

NOTICE OF THE THIRTY-SECOND ANNUAL GENERAL MEETING

To,
The Members

Vidhi Specialty Food Ingredients Limited,

Notice is hereby given that the **Thirty-Second Annual General Meeting** of the Members of **Vidhi Specialty Food Ingredients Limited (“the Company”)** will be held on Thursday, September 25, 2025 at 03:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) which will be deemed to be held at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Change in Equity, 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 Reports of the Board and Auditors’ thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025, the Change in Equity, 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 Report of Auditors’ thereon.
3. To confirm payment of the 1st Interim Dividend, 2nd Interim Dividend and 3rd Interim Dividend on Equity Shares declared for the financial year 2024-25.
4. To declare Final Dividend on Equity Shares for the financial year 2024-25.
5. To appoint a Director in place of Mrs. Vidhi Harsh Parekh (DIN 07584061), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’) and who is not disqualified to become Director under the Act and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

6. **To re-appoint Mr. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director of the Company and payment of remuneration to him:**

To consider 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’), and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as ‘the Listing Regulations’), pursuant to the relevant provisions of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and other requisite approvals, if any required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Mihir Bipin Manek (DIN: 00650613), on continuation basis without any interruption, break in service, as the Joint Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from July 15, 2025 till July 14, 2030, upon the terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Mihir B. Manek, as the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Mihir Bipin Manek remuneration by way of salary, benefits, perquisites, allowances,

etc as mentioned in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting as 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,

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. Mihir Bipin Manek (DIN: 00650613) 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 FURTHER 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.”

7. To re-appoint Mrs. Vidhi Harsh Parekh (DIN: 07584061) as a Whole-Time Director of the Company and payment of remuneration to her:

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

“**RESOLVED THAT** in pursuance of the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as ‘the Act’) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as ‘the Listing Regulations’), pursuant to the relevant provisions of Articles of Association of the Company and provisions of Nomination and Remuneration Policy of the Company, and other requisite approvals if any required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Vidhi Harsh Parekh (DIN: 07584061) as Whole-Time Director of the Company, liable to retire by rotation, for a further period of five (5) years commencing from November 01, 2025 to October 30, 2030, on the terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mrs. Vidhi Harsh Parekh (DIN: 07584061) as Whole-time Director of the Company has no profits or its profits are inadequate, the Company will pay to Mrs. Vidhi Harsh Parekh (DIN: 07584061) remuneration by way of salary, benefits, perquisites, allowances, etc. as mentioned in the Statement pursuant to Section 102 of the Act annexed to this Notice 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.

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 Mrs. Vidhi Harsh Parekh (DIN: 07584061) 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 FURTHER 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.”

8. To appoint Secretarial Auditor:

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries (COP: 2285 & Peer Review Certificate No. 1620/2021) as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to conduct secretarial audit of five consecutive financial years from FY 2025-26 to FY 2029-30, on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: July 28, 2025

Place: Mumbai

Sd/-

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

Address: 1601, Artesia Tower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030.

Registered Office:

E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400 034
Tel: +91 22 6140 6666
Email: mitesh.manek@vidhifoodcolors.com
CIN: L24110MH1994PLC076156
www.vidhifoodcolors.com

NOTES:

- a) The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 09, 2024, read with General Circular No. No. 09/2023 dated September 25, 2023 General Circular No.10/2022 dated December 28, 2022, General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the 32nd AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company.
- b) The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD-PoD-2/P/ CIR/2024/133 dated October 03,2024 read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") has provided relaxation from requirement of sending the hard copy of annual report and sending proxy forms, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"). In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/R&TA/ Depositories, i.e. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL").

In accordance with the provisions of Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is sending a letter to those Members whose e-mail addresses are not registered with the Company / DPs / RTA, providing the weblink of Company's website from where the Annual Report can be accessed and downloaded. The Company shall send a physical copy of the Annual Report to those Members who request for the same at vdmlcs@hotmail.com mentioning their Folio No./DP ID and Client ID.

