Vidhi Specialty Food Ingredients Limited.
(Formerly know as Vidhi Dyestuffs Mfg. Ltd.)
Office : E/27/28/29,Commerce Centre,78,Tardeo Road,
Mumbai – 400034, India
Tel : + 91 22 6140 6666 **Fax :** + 91 22 2352 1980
Factory : 59/B & 68, M.I.D.C. Dhatav, Roha
Dist : Raigad, Maharashtra – 402116, India
E-mail : vdml@vsnl.com
Web : www.vidhifoodcolour.com
CIN : L24110MH1994PLC076156

March 5, 2018

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: VIDHIING
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: VIDHIING

Sub: Notice of the First Extra-ordinary General Meeting of the Company for the financial year 2017-18

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended form time to time, we hereby inform you that the First Extra-ordinary General Meeting ('EGM') of the Members of our Company for the financial year 2017-18 is scheduled to be held on Thursday, March 29, 2018 at 3.00 p.m. at the Terrace, Commerce Centre, 78, Tardeo Road, Mumbai – 400034.

The Notice of EGM has been sent to the Members by permitted mode at the postal address or emailed to email address, registered with the R&TA/Depository Participant (DP), as the case may be.

Vidhi Specialty Food Ingredients Limited (Formerly Known as Vidhi Dyestuffs Mfg. Ltd.)

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 providing the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the EGM 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 Friday, March 23, 2018, the cut-off date for the purpose of remote e-voting and voting at the EGM, are entitled to vote on the Resolutions set forth in the Notice. The Company has appointed Central Depository Services (India) Limited [CDSL] for availing remote e-voting. The remote e-voting period will commence at 9.00 a.m. (IST) on Monday, March 26, 2018 and will end at 5.00 p.m. (IST) on Wednesday, March 28, 2018.

Please find attached herewith the Notice of EGM. The same is also available on Company's website www.vidhifoodcolour.com

Yours Sincerely,

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

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

Encl.: As Above

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(Formerly known as Vidhi Dyestuffs Manufacturing Limited)

(CIN: L24110MH1994PLC076156)

Regd. Off: E-27, Commerce Centre, 78, Tardeo Road, Mumbai - 400 034
Tel. No.: 022-6140 6666 **Fax No.** 022-2352 1980 **E-mail:** vdml@vsnl.com **website:** www.vidhifoodcolour.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
The Members
Vidhi Specialty Food Ingredients Limited
(Formerly known as Vidhi Dyestuffs Manufacturing Limited)

Notice is hereby given that the First **Extra-ordinary General Meeting** of the Members of **Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited')** for the financial year 2017-18 will be held on Thursday, March 29, 2018 at 3.00 p.m. at the Terrace, Commerce Centre, 78, Tardeo Road, Mumbai – 400034 to transact the following special business:

1. To approve an acquisition of 100% shareholding of Arjun Food Colorants Manufacturing Private Limited and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) ('the Act'), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Memorandum and Articles of Association of the Company, Company's Policy on Related Party Transactions and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company, to enter into a contract or arrangement for acquisition of 50,000 fully paid up equity shares of Rs. 10/- each representing 100% paid-up share capital of Arjun Food Colorants Manufacturing Private Limited, a Company incorporated under the Companies Act, 1956 for a cash consideration of Rs. 7,92,05,000/- (Rupees Seven Crores Ninety Two Lakhs and Five Thousand Only) in accordance with the terms and conditions mutually agreed to between the Company and Arjun Food Colorants Manufacturing Private Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to determine the terms and conditions related thereto and to execute all the documents, agreements or writings that may be required to be executed in relation to the acquisition of above mentioned shares and other incidental documents and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary or expedient and to settle all questions, difficulties or doubts that may arise in this regard."

