



Date: September 4, 2018

To,

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

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

Sub: Notice of the 25th Annual General Meeting of the Company

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing regulations'), this is to inform you that the 25th Annual General Meeting ('AGM') of the Members of our Company is scheduled to be held on Friday, September 28, 2018 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034.

The Notice of AGM along with the Board's Report, Auditors' Report and Audited Financial Statement of the Company for the year ended March 31, 2018 is being sent to Members by the permitted modes at the postal address or emailed to email address, registered with the Registrar and Share Transfer Agent (R & TA)/Depository Participant (DP) as the case may be.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and all other relevant Rules made under the Act and Regulation 44 of the Listing Regulations, the Company is providing the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through such voting. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 21, 2018 are entitled to vote on the Resolutions set forth in the Notice. The cut-off date for the purpose of remote e-voting and voting at the AGM is Friday, September 21, 2018. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting. The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, September 25, 2018 and will end at 5.00 p.m. (IST) on Thursday, September 27, 2018.

Vidhi Specialty Food Ingredients Ltd.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

RegdOff:

E/27, Commerce Centre, 78, Tardeo Road,

Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)

Fax : + 91 22 2352 1980, E-mail : vdm1@vsnl.com, Web. : www.vidhifoodcolour.com

Factory:

59/B & 68, M.I.D.C. Dhatav, Roha

Dist :Raigad, Maharashtra 402116, India

CIN : L24110MH1994PLC076156



The Notice of AGM and the Annual Report for the Financial Year 2017-18 is also available on Company's website www.vidhifoodcolour.com

Also find attached herewith Notice of the 25th Annual General Meeting.

Yours Sincerely,

For **Vidhi Specialty Food Ingredients Limited**

(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Bipin M Manek
Chairman & Managing Director
(DIN: 00416441)



Place: Mumbai

Vidhi Specialty Food Ingredients Ltd.

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

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E/27, Commerce Centre, 78, Tardeo Road,
Mumbai 400034, India Tel : + 91 22 6140 6666 (100 Lines)
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Dist :Raigad, Maharashtra 402116, India
CIN : L24110MH1994PLC076156

NOTICE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING

To,
The Members
Vidhi Specialty Food Ingredients Limited
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')

Notice is hereby given that the **Twenty-Fifth Annual General Meeting** of the Members of **Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')** will be held on Friday, September 28, 2018 at 3:30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and the Report of Auditors' thereon.
2. To confirm the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend declared in the financial year 2017-18.
3. To declare Final Dividend on equity shares for the financial year 2017-18.
4. To appoint a Director in place of Mr. Mihir B. Manek (DIN: 00650613), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors and pursuant to the resolution passed by the Members of the Company at the Twenty-Fourth Annual General Meeting held on Monday, September 25, 2017, the appointment of M/s. JMR & Associates, Chartered Accountants, Mumbai (Firm Registration No: 106912W), as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of the Twenty-Fifth Annual General Meeting till the conclusion of the Twenty-Ninth Annual General Meeting of the Company to be held for the financial year 2021-22 at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to applicable taxes and out of pocket expenses as may be incurred by them during the course of Audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

SPECIAL BUSINESS:

6. **To approve the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013:**

In this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019 and other applicable regulations (including any statutory modifications, variation or re-enactment thereof for the time being in force) ('Listing Regulations'), approval of the Members of the Company be and

is hereby accorded to pay an aggregate annual remuneration to all the existing Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013, as mentioned in the Explanatory Statement, for their remaining tenure as Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be required to give effect to the above resolution.”

7. **To approve the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as the Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors:**

In this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019 and other applicable regulations (including any statutory modifications, variation or re-enactment thereof for the time being in force) ('Listing Regulations') and as approved by the Members at the Twenty-First Annual General Meeting of the Company held on Saturday, September 27, 2014, approval of the Members be and is hereby accorded for paying remuneration to Mr. Vijay K. Atre (DIN: 00416853) on existing terms, as mentioned in the Explanatory Statement, for the financial year 2018-19 which may exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be required to give effect to the above resolution.”