The Notice of AGM and Annual Report 2024-25 are available on the Company's website viz. <https://vidhifoodcolors.com/investor-relation/annual-reports/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

- c) As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020 read with other MCA Circulars, the matters of Special Business, as appearing at item nos. 6,7 & 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- d) As per Section 105 of the Act, 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. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- e) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 6, 7 & 8 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 5 to 7 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

Brief resume of the Directors of the Company has also been furnished separately in the Annual Report. The Directors proposed to be re-appointed have furnished the relevant consent for their re-appointment.

- f) The name of the RTA changed from “Link Intime India Private Limited” to “MUFG Intime India Private Limited” (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation. having their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel: 8108116767 Fax: 022- 4918 6060 Email Id: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html
- g) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday September 18, 2025 to Thursday, September 25, 2025, both days inclusive, for taking record of the Members of the Company for the purpose of AGM. The Company has fixed Record Date of Wednesday, September 17, 2025 for determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2024-25, if declared at the AGM.
- h) If the final dividend, as recommended by the Board of Directors, is approved at the AGM, such dividend, subject to deduction of tax at source, will be paid/ dispatched on/after Monday, September 29, 2025 but within thirty days from the date of declaration of dividend to those persons (or their mandates):
- whose names appear as beneficial owners as at the end of the business hours on Wednesday, September 17, 2025 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic/dematerialized mode; and
 - whose names appear as Members in the Register of Members of the Company as on Wednesday, September 17, 2025, after giving effect to valid transmission or transposition request lodged with the Company/R & TA, in respect of the shares held in physical mode.
- i) Steps for updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner are as follows:
- **Shares held in physical form:** Members are requested to send the following details/documents to R&TA before September 11, 2025:
 - i) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/12.%20Form%20ISR-1.pdf> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>
 - ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - Cancelled cheque in original,
 - Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - iii) Self-attested copy of the PAN Card of all the holders; and
 - iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.
 - **Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs on or before September 17, 2025.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- j) In respect of the Members holding shares in electronic form, the bank details obtained from the respective depositories will be used for the purpose of distribution of dividend through various approved/permissible electronic mode of payment viz. National Automated Clearing House ('NACH'), Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.

In respect of the Members holding shares in the physical form, the bank details obtained from the R &TA will be used for the purpose of distribution of dividend through various approved/permissible electronic modes of payment. Any query related to dividend should be directed to R & TA.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

- k) Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source ("TDS") at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

1. For Resident Shareholders, TDS shall be deducted under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN) updated in the Company's Register of Members	10%* or as notified by the Government of India
Members not having PAN / valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20% or as notified by the Government of India

* *As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.*

However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2025-26 does not exceed Rs. 10,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. Please note that this includes the future dividend, if any, which may be declared by the Board in the financial year 2025-26.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

- 2. For Non-resident Members**, TDS is required to be deducted in accordance with the provisions of Section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted @ 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, as per Section 90 of the IT Act, the non-resident Member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the Country of tax residence of the Member, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Member.

- l) Form 15G/15H/10F for current financial year can be downloaded from the Link <https://web.in.mpms.mufg.com/client-downloads.html> under general tab.
- m) Kindly note that the aforementioned documents can be submitted to the Company/R&TA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html or can be uploaded on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before September 15, 2025 in order to enable your Company to determine and deduct appropriate TDS rate. No communication on the tax determination / deduction shall be entertained post September 15, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.
- n) The Company will issue soft copy of TDS certificate to its Members through email registered with Company/ Company's RTA post payment of dividend. In addition, Members will be able to download the TDS certificate from the Income Tax Department's website <https://eportal.incometax.gov.in> (refer to Form 26AS).
- o) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Members, such Members will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any assessment/apellate proceedings.
- p) This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

- q) Members, who have not encashed/received the dividend warrants so far in respect of the below mentioned periods, are requested to make their claim to the R&TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid and Unclaimed Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Rules made thereunder, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: <https://vidhifoodcolors.com/investor-relation/unclaimed-dividends/> and also on the website of the Ministry of Corporate Affairs.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2018-19 and thereafter to IEPF:

