

VIDHI DYESTUFFS MANUFACTURING LIMITED

[CIN: L24110MH1994PLC076156]

Registered Office: E/27 Commerce Center 78, Tardeo Road,
Mumbai-400034

Phone No.: 022-61406666; Fax No.: 022- 23521980

Website: www.vidhifoodcolour.com; Email id: vdml@vsnl.com

PUBLIC NOTICE OF POSTAL BALLOT

NOTICE TO MEMBERS

Members of 'Vidhi Dyestuffs Manufacturing Limited' [the Company] are hereby informed that the Company has, on June 18, 2015, completed the dispatch of the Postal Ballot Notice pursuant to provision Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), along with the Postal Ballot Form ('Form') and self-addressed postage pre-paid envelope to all the Members of the Company; and sent e-mail to the Members whose e-mail IDs are registered as on June 13, 2015 (being the cut-off date/record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members (s) as on June 13, 2015, being cut-off date (record date) for the purpose of voting. The Members can vote on following resolutions through anyone of these modes.

1. **Special Resolution** under Section 180 (1) (a) of the Companies Act, 2013 for giving authority to the Board of Directors to sell, Lease mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future.
2. **Special Resolution** under Section 186(2) of the Companies Act, 2013 for giving authority to the Board of Directors to make loans or investments and to give guarantees or to provide security in connection with a loan made.

The login ID and password have been provided, both in the Form, as also in the email to enable the Members to use e-voting facility. The notice of Postal Ballot is also emailed to BSE Limited and posted on Company's website i.e. www.vidhifoodcolour.com

The Board of Directors has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

- a) Date of completion of dispatch of Notices: June 18, 2015;
- b) Date of commencement of voting: June 21, 2015 at 9:00 A.M. (IST);
- c) Date of end of voting: July 20, 2015 at 5:00 P.M. (IST); E-voting by electronic mode shall not be allowed beyond 5:00 P.M. (IST) on July 20, 2015; the e-voting module shall be disabled for voting thereafter;
- d) Any Postal Ballot received from the Member beyond 5:00 P.M. (IST) on July 20, 2015 will not be valid and voting whether by post or by electronic means shall not be allowed beyond 5:00 P.M (IST) on July 20, 2015;
- e) Members, who have not received postal ballot forms may apply to the Company, addressed to the Company Secretary, and obtain a duplicate thereof. Same can also be downloaded from the website of the Company: www.vidhifoodcolour.com

- f) Person responsible to address the grievances connected with the electronic voting: Mr. Wenceslaus Furtado of CDSL, (Contact no. 18002005533). In case any query pertaining to e-voting, the Members are requested to refer to the detailed procedure on e-voting, furnished separately in postal ballot notice. Also one can refer the Frequently Asked Questions ('FAQ') and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com. The Notice dated May 30, 2015, along with the Postal Ballot Forms, procedure for voting, has been sent to all the members by prescribed modes and is also available on the website of the Company at www.vidhifoodcolour.com

The results of the postal ballot shall be declared at 11.00 a.m. on July 25, 2015, at the Registered Office of the Company at E/27 Commerce Center 78, Tardeo Road, Mumbai - 400034 and shall also be posted on the website of the Company: www.vidhifoodcolour.com

For casting votes, members are requested to read the instructions as already communicated to them.

By order of the Board of Director
For Vidhi Dyestuffs Manufacturing Limited

Sd/-

Bipin Manek
Chairman & Managing Director

(DIN: 00416441)

Address: Flat No.12, Somerset House,

Off. Bhulabhai Desai Road,
Warden Road, Mumbai-400026

DATE : June 18, 2015

PLACE : Mumbai