

VIDHI SPECIALTY FOOD INGREDIENTS 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:** mitesh.manek@vidhifoodcolour.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-Sixth Annual General Meeting - Monday, September 23, 2019

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

1. Name: EmailId:

Address:

Signature:, or failing him/her

1. Name: EmailId:

Address:

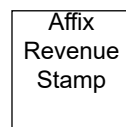
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Members of the Company to be held on Monday, September 23, 2019 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400034 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 Audited Financial Statement of the Company for the financial year ended March 31, 2019 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 2018-19.			
3.	Declaration of final dividend on Equity Shares for the financial year 2018-19.			
4.	Appointment of Director in place of Mrs. Pravina Bipin Manek (DIN: 00416533), who retires by rotation and, being eligible, offers herself for re-appointment.			
Special Business				
5.	Appointment of Mr. Ashit Kantilal Doshi (DIN: 08486679) as a Non-Executive, Independent Director.			
6.	Re-appointment of Mr. Prafulchandra Anantlala Shah (DIN: 00417022) as an Independent Director for a second term of five consecutive years.			
7.	Re-appointment of Mr. Niren Dinkerrai Desai (DIN: 01978382) as an Independent Director for a second term of five consecutive years.			
8.	Re-appointment of Mr. Rahul Chakradhar Berde (DIN: 06981981) as an Independent Director for a second term of five consecutive years.			
9.	Payment of remuneration to Mr. Vijay Krishnswamirao Atre (DIN: 00416853) as Non-Executive Director of the Company which may exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.			
10.	Approval for revision in terms of remuneration of Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director of the Company.			
11.	Approval for revision in terms of remuneration of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company.			
12.	Approve 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.			

Signed this _____ day of _____ 2019

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.
3. *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.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Twenty-Sixth Annual General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.