

# VIDHI DYESTUFFS MFG. LTD.

REGD. OFF.: E/27, COMMERCE CENTRE, 78, TARDEO ROAD, MUMBAI-400 034, INDIA.  
TEL.: (91-22) 6140 6666(100 LINES) • 2351 4349, 2352 2864 / 6347 • FAX : 2352 1980  
E: vdml@vsnl.com • W: www.vidhifoodcolours.com • CIN : L24110MH1994PLC076156

FACTORY : PLOT NO. 59 - B & 68, M.I.D.C. DHATAV, ROHA (RAIGAD),  
MAHARASHTRA - 402 116, INDIA. • TEL. : (02194) 263873

Date: June 11, 2016

To,

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: VIDHIDYE
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: VIDHIDYE**

**Sub: Postal Ballot Results**

Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time), the Company had provided to its members the facility to cast their votes by way of postal ballot process (including e-voting) on the resolution as stated in the Postal Ballot Notice dated April 26, 2016.

Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477), Scrutinizer scrutinized the Postal Ballot voting process (including e-voting) and the postal ballot papers (including e-voting) for above referred Postal Ballot notice. Mode of voting for all the resolutions as set out in the Postal Ballot Notice dated April 26, 2016: Voting by Postal Ballot (including e-voting) concluded at 5:00 P.M. (IST) on Thursday, June 9, 2016.



The e-voting facility was made available during the following voting period:

Commencement of E-voting	End of E-voting
Wednesday, May 11, 2016 at 09.00 A.M. (IST)	Thursday, June 9, 2016 at 05.00 P.M. (IST)

As per the Report of the Scrutinizer, the resolution as set out in the Postal Ballot Notice dated April 26, 2016 have been duly approved by the Members of the Company with requisite majority.

Resolution No.	Brief description of resolutions (Kindly refer to the Notice dated April 26, 2016 for complete resolution)	Outcome of the voting
1	Special Resolution regarding change of name of the Company from Vidhi Dyestuffs Manufacturing Limited to Vidhi Specialty Food Ingredients Limited and consequent changes in Memorandum and Articles of Association of the Company	Approved with requisite majority

Please also find attached herewith the following:

- Voting results as per Regulation 44 of the Listing Regulations
- Scrutinizers' Report

In the aforesaid results and reports, brief description of resolutions has been given. Please take the same on your record.

Kindly refer to the aforesaid Postal Ballot Notice for the complete resolutions and Postal Ballot Form for other relevant information. The aforesaid documents are also posted on the website of the Company: <http://www.vidhifoodcolour.com/>

Thanking you,

Yours faithfully,

For Vidhi Dyestuffs Manufacturing Limited



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

Encl: As Above

Special Resolution No. 1:	Special Resolution regarding 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 (Promoter/Promoter Group are not interested in this resolution)
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Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(4)/(2)]*100			(6)=[(4)/(2)]*100	
Promoter and Promoter group	E-voting	32101000	32101000	100.000	32101000	0	100.000	0.000
	Postal Ballot (if applicable)		0	0	0	0	0.000	0.000
	Total		32101000	32101000	100.000	32101000	0	100.000
Public - Institutional Holders	E-voting	201	0	0	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0	0	0	0.000	0.000
	Total		201	0	0.000	0	0	0.000
Public - others	E-voting	17843799	62307	0	62300	7	99.989	0.011
	Postal Ballot (if applicable)		80098	0	80098	0	100.000	0.000
	Total		17843799	142405	0.000	142398	7	99.995
<b>TOTAL</b>		49945000	32243405	100.000	32243398	7	100.000	0.000

\*Valid Votes

For Vidhi Dyestuffs Manufacturing Limited




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

Date: June 11, 2016

Place: Mumbai

**HEMANSHU KAPADIA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai -400 008

Tel 6631 0888/ 66314830

E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

Website: [hkacs.com](http://hkacs.com)

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
**VIDHI DYESTUFFS MANUFACTURING LIMITED**  
CIN: L24110MH1994PLC076156  
E/27, Commerce Centre, 78,  
Tardeo Road, Mumbai - 400034