2. To consider and approve re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as Chairman and Managing Director of the Company and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT in pursuance of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) 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'), pursuant to the provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions, sanctions, etc., of the Central Government and all other concerned statutory, regulatory and other authorities, if and to the extent applicable and required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized Committee thereof for the time being in force exercising the powers conferred upon it by the Board), approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Bipin M. Manek (DIN: 00416441), on continuation basis without any interruption/break in service, as the Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from November 1, 2017 till October 31, 2022, upon the terms and conditions including remuneration as mentioned in the Managing Director Agreement, copy of which was placed before the meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Bipin M. Manek (DIN: 00416441) as the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Bipin M. Manek (DIN: 00416441) remuneration by way of salary, benefits, perquisites, allowances, etc. as mentioned in the Managing Director Agreement as the minimum remuneration, subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution, to make modifications as may be deemed to be in the interest of the Company, with liberty to alter and vary the terms and conditions of the aforesaid re-appointment, including but not limited to determine the remuneration payable to Mr. Bipin M. Manek (DIN: 00416441) from time to time, in accordance with the provisions of the Act and to do all such acts, deeds, matters and things for giving effect to this resolution.

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person, to give effect to the aforesaid resolution."

By Order of the Board of Directors

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

Sd/-
Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Date: February 23, 2018
Place: Mumbai

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

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 Extra-Ordinary General Meeting ('EGM') 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, 1st Floor, 44-E, M. Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072. Phone: 022-2854 5606/2851 5644; Fax: 2854 2885.

3. The re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as Chairman & Managing Director is proposed to be considered. 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'], his details *inter alia*, age, qualification, experience, details of remuneration last drawn by such person and the remuneration proposed to be drawn, 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 and forms part of the Explanatory Statement. He has furnished the relevant consents, declarations, etc. for his re-appointment.

4. Members are requested to furnish/update the details of their address and e-mail address for timely delivery of documents by the Company and also bank account details and 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.

5. In case a person has become a Member of the Company after the dispatch of the EGM Notice but on or before the cut-off date i.e. Friday, March 23, 2018, he/she/it may write to 'R & TA' at Unit-1, Luthra Industrial Premises, 1st Floor, 44-E, M. Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072 on the email ID: *sharexindia@vsnl.com* requesting for the User ID and Password.

6. 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.

7. Members/Proxies/Authorized Representatives should bring their copy of the 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.

8. 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.

9. 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.

10. 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.

11. All the documents relevant to the business as stated in the Notice convening the EGM and explanatory statement attached hereto, are open for inspection by the Members at the Registered Office of the Company upto and including the date of this EGM, during business hours on any working day of the Company without payment of fee and the same will also be available for inspection at the Head Office of the Company and also at the EGM.

12. 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.

13. **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 EGM 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 Friday, March 23, 2018, the cut-off date for the purpose of remote e-voting and voting at the EGM, are entitled to vote on the Resolutions set forth in this Notice. 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 Friday, March 23, 2018. Members are eligible to cast vote only if they are holding shares as on cut-off date.

c) **The remote e-voting period will commence at 9:00 a.m. (IST) on Monday, March 26, 2018 and will end at 5:00 p.m. (IST) on Wednesday, March 28, 2018.** 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-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 EGM 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 EGM and the Members attending the EGM and who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM.

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 **Monday, March 26, 2018 at 9:00 a.m. (IST)** and ends on **Wednesday, March 28, 2018 at 5:00 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 i.e. Friday, March 23, 2018 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

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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	• 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. • 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).

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 logon to 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
- 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 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 under help Section or write an email to helpdesk.evoting@cdslindia.com.

14. 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. March 23, 2018.**
15. Mr. Hemanshu Kapadia, Practicing Company Secretary (FCS: **3477** and CP: **2285**), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, failing him, Mr. Vipin Mehta, Practicing Company Secretary (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.
16. 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 EGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall counter sign the same.
17. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. *www.vidhifoodcolour.com* and on the website of CDSL i.e. *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.
18. Route Map and Landmark for the venue of the first Extra-ordinary General Meeting of the Company for the financial year 2017-18 is given after the notice and forms part of the notice.