Financial Year	Date of declaration of dividend	Last date for claiming unpaid/ unclaimed dividend
2018-19 (1 st Interim Dividend)	August 10, 2018	September 13, 2025*
2018-19 (Final Dividend for FY 2017-18)	September 28, 2018	November 01, 2025*
2018-19 (2 nd Interim Dividend)	November 05, 2018	December 09, 2025*
2018-19 (3 rd Interim Dividend)	February 12, 2019	March 16, 2026*
2019-20 (1 st Interim Dividend)	August 14, 2019	September 17, 2026
2019-20 (Final Dividend for FY 2018-19)	September 23, 2019	October 27, 2026
2019-20 (2 nd Interim Dividend)	November 12, 2019	December 16, 2026
2019-20 (3 rd Interim Dividend)	February 11, 2020	March 15, 2027
2020-21 (1 st Interim Dividend)	August 14, 2020	September 17, 2027
2020-21 (Final Dividend for FY 2019-20)	September 29, 2020	November 02, 2027
2020-21 (2 nd Interim Dividend)	November 12, 2020	December 16, 2027
2020-21 (3 rd Interim Dividend)	February 09, 2021	March 13, 2028
2021-22 (Final Dividend for FY 2020-21)	September 28, 2021	November 01, 2028
2021-22 (1 st Interim Dividend)	November 08, 2021	December 12, 2028
2022-23 (Final Dividend for FY 2021-22)	September 30, 2022	October 10, 2029
2022-23 (1 st Interim Dividend)	November 11, 2022	December 15, 2029
2023-24 (Final Dividend for FY 2022-23)	September 29, 2023	November 02, 2030
2023-24 (1 st Interim Dividend)	November 08, 2023	December 12, 2030
2023-24 (2 nd Interim Dividend)	February 07, 2024	March 11, 2031
2023-24 (Final Dividend for FY 2023-24)	September 24, 2024	October 28, 2031
2024-25 (1 st Interim Dividend)	August 08, 2024	September 11, 2031
2024-25 (2 nd Interim Dividend)	November 11, 2024	December 15, 2031
2024-25 (3 rd Interim Dividend)	January 20, 2025	February 13, 2032

* Unclaimed/unpaid amount due to be transferred to IEPF during the current financial year.

- r) Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. During the current financial year, 1st Interim Dividend for the financial year 2018-19 declared in the Board Meeting dated August 10, 2018; Final Dividend for the financial year 2017-18 declared in the Annual General Meeting held on September 28, 2018; 2nd Interim Dividend for the financial year 2018-19 declared in the Board Meeting dated November 05, 2018 and 3rd Interim Dividend for the financial year 2018-19 declared in the Board Meeting dated February 12, 2019 are due to be transferred in IEPF as seven years will be completed from the date of transfer of amount to Unpaid Dividend Account. The Members whose dividend/ Shares, if transferred to the IEPF Authority, can claim the same from the Authority by following the procedure as detailed on the website of IEPF Authority i.e. <https://www.iepf.gov.in/IEPF/refund.html>.

- s) In compliance with the requirements set out in the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial years 2024-25, had transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://vidhifoodcolors.com/investor-relation/unclaimed-dividends/>
- t) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
- u) The Members may note that the SEBI has mandated the submission of PAN by every participant in securities market. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/12.%20Form%20ISR-1.pdf> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html> under the tab KYC. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
- v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- w) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., who are allowed to attend this AGM without restriction on account of first come first served basis.
- x) 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. Accordingly, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website as follows –

1. Form SH-13 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/10.%20Form%20SH-13.pdf>
2. Form SH-14 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/11.%20Form%20SH-14.pdf>
3. Form ISR-3 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/13.%20Form%20ISR-3.pdf>

The same are also available on the website of the R&TA at <https://web.in.mpms.mufg.com/KYC-downloads.html> under the tab KYC.