8. **To approve the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853):**

In this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019 and other applicable regulations (including any statutory modifications, variation or re-enactment thereof for the time being in force) ('Listing Regulations'), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of a Non-Executive Director of the Company by Mr. Vijay K. Atre (DIN: 00416853), who has already attained the age of seventy five years, on his existing terms and conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be required to give effect to the above resolution.”

9. **To approve the continuation of holding the office of Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022):**

In this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019 and other applicable regulations (including any statutory modifications, variation or re-enactment thereof for the time being in force) ('Listing Regulations'), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Independent Non-Executive Director of the Company by Mr. Prafulchandra Shah (DIN: 00417022), who has already attained the age of seventy five years, for his original term/tenure which was approved at the Twenty-First Annual General Meeting of the Company held on Saturday, September 27, 2014 appointing him as an Independent Non-Executive Director of the Company for a term of five consecutive years commencing from September 27, 2014, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be required to give effect to the above resolution.”

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited
(Formerly known as ‘Vidhi Dyestuffs Manufacturing Limited’),**

Sd/-

Date: August 10, 2018
Place: Mumbai

Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Address: Flat No.12, Somerset House,
Off. Bhulabhai Desai Road,
Warden Road, Mumbai – 400 026

Registered Office:

E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400 034
CIN: L24110MH1994PLC076156
www.vidhifoodcolour.com

NOTES:

1. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting ('AGM') is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of Companies, Societies, etc. must be supported by valid and effective resolution/authority, as applicable.

2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto and forms part of the notice of this AGM.
3. The Company's Registrar & Share Transfer Agents are Sharex Dynamic (India) Private Limited ('R & TA'), at Unit-1, Luthra Industrial Premises, 1st Floor, 44-E, M. Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072. Phone: 022-2854 5606/2851 5644; Fax: 022-2854 2885.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2017-18, if declared at the AGM.
5. The Dividend, if declared at the AGM, would be paid/dispatched on/after Saturday, September 29, 2018 but within thirty days from the date of declaration of dividend to those persons (or their mandates):
 - whose names appear as beneficial owners as at the end of the business hours on Friday, September 21, 2018 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic/dematerialized mode; and
 - whose names appear as Members in the Register of Members of the Company as on Friday, September 21, 2018, after giving effect to valid share transfers in physical forms lodged with the Company/R & TA, in respect of the shares held in physical mode.

In respect of the Members holding shares in electronic form, the bank details obtained from the respective depositories will be used for the purpose of distribution of dividend through various approved/permissible electronic mode of payment viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. The Company/R & TA will not act on any direct request from the Members holding shares in dematerialized form for

change/deletion of such bank details. Such changes are to be intimated by the Members to their Depository Participants. In respect of the Members holding shares in the physical form, the bank details obtained from the R & TA will be used for the purpose of distribution of dividend through various approved/permissible electronic modes of payment. Any query related to dividend should be directed to R & TA.

6. Members are requested to:
 - (i) send all share transfer lodgements (Physical mode)/correspondence to the R & TA upto the date of book closure.
 - (ii) quote Registered Folio Number or DP ID/Client ID in all the correspondence.
7. Members who have not encashed/received the dividend warrants so far in respect of the below mentioned periods, are requested to make their claim to the R & TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: www.vidhifoodcolour.com and also on the website of the Ministry of Corporate Affairs.
8. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2010-11 and thereafter to IEPF:

Financial Year	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
2012-13 (1 st Interim Dividend)	November 12, 2012	December 16, 2019
2013-14 (1 st Interim Dividend)	November 12, 2013	December 16, 2020
2013-14 (2 nd Interim Dividend)	February 12, 2014	March 18, 2021
2014-15 (1 st Interim Dividend)	November 14, 2014	December 18, 2021
2015-16 (1 st Interim Dividend)	August 12, 2015	September 15, 2022
2015-16 (Final Dividend for FY 2014-15)	September 16, 2015	October 20, 2022
2015-16 (2 nd Interim Dividend)	November 14, 2015	December 18, 2022
2015-16 (3 rd Interim Dividend)	February 9, 2016	March 14, 2023
2016-17 (1 st Interim Dividend)	August 12, 2016	September 15, 2023
2016-17 (Final Dividend for FY 2015-16)	September 24, 2016	October 28, 2023
2016-17 (2 nd Interim Dividend)	November 14, 2016	December 18, 2023
2016-17 (3 rd Interim Dividend)	February 11, 2017	March 17, 2024
2016-17 (Final Dividend for FY 2016-17)	September 25, 2017	October 29, 2024
2017-18 (1 st Interim Dividend)	September 25, 2017	October 29, 2024
2017-18 (2 nd Interim Dividend)	November 24, 2017	December 28, 2024
2017-18 (3 rd Interim Dividend)	February 14, 2018	March 18, 2025

9. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Since seven years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend is due for transfer to IEPF. The Members whose dividend/Shares, if transferred to the IEPF Authority, can claim the same from the Authority by following the Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
10. As required under the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], the details in respect of the Director seeking re-appointment and Directors seeking approval for continuation of holding the office as the Non-Executive Directors at the AGM, *inter alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other Directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/chairmanship of the committees of other Boards, shareholding, etc. are annexed to the Notice and forms part of the Explanatory Statement.

Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. Mr. Mihir B. Manek (DIN: 00650613) has furnished the relevant consent for his re-appointment.

11. As per Sections 101 and 136 read with the Companies (Accounts) Rules, 2014 and all other applicable provisions of the Act, read with the Rules made under the Act, Companies can serve/send various reports, documents, communications, including but not limited to Annual Report comprising of the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of General Meetings, etc. (hereinafter referred to as 'the Documents') to its Members through electronic mode at their e-mail addresses.

The Company believes in green initiative and is concerned about the environment. The Company has e-mailed the Documents in electronic mode at your e-mail address obtained from the depositories/available with R & TA unless a Member has requested for a hard copy of the same.

Members are requested to furnish/update the details of their address, e-mail address, bank account details, relevant information for availing various approved/permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:

- (i) to their Depository Participants in respect of their shareholdings in electronic (dematerialized) form;
- (ii) to R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.

Members are entitled to have, free of cost, a copy of the Annual Report upon placing a specific requisition addressed to R & TA.

12. Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statement, Notice of this AGM, Attendance Slip, Proxy Form, etc. is being sent by electronic mode to all the Members whose e-mail addresses are registered with the R & TA/Depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode. The same are also available on the Company's website at: www.vidhifoodcolour.com
13. In case a person has become a Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e. Friday, September 21, 2018, he/she/it may write to R & TA viz, Sharex Dynamic (India) Private Limited at the address mentioned above or on their email ID: sharexindia@vsnl.com requesting for the User ID and Password.
14. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R & TA. The duly filled in Nomination Form shall be sent to R & TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. Members/Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the Attendance Slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the Attendance Slip for easy identification at the meeting.
16. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
17. In case of joint holders, the vote of such joint holder who is higher in the order of names, shall be accepted to the exclusion of the votes of other joint holders.
18. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
19. Members desiring any information pertaining to the Financial Statement are requested to write to the Company Secretary at the Registered Office of the Company at least 10 days prior to the date of the meeting so as to enable the Management to reply at the AGM.
20. Statutory Registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Registered Office and Corporate Office of the Company upto and including the date of the ensuing AGM of the Company during business hours on any working day of the Company without payment of fee and will also be available at the AGM.