By Order of the Board of Directors

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

Sd/-
Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Date: February 23, 2018
Place: Mumbai

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

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 & 2 of the accompanying Notice dated February 23, 2018.

Item No. 1:

Explanation to Regulation 23 of the Listing Regulations expressly provides that a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(4) of the Listing Regulations provides that all material related party transactions shall require approval of the shareholders through ordinary resolution. We understands that the proposed transaction is not a Material Transaction and falls below the prescribed limit. However, in the interest of better governance of the Company, the Board desires to take the approval of the members.

Accordingly, approval of the Members is being sought to authorize the Board of Directors ('the Board') to acquire 100% shareholding of Arjun Food Colorants Manufacturing Private Limited, a related party of the Company.

Information enabling the Members to understand the scope and implications of Item no. 1 is given below:

(a) Name of the related party:	Arjun Food Colorants Manufacturing Private Limited ('Proposed Company'); an entity owned by the Promoter of our Company

(b) Name of the Director or Key Managerial Personnel who is related, if any:	(1) Mr. Bipin Madhavji Manek [Chairman and Managing Director] – Promoter, Director and Shareholder in the proposed Company (2) Mr. Mihir Bipin Manek [Joint Managing Director] - Promoter, Director and Shareholder in the proposed Company (3) Mrs. Pravina Bipin Manek [Non-executive Director] – Promoter and Shareholder in the proposed Company (4) Mr. Mitesh Dinesh Manek [Chief Financial Officer] - Promoter and Director in the proposed Company
(c) Nature of relationship:	Common Promoters
(d) Nature, material terms, monetary value and particulars of the contract/ arrangements:	Acquisition of 100% shareholding (comprising of 50,000 equity shares of Rs. 10/- each) of Arjun Food Colorants Manufacturing Private Limited for a total cash consideration of Rs. 7,92,05,000/- (Rupees Seven Crores Ninety Two Lakhs and Five Thousand Only)
(e) Any other information relevant or important for the members to take a decision on the proposed resolution:	The objective of the acquisition is to acquire the industrial land and building held by the Proposed Company for future expansion and to consolidate the business of the Company with the promoter group Company. The Company has obtained the Valuation Report from M/s Crowe Horwath Advisory Services Private Limited dated February 5, 2018 for acquisition of Arjun Food Colorants Manufacturing Private Limited and the same was duly approved by the Board.

The Audit Committee and the Board, in their meetings held on February 14, 2018, have approved the aforesaid related party transaction. The Board is of opinion that this Resolution is in best interest of the Company and therefore recommends resolution mentioned at Item no.1 of the accompanying notice for the approval of the Members of the Company by way of an Ordinary Resolution. On the completion of the said acquisition of shares, Arjun Food Colorants Manufacturing Private Limited will become Wholly-owned Subsidiary of our Company.

Pursuant to Section 102 (1) of the Companies Act, 2013, Mr. Bipin M. Manek (DIN: 00416441), Chairman and Managing Director, Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director and Mrs. Pravina B. Manek (DIN: 00416533), Non-executive Director, being the promoters and promoter group and Mr. Mitesh Dinesh Manek, Chief Financial Officer, are concerned or interested in the Resolution at Item No. 1 of the accompanying notice. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The extent of shareholding interest in Proposed Company of every Promoter, Director and of every other key managerial personnel of our Company is given in table below:

Sr. No.	Name	Number of Shares	% holding
1	Mr. Bipin M. Manek (DIN: 00416441)	14,100	28.2
2	Mr. Mihir B. Manek (DIN: 00650613)	6,200	12.4
3	Mrs. Pravina B. Manek (DIN: 00416533)	23,500	47.0
4	Mr. Mitesh Manek	6,200	12.4

All the documents relevant to the business as stated at the Item no. 1 of the notice convening the EGM are open for inspection by the Members at the Registered Office and Corporate Office of the Company upto and including the date of this EGM during business hours on any working day of the Company without payment of any fees and the same shall also be available for inspection at the Head Office and Corporate Office of the Company and also at the EGM.

