

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(Formerly known as Vidhi Dyestuffs Mfg. Ltd.)

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Tel : + 91 2351 4349 / 2352 2865 / 6347

Date: September 24, 2016

To,

The Manager, Department of Corporate Services (DCS-Listing) BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 531717	The Manager, Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Symbol: VIDHIDYE
Ahmedabad Stock Exchange Limited A-2, Kamdhenu Complex, Opposite Sahajanand College, 120 Feet Ring Rd, Panjara Pol, Ambawadi, Ahmedabad, Gujarat 380015 Scrip Code: 65175	

Dear Sir,

Ref.: Company Code: BSE - 531717, ASE - 65175, NSE Symbol: VIDHIDYE
Sub: Intimation regarding proceedings of the 23rd Annual General Meeting

In terms of Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 we have to inform you that the 23rd Annual General Meeting of the Members of the Company was held on Saturday, September 24, 2016, at the Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400 034 at 3.45 p.m. and concluded at 5.15 p.m.

All the Directors and Chairman of Board Committees were present at the 23rd Annual General Meeting [AGM] except Mr. Vijay K. Atre and Mr. Chetan Bavishi who were out of town on account of personal reason and communicated the same to the Chairman of the Company in advance. Mr. Hemanshu Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Secretarial Auditors and Mr. Jiten Mewada, Partner of M/s. Bhuta Shah & Co. LLP, Statutory Auditors were also present at the AGM. Total 30 Members were present in person including 1 representative of Body Corporate. Further, 3 Members were present through proxy at the AGM.

Mr. Bipin M. Manek took the Chair. The requisite quorum being present, the Chairman declared the Meeting in order. Being interested in resolution no. 4, 6 and 7, Mr. Bipin M. Manek vacated the Chair and Mr. Niren Desai chaired the meeting for the said agendas.

The Chairman briefed the Members about the relevant provisions of the Companies Act, 2013, the relevant rules made thereunder, provisions of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and the procedure of the AGM. He also informed that as per



the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to its members the facility to cast their votes by electronic means on all the resolutions as stated in the notice to the 23rd AGM was provided and e-voting was kept open from Wednesday, September 21, 2016 9:00 a.m. (IST) to Friday, September 23, 2016 5:00 p.m. (IST). Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practising Company Secretaries, was acted as Scrutinizer for e-voting.

With the consent of all the members, Notice of the 23rd AGM and Auditors' Report were taken as read.

The qualifications mentioned in the Secretarial Audit Report along with Directors' response were read at the AGM. The objective and implications of all the Resolutions were briefly explained before they were put to vote at the Meeting.

The Chairman also provided a fair opportunity to the Members of the Company who are entitled to vote to seek clarifications and/or offer comments related to the items of business and same were adequately addressed.

Since voting by show of hands was not permissible as per the provisions of the Companies Act, 2013, the Chairman ordered for a poll for the voting on all the resolutions as mentioned in the notice of the 23rd AGM and voting was conducted by means of poll for the said resolutions in order to enable the members to cast their vote who have not voted through e-voting at the AGM.

The brief description of the resolutions is as follows:

1. To approve and adopt the Audited Financial Statement for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss Account, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the reports of the Directors' and Auditor's thereon;
2. To confirm the 1st, 2nd and 3rd Interim Dividend declared in the financial year 2015-16.
3. To declare final dividend @20% (Rs. 0.20/- per equity shares) for the Financial Year ended March 31, 2016;
4. To re-appoint Mrs. Pravina B. Manek (DIN: 00416533) retiring director, as the Director of the Company;
5. To ratify appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company;



6. To revise the terms of remuneration of Mr. Bipin M. Manek (DIN: 00416441), Managing Director of the Company;
7. To revise the terms of remuneration of Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director of the Company;
8. To determine the fees for delivery of any document through a particular mode of delivery to a Member;
9. To approve payment of professional fees to Mr. Anil Kumar Dhar (DIN: 01524239), Non-Executive, Independent Director.

Thereafter, the Chairman ordered poll on all the resolutions and appointed Mrs. Pooja Jain (FCS: 8160 and CP: 9136), Practising Company Secretary, and Mr. Siddharth Mataliya (DP ID-Client ID: 1206690000058439), Member of the Company, as Scrutinizers for poll.

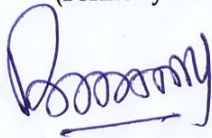
The poll was conducted as per the provisions of the Companies Act, 2013 and Rules made there under. The Scrutinizers will issue separate Scrutinizer's Report on e-voting and on the poll taken at AGM. The Scrutinizers will also issue a Combined Report on the result of e-voting together with the poll taken at the AGM. The said Reports will be submitted to the Chairman of the AGM. On the basis of the Scrutinizers' Report, the Chairman will declare the results of the voting on resolutions mentioned in the notice of 23rd AGM of the Company within 48 hours from the conclusion of the AGM. The said results will be immediately submitted to the Stock Exchanges where the shares of the Company are listed, website of the Company at www.vidhifoodcolour.com and at the Registered Office and Corporate Office of the Company and also at the website of the CDSL at www.evotingindia.com

Kindly take the above proceedings on your record and oblige.

Thanking You.

Yours faithfully,

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



Bipin M. Manek
Chairman & Managing Director
DIN: 00416441

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Warden Road, Mumbai-400026