21. The Securities and Exchange Board of India ('SEBI') vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R & TA viz, Sharex Dynamic (India) Private Limited/Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are, requested to submit the aforesaid information to their respective Depository Participant.
22. SEBI has decided that securities of Listed Companies can be transferred only in dematerialised form with effect from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
23. **Voting through Electronic Means:**
- a) Pursuant to Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other relevant Rules made under the Act and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through such voting. The cut-off date for the purpose of remote e-voting and voting at the AGM is Friday, September 21, 2018. Accordingly, the Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 21, 2018 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company has appointed Central Depository Services (India) Limited [CDSL] for facilitating remote e-voting.
 - b) Subject to the applicable provisions of the Act read with the Rules made there under (as amended), the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being Friday, September 21, 2018. Members are eligible to cast vote only if they are holding shares on Friday, September 21, 2018.
 - c) **The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, September 25, 2018 and will end at 5.00 p.m. (IST) on Thursday, September 27, 2018.** During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. **The remote e-voting module shall be blocked/disabled for voting thereafter.**
 - d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
 - e) The facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the AGM and the Members attending the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 - f) A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:
 - (i) The voting period begins on Tuesday, September 25, 2018 at 9:00 a.m. (IST) and ends on Thursday, September 27, 2018 at 5:00 p.m. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders/Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
24. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **the cut-off date i.e. Friday, September 21, 2018**.
25. **Voting at AGM:** The Members, who have not cast their vote through remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot paper shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.
26. Mr. Hemanshu Kapadia (FCS: **3477** and CP: **2285**), Proprietor of M/s. Hemanshu Kapadia & Associates, Practising Company Secretaries, failing him, Mr. Vipin Mehta (FCS: **8587** and CP: **9869**), Partner of M/s. VPP & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
27. The Scrutinizers shall immediately, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
28. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. www.vidhifoodcolour.com and on the website of CDSL i.e. www.evotingindia.com. The Company shall also simultaneously forward the results to BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
29. Map of the venue of the AGM is given after the notice and forms part of the notice.
30. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Twenty-Fifth AGM i.e. Friday, September 28, 2018.

By Order of the Board of Directors
For **Vidhi Specialty Food Ingredients Limited**
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited'),

Sd/-

Date: August 10, 2018
Place: Mumbai

Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Address: Flat No.12, Somerset House,
Off. Bhulabhai Desai Road,
Warden Road, Mumbai – 400 026

Registered Office:

E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400 034
CIN: L24110MH1994PLC076156
www.vidhifoodcolour.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF THE COMPANY**Item No. 6:**

The Securities and Exchange Board of India ('SEBI') vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Vide the Amendment Regulations, after the existing Regulation 17(6)(d), the new sub-regulation 17(6)(e) has been inserted. As per the new amendment, if the aggregate annual remuneration payable to more than one Executive Director who is a Promoter or is a Member of the Promoter Group, exceeds 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 ('the Act') then approval of the Members by way of a Special Resolution is required. Such approval of the Members under this provision shall be valid only till the expiry of the term of such Director. Further, the said amendment shall come into force with effect from April 1, 2019.

Mr. Bipin M. Manek (DIN: 00416441) and Mr. Mihir B. Manek (DIN: 00650613) are the Executive Directors and also the Promoters of the Company. The Board of Directors in their meeting held on Monday, September 25, 2017 has re-appointed Mr. Bipin M. Manek (DIN: 00416441) as the Chairman & Managing Director of the Company for a period of 5 (five) years w.e.f. November 1, 2017 till October 31, 2022 at a salary of ₹ 2,50,000/- p.m. and applicable perquisites and commission of 5% on the net profits of the Company subject to maximum of 5% on the net profits of the Company. The said re-appointment and payment of remuneration was also approved by the Members in the Extra-ordinary General Meeting of the Company held on Thursday, March 29, 2018.

Further, the Board of Directors in their meeting held on Monday, July 6, 2015 has re-appointed Mr. Mihir B. Manek (DIN: 00650613) as Joint Managing Director of the Company for a period of 5 (five) years w.e.f. July 15, 2015 to July 14, 2020 at a salary of ₹ 1,25,000/- p.m. and applicable perquisites and commission of 2% on the net profits of the Company subject to maximum of 5% on the net profits of the Company. The said re-appointment and payment of remuneration was also approved by the Members in the Annual General Meeting held on Wednesday, September 16, 2015. Subsequently, his remuneration was increased by the Members in their meeting held on Saturday, September 24, 2016 to ₹ 2,50,000/- p.m. and applicable perquisites and commission of 5% on the net profits of the Company subject to maximum of 5% on the net profits of the Company.

The annual remuneration payable to the Executive Directors i.e. Mr. Bipin M. Manek (DIN: 00416441) and Mr. Mihir B. Manek (DIN: 00650613), is within the limit of 5% and 10% as specified u/s 197(1) of the Act. However, as per the new Regulation 17(6) (e) of the Listing Regulations, which will be applicable w.e.f. April 1, 2019, the approval of the Members by way of a Special Resolution is required since the Company has more than one Promoter Executive Director and remuneration paid to them is in excess of 5% of the net profits of the Company calculated as per Section 198 of the Act.