Item No. 2:

Mr. Bipin M. Manek (DIN: 00416441), Chairman and Managing Director (Indian, date of birth – June 7, 1956) is one of the Promoters and First Directors of the Company. Owing to his outstanding qualities of leadership, maturity, experience and performance over the years, he was designated as a Managing Director of the Company and re-appointed from time to time. He was previously re-appointed as Managing Director of the Company by the Members for the period of 5 (five) years commencing from November 1, 2012 and ending on October 31, 2017, on continuation basis, without any interruption/ break in service, on various terms and conditions including remuneration as approved at the Nineteenth Annual General Meeting ('AGM') held on September 29, 2012, not liable to retire by rotation. At the Twenty-Third AGM held on September 24, 2016, remuneration paid to him was revised from the existing Rs. 1,25,000/- per month to Rs. 2,50,000/- per month for his remaining tenure as Managing Director of the Company i.e. till October 31, 2017. The Board considers that the services of Mr. Bipin M. Manek (DIN: 00416441) as the Managing Director of the Company will be valuable for the growth of the Company.

Mr. Bipin M. Manek (DIN: 00416441) holds a degree of B.Com. His academic brilliance combined with rich experience of over 31 years has enabled the Company to reach at this stage. He has played a significant role in leading the Board of Directors of the Company in Vidhi's success; particularly in the context of geographical coverage and revenues.

Considering the responsibilities entrusted to him and based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Act and all applicable Rules made under the Act, the Board of Directors of the Company, at their meeting held on September 25, 2017 has unanimously approved the re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as the Chairman and Managing Director for a further period of 5 (five) years commencing from November 1, 2017 and ending on October 31, 2022. The aforesaid re-appointment is on a continuation basis without any interruption/break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required. Mr. Bipin M. Manek (DIN: 00416441) is also designated as a Key Managerial Personnel of the Company under the provisions of Section 203 of the Act. The period of office of Mr. Bipin M. Manek (DIN: 00416441) shall not be liable to determination by retirement of Directors by rotation. He is not holding any membership/chairmanship in any of the Committees of the Company.

Mr. Bipin M. Manek (DIN: 00416441) satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from Mr. Bipin M. Manek (DIN: 00416441) consent to act as the Managing Director of the Company.

Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection by the Members at the Registered Office as well as Corporate Office of the Company during business hours on any working day of the Company without payment of any fees. The material terms and conditions of the re-appointment of Mr. Bipin M. Manek (DIN: 00416441), as the Chairman and Managing Director, as given in Managing Director Agreement, are as follows:

a) Designation and period of re-appointment:

Mr. Bipin M. Manek (DIN: 00416441) has been re-appointed as the Chairman and Managing Director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid re-appointment of Mr. Bipin M. Manek (DIN: 00416441) is for the period of 5 (five) years commencing from November 1, 2017 and ending on October 31, 2022, on continuation basis, without any interruption/ break in service. His period of office shall not be liable to determination by retirement of Directors by rotation.

b) Remuneration:

The Managing Director shall be entitled to remuneration upto the maximum as may be permitted under Schedule V of the Act or any modifications or re-enactment thereof as in force for the period under the agreement or on the basis of such other law/modifications as may be permissible or applicable; so however, at present the Board has approved the total remuneration not exceeding a salary of Rs. 2,50,000/- p.m. and applicable perquisites and commission of 5% on the net profit of the Company subject to the review of the Nomination and Remuneration Committee from time to time.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, commission, etc. to the Managing Director as specified in this agreement or any amendment thereto as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to such approval as may be required. He shall not be paid any sitting fees for attending the Meeting of the Board of Directors of Committee thereof.

