



VIDHI DYESTUFFS MANUFACTURING LIMITED

[CIN: L24110MH1994PLC076156]

Registered Office: E/27 Commerce Center 78, Tardeo Road, Mumbai-400034

Phone No.: 022-61406666; Fax No.: 022- 23521980

Website: www.vidhifoodcolour.com; Email id: vdml@vsnl.com

POSTAL BALLOT NOTICE

Notice issued to Members pursuant to Section 110 of the Companies Act, 2013

Dear Shareholders(s),

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations') as amended from time to time and other applicable laws and Regulations; that the proposed Special Resolution appended below is proposed to be passed by the Members of the Company by way of postal ballot process.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the said Resolution setting out the material facts concerning the proposed resolution and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration.

1. To consider change of name of the Company and consequent alteration in the Memorandum and Articles of Association of the Company under the provisions of Section 4, 13, 14 and 15 of the Companies Act, 2013.

The Board of Directors of the Company (hereinafter referred to as 'the Board') has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - Proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: A25385) - Partner of M/s. VPP & Associates as the Scrutinizer to conduct the Postal Ballot voting process (including voting by electronic means/ e-voting) in a fair and transparent manner.

E-Voting option: In compliance with Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and 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, to enable Members to cast their vote electronically, the Company is pleased to provide an option to the Members to vote on the postal ballot by way of electronic voting/e-voting instead of dispatching the physical Postal Ballot Form by post. Voting by electronic mode is more convenient means of exercising the voting rights and may help to increase the Members' participation in the decision-making process. It may be noted that e-voting is optional.

The Company has availed electronic voting platform of Central Depository Services (India) Limited (CDSL) to provide E-voting facility to its Members. Members having shares in demat form and in physical form may vote either by way of postal ballot form or by way of e-voting. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

Members entitled to vote who have not received postal ballot forms or the manner and process of voting by electronic mode (PIN MAILERS) may apply to the Company and obtain a duplicate postal ballot form or the manner and process of voting by electronic mode (Duplicate PIN MAILERS).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to carefully read e-voting instructions given in notes to the notice or may visit Help section of <https://www.evotingindia.com>, before casting your vote on e-voting, or e-mail to helpdesk.evoting@cdslindia.com or contact at 1800 200 5533.

You are also requested to carefully read the instructions printed on postal ballot form and thereafter mark your assent (for) or dissent (against) by filling the necessary details and put your signature at the designated place in the Postal Ballot Form and return the same duly completed (no other form or photocopy permitted), in case of physical voting, in the attached self addressed postage Pre-paid envelope (if posted in India) so as to reach the scrutinizer or cast the votes by electronic mode, as applicable, not later than Thursday, June 9, 2016 by 5.00 p.m. (IST) to be eligible to be considered, failing which it will be strictly considered that no reply has been received from the Member. Upon completion of the scrutiny of the forms/e-voting, the scrutinizer shall submit his report to the Chairman or any other Director of the Company, if authorised by the Board.

The Chairman & Managing Director or any Director of the Company or any other person authorized by the Board of the Company will announce the result of postal ballot on Saturday, June 11, 2016 at 05.00 p.m. at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company and communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The result will also be displayed on the website of the Company at www.vidhifoodcolour.com for the information of the Members.

The Notice is being communicated to all the Members whose names appear in the Register of Members/Beneficiary Position maintained by the Depository as on Friday, May 6, 2016, being the record date for the purpose of voting. Subject to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (as amended), voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Members and shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid record date. A person who is not a Member as on the record date should treat this Notice for information purpose only.

Accordingly, notice is being sent to all the Members of the Company whose names appear in the Register of Members/Beneficiary Position maintained by the Depository as on Record Date i.e. May 6, 2016, being record date for voting, for seeking their approval by way of passing following Resolution as a Special Resolution through Postal Ballot, together with the Explanatory Statements as required under section 102(1) of the Companies Act, 2013, setting out the material facts and reasons for the Resolution, along with a Postal Ballot Form ("Form") for your consideration.

Subject to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (as amended), voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Members and shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid record date. A person who is not a Member as on the record date should treat this Notice for information purpose only.

SPECIAL BUSINESS:

Item No. 1: To consider Change of Name of the Company from "Vidhi Dyestuffs Manufacturing Limited" to "Vidhi Specialty Food Ingredients Limited" and Consequent Alteration in the Memorandum and in the Articles of Association of the Company:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable Rules made under the Act (including any statutory modifications or re-enactment thereof for the time being in force), applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the

Company and subject to approval of the Central Government, the Registrar of Companies, Stock Exchanges and any other statutory approvals as may be required in this matter, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of the Company from “**Vidhi Dyestuffs Manufacturing Limited**” to “**Vidhi Specialty Food Ingredients Limited**” as made available by the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e “**Vidhi Dyestuffs Manufacturing Limited**”, be substituted with the new name, i.e, “**Vidhi Specialty Food Ingredients Limited**” in the Memorandum of Association, Articles of Association of the Company and all other placed wherever old name is appearing.

RESOLVED FURTHER THAT the Board of Director of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the forms, application and other documents or papers with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit, without further reference to the shareholders of the Company.”

By order of the Board of Directors of
Vidhi Dyestuffs Manufacturing Limited,

Sd/-

Bipin Manek

Chairman & Managing Director

DIN: 00416441

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

Date: **April 26, 2016**

Place: **Mumbai**

CIN: L24110MH1994PLC076156

Registered office:

E/27 Commerce Center 78, Tardeo Road, Mumbai - 400034

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Businesses is appended herein.
2. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its Members to enable them and cast their votes electronically instead of dispatching postal ballot form. The Company has availed electronic voting platform of CDSL to provide E-voting facility to its Members.
3. The postal ballot notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from Sharex Dynamic (India) Pvt. Ltd. (Registrar and Share Transfer Agent) and the Depositories i.e. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), respectively, as on Record date i.e. May 6, 2016 being the record date for the purpose of voting. Members, whose names appear in the Register of Members/list of Beneficial Owners as on the record date will be considered for the purpose of voting. A person who is not a Member as on the record date should treat this Notice for information purpose only.

