

VIDHI SPECIALTY FOOD INGREDIENTS LIMITED

(Formerly known as Vidhi Dyestuffs Manufacturing 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:** 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]

Twenty-Fifth Annual General Meeting - Friday, September 28, 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:.....EmailId:.....

Address:

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

2. Name:.....EmailId:.....

Address:

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

3. Name:.....EmailId:.....

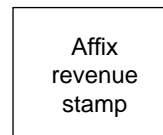
Address:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Fifth Annual General Meeting of the Members of the Company to be held on Friday, September 28, 2018 at 3.30 p.m. at The Victoria Memorial School for Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400 034 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 the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, 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 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 2017-18 | | | |
| 3. | Declaration of Final Dividend on equity shares for the financial year 2017-18 | | | |
| 4. | Appointment of a Director in place of Mr. Mihir B. Manek (DIN: 00650613), who retires by rotation and, being eligible, offers himself for re-appointment | | | |
| 5. | Ratification of appointment of the Statutory Auditors of the Company and fixing their remuneration | | | |
| Special Business | | | | |
| 6. | Approval for the 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 | | | |
| 7. | Approval for the aggregate annual remuneration payable to Mr. Vijay K. Atre (DIN: 00416853) as the Non-Executive Director of the Company, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors | | | |
| 8. | Approval for the continuation of holding the office of a Non-Executive Director by Mr. Vijay K. Atre (DIN: 00416853) | | | |
| 9. | Approval for the continuation of holding the office of Independent Non-Executive Director by Mr. Prafulchandra Shah (DIN: 00417022) | | | |

Signed this _____ day of _____ 2018



Signature of shareholder

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Note:

- 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.
- A Proxy need not be a member of the Company.
*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.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Twenty-Fifth Annual General Meeting.
- The Company reserves its right to ask for identification of the Proxy.
- The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/ Depository Participant.