Remuneration/profit related commission as permissible and subject to the provisions of Section 197 and other applicable provisions of the Act, as determined by the Board at its sole discretion;

c) Overall Limit:

The remuneration referred to in Clause (b) hereof is subject to the limit of 5% of the annual net profits of the Company and subject to the overall limit of 10% on the remuneration of all the Managing Directors of the Company.

The aforesaid re-appointment may be terminated by either party by giving to the other party not less than three months' prior notice in writing of such termination or payment in lieu of notice.

If and when the aforesaid reappointment/ employment of Mr. Bipin M. Manek (DIN: 00416441) expires or is terminated, Mr. Bipin M. Manek (DIN: 00416441) shall cease to be the Managing Director and also Director of the Company from such date of cessation.

The terms and conditions of the aforesaid re-appointment/employment including but not limited to the remuneration payable to Mr. Bipin M. Manek (DIN: 00416441) may be revised, modified, altered and varied from time to time as may be determined by the Board at its sole discretion.

It is proposed to seek the Members approval for re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as Managing Director of the Company for a further period of five years.

Brief resume of Mr. Bipin M. Manek (DIN: 00416441), nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships /chairmanships of Board Committees, shareholding, etc. as stipulated under the Listing Regulations and Secretarial Standard - 2 are provided as annexure to the notice convening this meeting.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that Mr. Bipin M. Manek (DIN: 00416441), Managing Director, himself, and Mr. Mihir B. Manek (DIN: 00650613), Joint Managing Director, and Mrs. Pravina B. Manek (DIN: 00416533), Non-executive Director, being son and spouse, respectively, are concerned or interested in the Resolution at Item No. 2 of the accompanying notice relating to re-appointment of Managing Director.

Mr. Bipin M. Manek (DIN: 00416441) is holding 1,41,10,333 equity shares of the Company constituting 28.25% of total voting power and Mrs. Pravina B. Manek (DIN: 00416533) is holding 1,79,90,667 equity shares of the Company constituting 36.02% of total voting power. Further, Mr. Bipin M. Manek (DIN: 00416441) and Mr. Mihir B. Manek (DIN: 00650613) draw remuneration as Managerial Person of the Company. Also Mr. Bipin M. Manek (DIN: 00416441) and Mrs. Pravina B. Manek (DIN: 00416533) take Guarantee Commission from the Company for Guarantee given by them. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Accordingly, the Board recommends the ordinary resolution in relation to the re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as set forth in Item No. 2 of the notice for the approval of the Members.

By Order of the Board of Directors

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

Sd/-
Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Date: February 23, 2018
Place: Mumbai

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

Annexure to Item No. 2 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)

None of the Directors are inter - se related with other directors or key managerial personnel except Mr. Bipin M. Manek (DIN: 00416441), Mrs. Pravina B. Manek (DIN: 00416533) and Mr. Mihir B. Manek (DIN: 00650613) who are relatives as defined under Section 2(77) of the Companies Act, 2013.

Name of the Director	Mr. Bipin M. Manek
DIN	00416441
Date of Birth	June 7, 1956
Age	61 Years
Qualifications	B. Com
Nationality	Indian
Terms and conditions of appointment / re-appointment	Proposed to be re-appointed for a term of five years effective from November 1, 2017. His office shall not be liable to retire by rotation.
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 2 and Explanatory Statement related to it.
Details of remuneration last drawn	Rs. 2,50,000/- per month and 5% of Net Profit of the Company
Date of first appointment on the Board	January 19, 1994
Shareholding in the Company	1,41,10,333 Equity Shares of Re. 1/- each
Number of board meetings attended during the period from 01.04.2017 to 23.02.2018	7 (Seven)
List of Directorships held in other Companies	Arjun Food Colorants Manufacturing Private Limited
Committee membership	Nil
Relationship with Directors, Managers or other KMPs	Spouse of Mrs. Pravina Manek (DIN: 00416533), Non-executive Director and father of Mr. Mihir Manek (DIN: 00650613), Joint Managing Director
Nature of Expertise or experience	Rich experience of over 31 years in the field of Imports & Exports in food color industries and management of business.