In view of the above, the Board recommends the Special Resolution mentioned at Item No. 6 as set out in the accompanying notice for the approval of Members for payment of remuneration to Mr. Bipin M. Manek (DIN: 00416441) and Mr. Mihir B. Manek (DIN: 00650613) on existing scale for their remaining tenure notwithstanding that it will be in excess of 5% of the net profits of the Company calculated as per Section 198 of the Act.

Pursuant to Section 102(1) of the Act, it is informed that, Mr. Bipin M. Manek (DIN: 00416441), Managing Director, Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director and Mrs. Pravina B. Manek (DIN: 00416533), Non-Executive Director of the Company, being relatives within the meaning of Section 2(77) of the Act. are concerned or interested in the Resolution at Item No. 6 of the accompanying notice.

As on March 31, 2018, Mr. Bipin M. Manek (DIN: 00416441) was holding 1,41,10,333 equity shares of the Company constituting 28.25% of total voting power and Mrs. Pravina B. Manek (DIN: 00416533) was holding 1,79,90,667 equity shares of the Company constituting 36.02% of total voting power. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7:

The Securities and Exchange Board of India ('SEBI') vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Vide the Amendment Regulations, after the existing Regulation 17(6)(c), the new sub-regulation 17(6)(ca) has been inserted. As per the new amendment, approval of the Members by way of a Special Resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof. Further, the said amendment shall come into force with effect from April 1, 2019.

Mr. Vijay Atre (DIN: 00416853) was appointed on the Board of the Company w.e.f. May 2, 1995. He, being a person with technical expertise and vast experience in manufacturing of food colours is providing technical guidance to the Company in its manufacturing activities. In view of the same, on the recommendation of the Nomination and Remuneration Committee and the Board, the Members in their Twenty-First Annual General Meeting held on Saturday, September 27, 2014 has approved payment of ₹ 3,00,000/- (Rupees Three Lakhs Only) per annum but not exceeding 1% of net profits calculated u/s 198 of the Act. No sitting fees are paid to him. No other Non-Executive Directors are being paid any remuneration except Independent Directors who are being paid sitting fees for attending the Board Meetings in which financial results/statement are considered and approved.

Since, payment of remuneration to Mr. Vijay Atre (DIN: 00416853) as a Non-Executive Director is more than fifty per cent of the total annual remuneration payable to all the Non-Executive Directors, as per the amended Regulation 17(6)(ca) of the Listing Regulations, which will be applicable w.e.f. April 1, 2019, the approval of the Members by way of a Special Resolution is required to pay him ₹ 3,00,000/- (Rupees Three Lakhs Only) per annum but not exceeding 1% of net profits calculated u/s 198 of the Act for the financial year 2019-20.

In view of the above, the Board recommends the Special Resolution mentioned at Item No. 7 as set out in the accompanying notice for the approval of Members for payment of remuneration to Mr. Vijay Atre (DIN: 00416853).

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Vijay Atre (DIN: 00416853) are in any way concerned or interested, financially or otherwise, interested in the resolution set out at Item No. 7 of the accompanying Notice, being resolution related to payment of remuneration to him.

Item Nos. 8 and 9:

Mr. Vijay Atre (DIN: 00416853) was appointed on the Board of the Company w.e.f. May 2, 1995. He is a Non-Executive Director of the Company, liable to retire by rotation. He is ninety three years old.

Mr. Prafulchandra Shah (DIN: 00417022) was appointed on the Board of the Company w.e.f. January 6, 2003. The Members of the Company in its Twenty-First AGM held on Saturday, September 27, 2014 has appointed Mr. Prafulchandra Shah (DIN: 00417022) as an Independent, Non-Executive Director of the Company for a period of five consecutive years w.e.f. September 27, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, The Securities and Exchange Board of India ('SEBI') vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Vide the Amendment Regulations, after the existing Regulation 17(1), the new sub-regulation 17(1A) has been inserted. As per the new amendment, a person who has attained the age of seventy five years can be appointed or continue as a Non-Executive Director of any listed entity only after the approval of the Members by way of Special Resolution is obtained. The amendment will be effective from April 1, 2019. Since Mr. Vijay K. Atre (DIN: 00416853) and Mr. Prafulchandra Shah (DIN: 00417022) have already attained the age of seventy five years, to continue them as the Directors of the Company w.e.f. April 1, 2019, approval of the Members by way of passing Special Resolutions need to be obtained on or before March 31, 2019.

