

## NOTICE OF THE TWENTY-FOURTH 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-Fourth Annual General Meeting** of the Members of **Vidhi Specialty Food Ingredients Limited (Formerly known as Vidhi Dyestuffs Manufacturing Limited)** will be held on Monday, September 25, 2017 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, 2017 including the Audited Balance Sheet as at March 31, 2017, 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 Reports of the Board of Directors and the Auditors' thereon.
2. To confirm the 1<sup>st</sup> Interim Dividend, 2<sup>nd</sup> Interim Dividend and 3<sup>rd</sup> Interim Dividend declared in the financial year 2016-17.
3. To declare Final Dividend on equity shares for the financial year 2016-17.
4. To appoint a Director in place of Mr. Vijay Krishnaswamirao Atre (DIN: 00416853), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint the Statutory Auditors of the Company and fix their remuneration:

**Explanation:** Section 139 of the Companies Act, 2013 ('the Act') lays down the criteria for appointment and mandatory rotation of Statutory Auditors. Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, it is mandatory on the part of the Company to rotate the Statutory Auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing Auditors depending on the number of consecutive years for which an Audit Firm has been functioning as Auditors in the same Company. The incumbent Auditors, M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: W100100) have served the Company since inception and will be completing the maximum number of transitional period (three years) at the ensuing Twenty-Fourth Annual General Meeting ('AGM').

The Audit Committee of the Company has proposed and on August 16, 2017, the Board has recommended the appointment of M/s. JMR & Associates, Chartered Accountants, Mumbai (Firm Registration No: 106912W) ('JMR') as the Statutory Auditors of the Company. JMR will hold office for a period of five consecutive years from the conclusion of the Twenty-Fourth AGM of the Company till the conclusion of the Twenty-Ninth AGM to be held for the financial year 2021-22. The first year of audit will be of the financial statement for the financial year ending on March 31, 2018.

Therefore, the Members are requested 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 in pursuance of the recommendation of the Audit Committee and the Board of Directors, M/s. JMR & Associates, Chartered Accountants, Mumbai (Firm Registration No: 106912W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s. Bhuta Shah & Co. LLP, Chartered Accountants (Firm Registration No. W100100), to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Twenty-Ninth AGM to be held for the financial year 2021-22 (subject to ratification of their appointment at

## VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

---

every AGM as required under the Act), on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors in addition to out of pocket expenses as may be incurred by them during the course of Audit.”

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

Sd/-

**Date:** August 16, 2017

**Place:** Mumbai

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

**Address:** Flat No.12, Somerset House,  
Off Bhulabhai Desai Road,  
Warden Road, Mumbai – 400026

**Registered Office:**

E/27, Commerce Centre,  
78, Tardeo Road, Mumbai – 400034  
CIN: L24110MH1994PLC076156  
[www.vidhifoodcolour.com](http://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 Company's Registrar & Share Transfer Agents are Sharex Dynamic (India) Private Limited ('R & TA'), Unit: Unit-1, Luthra Industrial Premises, 1<sup>st</sup> Floor, 44-E, M. Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072. Phone: 022-28545 606/2851 5644; Fax: 2854 2885.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2017 to Monday, September 25, 2017, 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 final dividend on equity shares for the financial year 2016-17, if declared at the AGM.
4. The Dividend, if declared at the AGM, would be paid/dispatched on/after Tuesday, September 26, 2017 and 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 Monday, September 18, 2017 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], 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 Monday, September 18, 2017, 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 mode of payment. Any query related to dividend should be directed to R & TA.

5. 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.
6. 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). The Company sends periodic reminders to the concerned shareholders advising them to lodge their claims with respect to unclaimed dividend. 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 as on September 24, 2016 (Date of last AGM) on the website of the Company: [www.vidhifoodcolour.com](http://www.vidhifoodcolour.com) and also on the website of the Ministry of Corporate Affairs.
7. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2009-10 and thereafter to IEPF:

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

8. 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/Unclaimed Dividend Account, no dividend is due for transfer to IEPF. Please note that no claim shall lie against the Company in respect of the shares/dividend so transferred to IEPF.
9. Mr. Vijay Krishnaswamirao Atre (DIN: 00416853), Director of the Company retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details of the Director seeking re-appointment, *inter alia*, age, qualification, 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, etc. are annexed to the Notice. Mr. Vijay Krishnaswamirao Atre (DIN: 00416853) has furnished the relevant consent, declaration, etc. for his re-appointment.
10. As per Sections 101, 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.