By Order of the Board of Directors

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

Sd/-
Bipin M. Manek
Chairman & Managing Director
(DIN: 00416441)

Date: February 23, 2018
Place: Mumbai

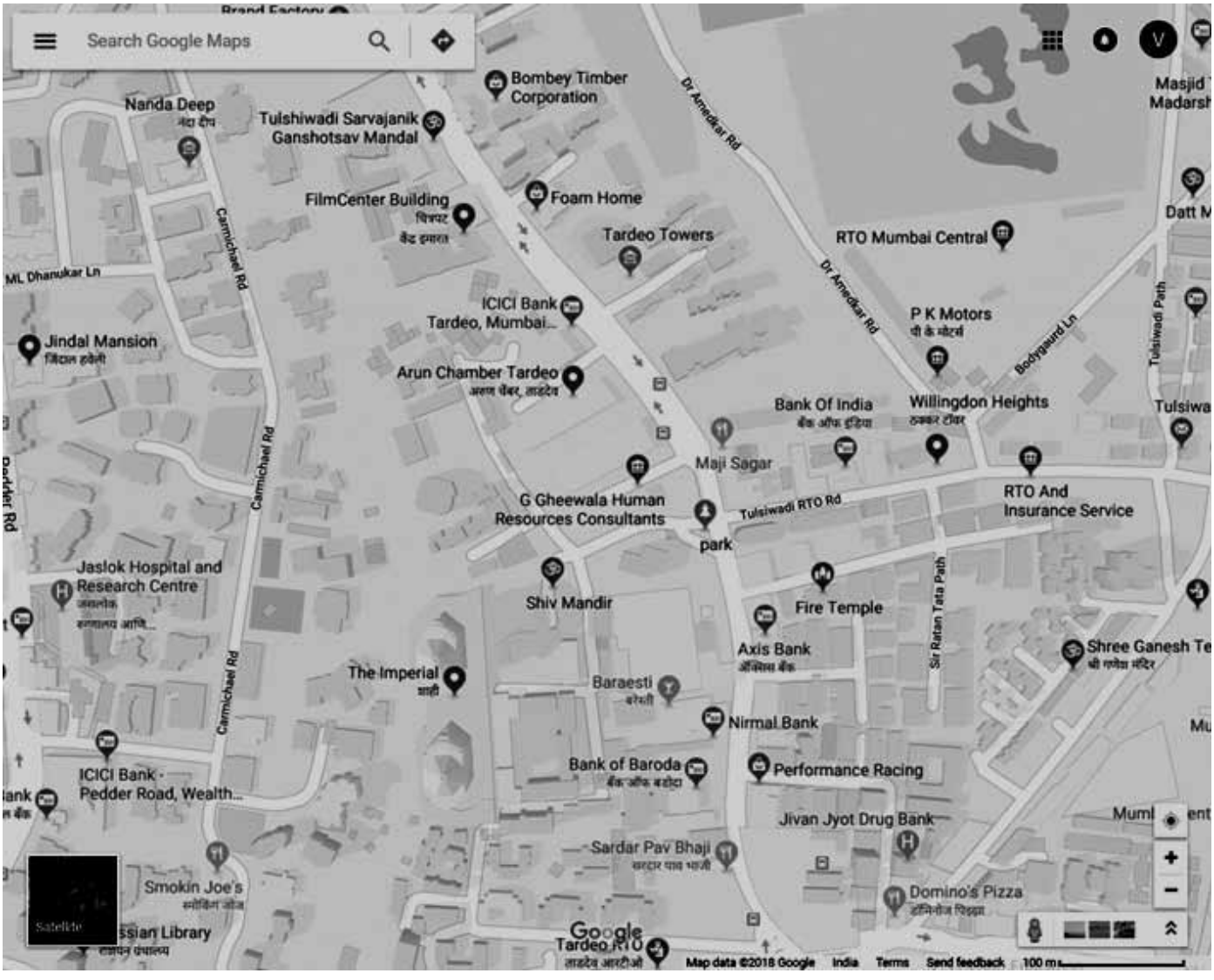
Address: Flat No.12, Somerset House,
Off Bhulabhai Desai Road,
Warden Road, Mumbai – 400026

