesh C. Patel
Managing Director