4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member/Beneficial Owner as on Record Date i.e. **May 6, 2016**.
5. The Board of Directors of the Company has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: A25385) as the Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner. [Address: M/s. Hemanshu Kapadia & Associates; Unit: Vidhi Dyestuff Manufacturing Limited, Office No: 12, 14th Floor, Navjeevan Society, Building No. 3, Lamington Road, Mumbai Central, Mumbai- 400008.
6. In compliance with the provisions of Sections 101, 108, 110 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with the Depository Participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members, whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode, along with a self-addressed postage - prepaid Envelope. This Notice and Form is also available at the Company's website www.vidhifoodcolour.com and also can be downloaded from the website of CDSL <https://www.evotingindia.com>.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate Postal Ballot Form to vote through Physical Form, he/ she can send an e-mail to vdmlcs@hotmail.com. The R & TA shall forward the same along with a self-addressed postage - prepaid Envelope.
8. A Member desiring to exercise vote by E-voting or Physical postal ballot form, is requested to carefully read the instructions printed on the postal ballot form and in the Postal Ballot Notice, as applicable, and cast their votes in electronic mode/return the duly completed form in the attached self-addressed business reply envelope so as to reach the scrutinizer at M/s. Hemanshu Kapadia & Associates, Practising Company Secretaries, Office No.12, 14th Floor, Navjivan Commercial Premises Co-op. Society, Building No.3, Lamington Road, Mumbai Central, Mumbai - 400008 on or before Thursday, June 9, 2016 by 5.00 p.m. (IST). The postal ballot received after that will be treated as if the reply from the member has not been received. The e-voting module shall also be disabled by CDSL for voting thereafter.
9. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If any Member opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice versa. However, in case Member(s) cast vote, both by physical ballot and by electronic mode, then voting done by electronic mode will prevail and voting by physical ballot will be invalid.
10. All the relevant material documents referred to in the Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the announcement of the result of the postal ballot voting.
11. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper.
12. If a resolution is assented to by the requisite majority of the members by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

13. As per Sections 101, 136 and all other applicable provisions of the Act, read with the rules made under the Act and circulars issued by the Ministry of Corporate Affairs, companies can now serve/ send various reports, documents, communications, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their e- mail addresses.

14. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail id with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar and Transfer Agents (R&TA), viz. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Ind. Premises, Andheri-Kurla Rd., Safed Pool, Andheri (E), Mumbai-400072.

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. Members who have not registered their e-mail addresses have been furnished hard copy of the Documents.

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.:

- to their depository participants in respect of their shareholdings in electronic (dematerialized) form;
- to R&TA, in respect of their shareholdings in physical form, quoting their folio numbers.

15. Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, May 11, 2016 at 9.00 a.m. (IST) and ends on Thursday, June 9, 2016 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 (record date) i.e. Friday, May 6, 2016, 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 Tab.
- (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) <ul style="list-style-type: none"> • 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

	<p>the sequence number in the PAN field.</p> <ul style="list-style-type: none"> 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 Resolution 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 Resolution contained in this Notice.
- (xi) Click on the EVSN for the relevant **VIDHI DYESTUFFS MANUFACTURING LIMITED** on which you choose 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 "RESOLUTION 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 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) **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 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 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.
- Documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at vidhi.scrutinizer@hkacs.com, with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the registered office of the Company.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company is into the business of manufacturing and trading of synthetic and natural food Colors. It is advisable to align the name of the Company with its business activity more clearly. Hence, the name of the Company is proposed to be changed from **Vidhi Dyestuffs Manufacturing Limited** to **Vidhi Specialty Food Ingredients Limited**. The Board thinks that the proposed name is more positively reflect the business activity of the Company hence, proposed the change the name of the Company.

The Board of Directors in its Meeting held on November 14, 2015 approved the proposed Name Change of the Company subject to necessary approval. Pursuant to the application filed by the Company with the Registrar of Companies, Maharashtra, Mumbai, the Registrar issued the name availability Certificate dated March 23, 2016 and have made available the name "**Vidhi Specialty Food Ingredients Limited**". Further, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also obtained the necessary in-principal approval from BSE and NSE on March 18, 2016 and April 12, 2016, respectively.

The provisions of the Companies Act, 2013, inter alia, require approval of the Members of the Company by way of Special Resolution for change the name of the Company and consequent alteration in the Memorandum & Articles of Association of the Company.

The above resolution/authority is the statutory requirement that shareholder should approve the said change of name proposal and there is no financial or other interest of the Directors or Key Managerial Personnel of the Company or their Relatives in the resolution at item no.1 Thus, there is no such disclosure to be given under section 102 (1) of the Companies Act, 2013.

The Board of Directors accordingly recommends the special resolution as set out at Item No.1 of the accompanying notice for the approval of the Members.

By order of the Board of Directors of
Vidhi Dyestuffs Manufacturing Limited,

Sd/-
Bipin Manek

Chairman & Managing Director

DIN: 00416441

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

Date: **April 26, 2016**

Place: **Mumbai**

CIN: L24110MH1994PLC076156

Registered office:

E/27 Commerce Center 78, Tardeo Road, Mumbai - 400034

Encl.: 1) Postal Ballot Form

2) Self Addressed Postage pre-paid envelope.