Registered Office:
E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400034
CIN: L24110MH1994PLC076156
www.vidhifoodcolour.com

ROUTE MAP TO THE VENUE OF THE FIRST EXTRA-ORDINARY GENERAL MEETING OF VIDHI SPECIALTY FOOD INGREDIENTS LIMITED (FORMERLY KNOWN AS 'VIDHI DYESTUFFS MANUFACTURING LIMITED') FOR THE FINANCIAL YEAR 2017-18:

Venue: The Terrace, Commerce Centre, 78, Tardeo Road, Mumbai – 400034

Landmark: AC Market



Terrace, Commerce Center

www.westernpress.in

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(Formerly known as Vidhi Dyestuffs Manufacturing Limited)
CIN: L24110MH1994PLC076156
Registered office: E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034
Tel. No.:022-6140 6666 Fax No. 022-2352 1980
E-mail: vdml@vsnl.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]

First Extra-ordinary General Meeting of the Company for the financial year 2017-18 - Thursday, March 29, 2018

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:…….....……..... Email Id: …….....…

   Address: …….....

   …….....

   Signature:…….....……., or failing him/her

2. Name:…….....……..... Email Id: ……...……

   Address: ……...……

   …….……..

   Signature:…….....……., or failing him/her

3. Name:…….....……..... Email Id: ……

   Address: ……...……

   …….....…….....……..

   Signature:…….....……,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Extra-ordinary General Meeting of the Members of the Company for the financial year 2017-18 to be held on Thursday, March 29, 2018 at 3.00 p.m. at the Terrace, Commerce Centre, 78, Tardeo Road, Mumbai – 400034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	Voting (Optional)	
	Special Business	**For**	**Against**
1.	Approval for acquisition of 100% shareholding of Arjun Food Colorants Manufacturing Private Limited		
2.	Approval for re-appointment of Mr. Bipin M. Manek (DIN: 00416441) as Chairman and Managing Director of the Company.		

Signed this _____day of_____ 2018

Affix revenue stamp

_____
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.

VIDHI

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(FORMERLY KNOWN AS VIDHI DYESTUFFS MANUFACTURING LIMITED)

CIN : L24110MH1994PLC076156

Registered Office : E-27, Commerce Centre, 78, Tardeo Road, Mumbai - 400 034

Tel. No.:022-6140 6666 Fax No. 022-2352 1980 E-mail: vdml@vsnl.com

Website:www.vidhifoodcolour.com

ATTENDANCE SLIP

First Extra-ordinary General Meeting for the financial year 2017-18 – Thursday, March 29, 2018

DP-ID & Client ID/ Folio No.	
Name & Address of Sole Member	
Name of Joint Holder(s), if any	
Name of Authorised Representative/Proxy, if any	
No. of Shares held	

I certify that I/we are members/Authorised Representative/proxy for the Member of the Company.

I/We hereby record my/our presence at the First Extra-ordinary General Meeting of the Members of Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited') for the financial year 2017-18 held on Thursday, March 29, 2018 at 3.00 p.m. at the Terrace, Commerce Centre, 78, Tardeo Road, Mumbai – 400034.

Member's / Authorised Representative/ Proxy's Signature

Cut Here

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN No. / Seq. No

NOTE: Please read the complete instructions printed at Note No. 13 of the Notice of the First Extra-ordinary General Meeting of the Members of the Company for the financial year 2017-18. The E-Voting period starts on Monday, March 26, 2018 at 9:00 a.m. (IST) and ends on Wednesday, March 28, 2018 at 5:00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.