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on Tuesday, April 26, 2016, has appointed me as the Scrutinizer to receive, process and scrutinize the postal ballot papers (including e-voting) in respect of the Special Resolution as circulated in the Postal Ballot Notice dated April 26, 2016 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014.
2. I submit my report as under:
  - 2.1 On Tuesday, May 10, 2016, the Company has completed the dispatch of the Postal Ballot Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22 of read with Rule 20 of the Companies (Management and Administration) Rule, 2014 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered as on Friday, May 6, 2016 (being the record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means.
  - 2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in registers maintained for the purpose.
  - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 2.4 The postal ballot forms were opened in my presence on Thursday, June 9, 2016 at 5.10 p.m. and scrutinized and the shareholding was matched / confirmed with the Register of the Members of the Company/ list of beneficiaries as on Friday, May 6, 2016 (i.e. cut-off date for the purpose of voting).
- 2.5 All postal ballot forms received upto 5.00 p.m. (IST) on Thursday, June 9, 2016, the last time and date fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after Thursday, June 9, 2016, 5.00 p.m. (IST).
- 2.7 As on the date of this report, 67 envelopes containing postal ballot forms were returned undelivered.
- 2.8 I did not find any defaced or mutilated ballot paper.
- 2.9 I have also received a complete record from Central Depository Services (India) Limited, the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 5:00 p.m. on Thursday, June 9, 2016. The votes cast were unblocked on Thursday, June 9, 2016 in the presence of two witnesses, Mrs. Pooja Jain and Ms. Chetali Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Pooja Jain

  
Name: Chetali Jain

- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
3. A summary of the voting through postal ballot forms received/e-voting is given below:



**RESOLUTION 1- Special Resolution:** Regarding 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:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms received/ voted through e-voting	24	80219	--	25	32163307	--
(b)	Less: Invalid Postal Ballot forms	3	121	--	0	0	--
(c)	Net valid Postal Ballot forms/ votes (As per Register).	21	80098	100.000	25	32163307	100.000
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	21	80098	100.000	24	32163300	100.000
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	0	0	0.000	1	7	0.000 <sup>#</sup>

**Total: Resolution 1**

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	49	32243526	--
(b)	Less: Invalid ballot & votes (as per Register)*	3	121	--
(c)	Net valid ballot & votes (As per Register)	46	32243405	100.000
(d)	Valid Ballot & Votes with assent for the resolution	45	32243398	100.000
(e)	Valid Ballot & Votes with dissent for the resolution	1	7	0.000 <sup>#</sup>



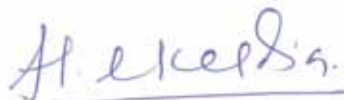
\*Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms or who have voted through both the modes.

#considered as zero as the figure is zero upto 3 decimals.

**Note:** In case of shareholder who have exercised their voting through both the modes i.e. through physical Postal Ballot form and e-voting, then vote cast by e-voting is considered valid and vote casted through physical postal ballot was considered invalid.

4. I shall hand over the postal ballot forms and other related papers/ registers and records for the safe custody to Mr. Bipin Manek (DIN: 00416441), Chairman and Managing Director, and/or Ms. Kalika Dabholkar (ACS: A38704), Company Secretary of the Company, who have been authorized by the Board to supervise the Postal Ballot process, after the receipt of certified true copy of signed minutes
5. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Resolution no. 1 of Postal Ballot Notice dated April 26, 2016 may be deemed to be passed by the Shareholders of the Company as Special Resolution as on the date of meeting convened in this behalf with the requisite majority. The said resolution shall be deemed to have been passed on Thursday, June 9, 2016 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,



Hemanshu Kapadia  
Scrutinizer  
Practising Company Secretary  
C.P. No.: 2285  
FCS: 3477



Date: June 11, 2016  
Place: Mumbai

For Vidhi Dyestuffs Manufacturing Limited,



Bipin M. Manek  
Chairman & Managing Director  
DIN: 00416441

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