Mr. Vijay Atre (DIN: 00416853) holds a Masters Degree in Science from University of Mumbai. He has over 40 years of rich experience in the field of manufacturing of food colours. He has been associated with the Company for more than 23 years. His technical expertise in food colours has helped the Company to identify and manufacture different colours and create a wide range of products.

Mr. Prafulchandra Shah (DIN: 00417022) is an Engineering Graduate in Mechanical and Electricals. He has a total experience of 58 years in construction industry. His areas of strength include industrial Constructions & Project Works. He has been associated with the Company for more than 15 years. His rich experience helped a lot to the Company in setting-up and expansion of its manufacturing activities.

In the opinion of the Board of Directors of the Company, Mr. Vijay Atre (DIN: 00416853) and Mr. Prafulchandra Shah (DIN: 00417022) are persons of integrity and repute with rich experience and expertise in their respective fields. Hence, it is proposed to continue them as the Directors of the Company on their existing terms and conditions.

In view of the above, the Board recommends the Special Resolutions mentioned at Item Nos. 8 and 9 as set out in the accompanying notice for the approval of Members for continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853) and for continuation of holding the office of an Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022), respectively.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Vijay Atre (DIN: 00416853) and Mr. Prafulchandra Shah (DIN: 00417022) are in any way concerned or interested, financially or otherwise, interested in the resolutions set out at Item Nos. 8 and 9, respectively, of the accompanying Notice, being resolutions related to themselves.

Annexure to Item Nos. 4, 6, 7, 8 and 9 of the Notice:

(Details as required to be furnished under the Secretarial Standard - 2 - para 1.2.5 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Bipin M. Manek	Mr. Mihir B. Manek
DIN	00416441	00650613
Date of Birth	June 7, 1956	March 8, 1982
Age	62 years	36 years
Qualifications	B. Com.	B. Sc. in Industrial Chemistry
Nationality	Indian	Indian
Experience	Rich experience of over 32 years in the field of Imports & Exports in food colours industries and business management	12 years of experience and expertise in the business of procurement of imported raw materials and distribution of various chemicals
Terms and conditions of appointment /re-appointment	Not to be appointed/re-appointed but approval of Members is sought pursuant to Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, as amended from time to time, for payment of remuneration on existing terms and conditions	Proposed to be re-appointed as a Director liable to retire by rotation and approval of Members is sought pursuant to Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, as amended from time to time, for payment of remuneration on existing terms and conditions
Date of first appointment on the Board	January 19, 1994	July 31, 2006
Shareholding in the Company	1,41,10,333 Equity Shares of ₹ 1/- each	Nil
List of Directorships held in other Companies	Arjun Food Colorants Manufacturing Private Limited	Arjun Food Colorants Manufacturing Private Limited
Committee chairmanship/ membership in other Companies	Nil	Nil

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

Name of the Director	Mr. Vijay K. Atre	Mr. Prafulchandra Shah
DIN	00416853	00417022
Date of Birth	April 6, 1925	November 13, 1933
Age	93 Years	84 years
Qualifications	M. Sc.	B. E. Mechanical and Electricals
Nationality	Indian	Indian
Experience	Over 40 years of rich experience in the field of food colours manufacturing unit	Experience of 58 years in construction industry. His areas of strength include Industrial Constructions & Project Works. He has been associated with the Company for more than 15 years
Terms and conditions of appointment / re-appointment	Proposed to be continued as Non-Executive Director, liable to retire by rotation, and payment of remuneration on existing terms and conditions	Proposed to be continued as an Independent Non-Executive Director on existing terms and conditions till September 26, 2019
Date of first appointment on the Board	May 2, 1995	January 6, 2003
Shareholding in the Company	25,000 Equity of ₹ 1/- each	Nil
List of Directorships held in other Companies	Nil	Nil
Committee chairmanship/ membership in other Companies	Nil	Nil

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors please refer to the Board's Report and the Corporate Governance Report.