11. 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 Company/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](http://www.vidhifoodcolour.com)
12. 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. Monday, September 18, 2017, he/she/it may write to 'R & TA' at Sharex Dynamic (India) Private Limited ('R & TA') at Unit-1, Luthra Industrial Premises, 1<sup>st</sup> Floor, 44-E, M. Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072 on the email ID: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) requesting for the User ID and Password.
13. 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.
14. 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.
15. 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.
16. In case of joint holders, the vote of only such joint holder who is higher in the order of names, shall be accepted to the exclusion of the votes of other joint holders.
17. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
18. Members desiring any information pertaining to the Financial Statement are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the AGM.
19. 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.
20. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not already submitted.

## **21. 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 Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 18, 2017 are entitled to vote on the Resolutions set forth in this Notice. The cut-off date for the purpose of remote e-voting and voting at the AGM is Monday, September 18, 2017. 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 Monday, September 18, 2017. Members are eligible to cast vote only if they are holding shares on Monday, September 18, 2017.
- c) **The remote e-voting period will commence at 9.00 a.m. (IST) on Friday, September 22, 2017 and will end at 5.00 p.m. (IST) on Sunday, September 24, 2017.** 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 **Friday, September 22, 2017 at 9:00 a.m. (IST)** and ends on **Sunday, September 24, 2017 at 05:00 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. Monday, September 18, 2017 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](http://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 Character 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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| <b>PAN</b>  | 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"> <li>• 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.</li> <li>• 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.</li> </ul> |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b>               | <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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).</li> </ul>  |

- 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 of **Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')** 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xvii. If a Demat account holder has forgotten the same 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. 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. Monday, September 18, 2017.**
23. Mr. Hemanshu Kapadia (FCS: **3477** and CP: **2285**), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, failing him, Mr. Vipin Mehta (FCS: **8587** and CP: **9869**), Partner of M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

24. 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.
25. 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](http://www.vidhifoodcolour.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The Company shall also simultaneously forward the results to Ahmedabad Stock Exchange Limited (ASE), BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) and where the shares of the Company are listed.
26. Map of the venue of the AGM is given after the notice and forms part of the notice.
27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Twenty-Fourth AGM i.e. Monday, September 25, 2017.

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

Sd/-

**Date:** August 16, 2017  
**Place:** Mumbai

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

**Address:** Flat No.12, Somerset House,  
Off Bhulabhai Desai Road,  
Warden Road, Mumbai – 400026

**Registered Office:**

E/27, Commerce Centre,  
78, Tardeo Road, Mumbai – 400034  
CIN: L24110MH1994PLC076156  
[www.vidhifoodcolour.com](http://www.vidhifoodcolour.com)

**Annexure to Item No. 4 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)

|  |   |
|--|---|
| <b>Name of the Director</b>                          | <b>Mr. Vijay Krishnaswamirao Atre</b>   |
| DIN  | 00416853  |
| Date of Birth  | April 6, 1925   |
| Age  | 92 years  |
| Qualifications                                       | M.Sc.   |
| Nationality  | Indian  |
| Terms and conditions of appointment / re-appointment | Proposed to be re-appointed as a Director liable to retire by rotation on existing terms and conditions |
| Date of first appointment on the Board               | May 2, 1995   |
| Shareholding in the Company                          | 25,000 Equity Shares of ₹ 1/- each  |
| List of Directorships held in other Companies        | Nil   |
| Committee membership                                 | Nil   |
| Nature of Expertise or experience                    | Rich experience of over 39 years in the field of food colors manufacturing unit.                        |

*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 Director please refer to the Board's Report and the Corporate Governance Report.*

## VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

### ROUTE MAP TO THE VENUE OF TWENTY-FOURTH 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

