

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS ON THE VOTING BY POSTAL BALLOT, INCLUDING VOTING THROUGH E-VOTING, (1<sup>ST</sup> OF FINANCIAL YEAR OF 2015-16) OF VIDHI DYESTUFFS MANUFACTURING LIMITED ON SATURDAY, JULY 25, 2015 AT 11.00 A.M. AND CONCLUDED AT 11:45 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT E/27, COMMERCE CENTRE, 78, TARDEO ROAD, MUMBAI - 400034**

**Present:**

- |   |                                |
|---|--------------------------------|
| 1. Mr. Bipin M. Manek (DIN 00416441)        | - Chairman & Managing Director |
| 2. Mr. Mihir B. Manek (DIN 00650613)        | - Joint Managing Director      |
| 3. Mrs. Pravina B. Manek (DIN 00416533)     | - Director                     |
| 4. Mr. Vijay K. Atre (DIN 00416853)         | - Director                     |
| 5. Mr. Prafulchandra A. Shah (DIN 00417022) | - Director                     |
| 6. Mr. Chetan P. Bavishi (DIN 01978410)     | - Director                     |
| 7. Mr. Nirenbbhai D. Desai (DIN 01978382)   | - Director                     |
| 8. Mr. Rahul Berde (DIN: 06981981)          | - Additional Director          |
| 9. Mr. Anuj Gandhi (ACS: 39240)             | - Company Secretary            |

Mr. Bipin M. Manek (DIN 00416441), the Chairman of the Company and also authorized for Postal Ballot process, informed that pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rule, 2014, the Board of Directors at their meeting held on May 30, 2015 has decided to take approval of the Members u/s 180(1)(a) and 186(3) of the Companies Act, 2013 by way of Postal Ballot. The Board, in the same meeting, had appointed Mr. Hemanshu Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, as Scrutinizer for Postal Ballot process.

He also stated that pursuant to provisions of the Companies Act, 2013 and Rules made there under, the Company on Thursday, June 18, 2015 had completed dispatched notice of Postal Ballot dated May 30, 2015 along with Postal Ballot form and prepaid self addressed envelope to all the shareholders, for obtaining the consent of the shareholders on the resolutions mentioned in the said notice. The notice of Postal Ballot was also placed on the website of the Company and also the intimation of completion of dispatch of Postal Ballot notice, forms and other requisite information as required under the Companies Act, 2013 and Rules made there under was also given to shareholders by way of publication in news papers on June 19, 2015.

The shareholders were also extended the facility of voting through electric mode. The voting period was commenced from June 21, 2015 and was ended on July 20, 2015 for voting through both the mode i.e. physically as well as through e-voting.


He further informed that the Scrutinizer after scrutiny the Postal Ballot forms received or vote casted through E-voting till close of voting period had submitted his report to the Chairman in sealed envelope on July 24, 2015.


On the basis of the Report of Scrutinizer, the Chairman declared that the following Special Resolutions by means of Postal Ballot (including E-voting) was deemed to be passed on July 25, 2015 with requisite majority. The Chairman informed that the result would be displayed at the Registered Office of the Company also i.e. E/27, Commerce Centre, 78, Tardeo Road, Mumbai-400 034 and also the website of the Company i.e. [www.vidhifoodcolour.com](http://www.vidhifoodcolour.com).

The results of the voting through Postal Ballot/E-voting are appended to each resolution:

For VIDHI DYESTUFFS MFG. LTD.

CERTIFIED THAT THIS IS THE  
TRUE COPY OF THE ORIGINAL  
PER TRADE NOTICE No  
AM-82 DT 7-12-82

  
BIPIN M. MANEK  
Chairman & M.D.

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**1. Authority to the Board of Directors to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company u/s 180(1)(a) of the Companies Act, 2013: (Special Resolution)**

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of the Board of Directors constituted for the purpose) to sell and/or otherwise dispose off, mortgage and/or create charge and/or hypothecate and/or lease the whole or substantially the whole of the undertaking(s) of the Company in addition to the mortgage(s)/ charge(s) already created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable property of the Company and the whole or any part of the undertaking or undertakings of the Company together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company’s bankers and development/investment financial institutions (hereinafter referred to as the “lenders”)/Debenture Trustees to secure any loans, guarantee, financial assistance, working capital arrangement etc. already availed/to be availed by the Company together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other monies payable by the Company to the said lenders and/or any issue of non convertible debentures, bonds, foreign currency loans and/or compulsorily or optionally, fully or partly convertible debentures linked to equity shares, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and is hereby authorized to finalise and execute all such deeds, documents and writings, as may be necessary for creating or modifying the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution.”

	Postal Ballot		Electronic Voting		Voting Result	
	No of shares (A)	%	No of shares (B)	%	No of shares (A)+(B)	%
Votes cast in favour	2,03,363	99.889	3,21,04,355	99.998	3,23,07,718	99.998
Votes cast against	225	0.111	505	0.002	730	0.002
Invalid ballot/Votes	0	0	0	0	0	0

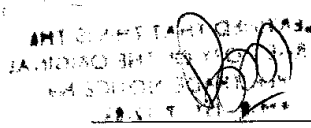
% of total votes cast in favour of the resolution: 99.998%  
 % of total votes cast against the resolution : 0.002%

**CERTIFIED THAT THIS IS THE TRUE COPY OF THE ORIGINAL PERK TRADE NOTICE No. AM-83 DT 7-12-83**

For VIDHI DYEECTUFFS MFG. LTD.



**BIPIN M. MANEK**  
 Chairman & M.D.



CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**2. Authority to the Board of Directors to make loans or investments and give guarantee or to provide security in connection with a loan u/s 186 of the Companies Act, 2013: (Special Resolution)**

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014, other relevant Rules thereof (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of Company be and is hereby accorded to the Board of Directors including Committee thereof (hereinafter referred to as “the Board”)

- (i) to give loan(s) to any person or any other body corporate, or
- (ii) to give on behalf of the Company any guarantee(s) or to provide any security(ies) in connection with a loan(s) to any other body corporate or person; or
- (iii) acquire by way of subscription, purchase or otherwise make investment in securities of any other body corporate

for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty percent of the Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs.200 Crores (Rupees Two Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Company be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments, loans or guarantees or securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, and to delegate all or any of these powers to any committee of the Board or any director or officer of the Company or any other person.”

	Postal Ballot		Electronic Voting		Voting Result	
	No of shares (A)	%	No of shares (B)	%	No of shares (A)+(B)	%
Votes cast in favour	2,03,383	99.899	3,21,04,455	99.999	3,23,07,838	99.998
Votes cast against	205	0.101	405	0.001	610	0.002
Invalid ballot/Votes	0	0	0	0	0	0

% of total votes cast in favour of the resolution: 99.998%  
 % of total votes cast against the resolution : 0.002%



Bipin Manek  
 Chairman  
 (DIN: 00416441)

Prepared on: August 20, 2015  
 Signed on: 20/08/2015  
 Place: Mumbai

For VIDHI DYESTUFFS MFG. LTD.



BIPIN M. MANEK  
 Chairman & M.D.

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CHAIRMAN'S INITIALS