By Order of the Board of Directors
For **Vidhi Specialty Food Ingredients Limited**
(Formerly known as 'Vidhi Dyestuffs Manufacturing Limited'),

Sd/-

Date: August 10, 2018
Place: Mumbai

Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Address: Flat No.12, Somerset House,
Off. Bhulabhai Desai Road,
Warden Road, Mumbai – 400 026

Registered Office:

E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400 034
CIN: L24110MH1994PLC076156
www.vidhifoodcolour.com

ROUTE MAP TO THE VENUE OF TWENTY-FIFTH ANNUAL GENERAL MEETING OF VIDHI SPECIALTY FOOD INGREDIENTS LIMITED (FORMERLY KNOWN AS 'VIDHI DYESTUFFS MANUFACTURING LIMITED'):

Venue: The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400 034

Landmark: Opposite AC Market





VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(FORMERLY KNOWN AS VIDHI DYESTUFFS MANUFACTURING LIMITED)

CIN : L24110MH1994PLC076156

Registered Office : E - 27, 5th Floor, Commerce Centre, 78, Tardeo Road, Mumbai - 400 034, Maharashtra

Tel. No.:022-6140 6666 Fax No. 022-2352 1980 E-mail: vdml@vsnl.com

Website:www.vidhifoodcolour.com

ATTENDANCE SLIP

25th Annual General Meeting – Friday, September 28, 2018

DP-ID & Client ID/ Folio No.	
Name & Address of Sole Member	
Name of Joint Holder(s), if any	
No. of Shares held	

I certify that I am a member/proxy for the Member of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Members of Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited') at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400 034, at 3.30 p.m. on Friday, September 28, 2018.

Signature of Member/Authorised Representative/Proxy

----- Cut Here -----

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN No. / Seq. No

NOTE: Please read the complete instructions printed at Note No. 23 of the Notice of 25th Annual General Meeting. The E-Voting period starts on Tuesday, September 25, 2018 (9.00 a.m. IST) and ends on Thursday, September 27, 2018 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter.

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED
(Formerly known as Vidhi Dyestuffs Manufacturing Limited)

Regd. Off: E-27, Commerce Centre, 78, Tardeo Road, Mumbai - 400 034
Tel. No.: 022-6140 6666 **Fax No.** 022-2352 1980 **E-mail:** vdml@vsnl.com
Website: www.vidhifoodcolour.com

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Twenty-Fifth Annual General Meeting - Friday, September 28, 2018

Name of the Member(s):
Registered Address:
Email:
Folio No. / Client ID:
DP ID:

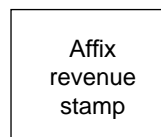
I/We, being the Member (s) of shares of the above named Company, hereby appoint

1. Name:.....EmailId:.....
Address:
.....
Signature:....., or failing him/her
2. Name:.....EmailId:.....
Address:
.....
Signature:....., or failing him/her
3. Name:.....EmailId:.....
Address:
.....
Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Fifth Annual General Meeting of the Members of the Company to be held on Friday, September 28, 2018 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	Voting (Optional)*		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 Board's Report and the Report of Auditors' thereon			
2.	Confirmation of the 1 st Interim Dividend, 2 nd Interim Dividend and 3 rd Interim Dividend declared during the financial year 2017-18			
3.	Declaration of Final Dividend on equity shares for the financial year 2017-18			
4.	Appointment of a Director in place of Mr. Mihir B. Manek (DIN: 00650613), who retires by rotation and, being eligible, offers himself for re-appointment			
5.	Ratification of appointment of the Statutory Auditors of the Company and fixing their remuneration			
Special Business				
6.	Approval for the aggregate annual remuneration payable to the Promoter - Executive Directors/Members of the Promoter Group exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013			
7.	Approval for the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as the Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors			
8.	Approval for the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853)			
9.	Approval for the continuation of holding the office of Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022)			

Signed this _____ day of _____ 2018



Signature of shareholder

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
*It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Twenty-Fifth Annual General Meeting.
4. The Company reserves its right to ask for identification of the Proxy.
5. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/ Depository Participant.