The duly filled in Nomination Form shall be sent to R & TA by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

- y) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Beneficial Holders of the Company will be entitled to vote at the AGM.
- z) Non-Resident Indian (NRI) Members are requested to inform the Company/R&TA the following immediately:
- i) Change in the residential status on return to India for settling permanently, if any/applicable.
 - ii) Particulars of NRE Bank Account maintained in India with complete name & address of the Bank, if not furnished earlier.
- aa) Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to Mr. Anupam J. Vyas, Company Secretary of the Company, at vdmics@hotmail.com on or before September 17, 2025 through your registered email address quoting their Folio no./ DP ID & Client ID so as to enable the Management to reply at the AGM.
- ab) Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 25, 2025. Members seeking to inspect such documents can send an email to vdmics@hotmail.com. During the 32nd AGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
- ac) As per Regulation 40 of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares, for ease of portfolio management and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or R&TA for assistance in this regard.
- ad) SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated issuance of Securities in dematerialized form in case of Investor Service Requests received from holder of physical shares pertaining to; (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Sub-division / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; and (viii) Transposition. The R&TA will issue a 'Letter of Confirmation' in place of Security certificate. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities. In case the securities holder/claimant fails to submit the demat request within 120 days from the date of issuance of letter of confirmation, RTA/Issuer Companies shall credit the securities to the Suspense Escrow Demat Account of the Company.
- ae) The Company has made special arrangement with the R&TA for registration of e-mail addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. In order to register the email id for receiving the Notice of 32nd AGM and Annual Report through email please submit request at https://web.in.mpms.mufig.com/helpdesk/Service_Request.html and provide the requisite information and attach requisite documents. The system will then confirm the e-mail address for the limited purpose of servicing the Notice of this AGM along with the Annual Report for the year 2024-25.
- af) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the R&TA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the investor can also access the ODR portal available on the website of the Company at <https://vidhifoodcolors.com/investor-relation/investor-contact/>

ag) Voting through Electronic Means:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, as amended, MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 32nd AGM by electronic means (by using the electronic voting system provided by NSDL) either by (a) remote e-voting prior to the AGM or (b) remote e-voting during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. Instructions for Members for attending the AGM through VC/OAVM are explained below.
2. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations (as amended), MCA Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL). The instructions for e-voting system are given herein below.
3. 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 Thursday, September 18, 2025. Members are eligible to cast vote only if they are holding shares as on Thursday, September 18, 2025.
4. **The remote e-voting period will commence at 09:00 a.m. (IST) on Monday, September 22, 2025 and will end at 05:00 p.m. (IST) on Wednesday, September 24, 2025.** 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 e-voting module shall be blocked/disabled for voting thereafter.**
5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, September 18, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
6. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 .</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 00 21 099 11</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 135950 then user ID is 135950001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Vidhi to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to vdmlcs@hotmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit

beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to vdmfcs@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members, who would like to express their views/have questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to reach the Company's email address vdmfcs@hotmail.com on or before 05:00 p.m. (IST) on Thursday, September 18, 2025. The same will be replied by the Company suitably.
 6. Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com
- ah) Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, failing him, Ms. Pooja Mayank Jain (FCS: F8160 and CP: 9136), 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.

- ai) The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within two working days from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- aj) The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://vidhifoodcolors.com/investor-relation/announcements/#general-meeting> and on the website of NSDL i.e. www.evoting.nsdl.com. The Company shall also simultaneously forward the results to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- ak) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Thirty-Second AGM i.e. Thursday, September 25, 2025.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: July 28, 2025

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia Tower,

Plot No 249 and 249A,

Hind Cycle Compound, Worli, Mumbai - 400030.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE THIRTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF VIDHI SPECIALTY FOOD INGREDIENTS LIMITED TO BE HELD ON THURSDAY, SEPTEMBER 25, 2025.

Item No. 6:

Mr. Mihir Bipin Manek (DIN: 00650613) has been involved in leading the food colour manufacturing business of the Company successfully and has been instrumental in achieving substantial growth for the Company. Owing to his outstanding qualities, experience and performance over the years, he was designated as a Joint Managing Director of the Company and re-appointed from time to time. He was previously re-appointed by the Members of the Company at the 27th Annual General Meeting of the Company held on September 29, 2020 as the Joint Managing Director of the Company with effect from July 15, 2020 for a period of five years i.e. till July 14, 2025 on continuation basis, without any interruption/ break in service, on terms and conditions including remuneration as approved at the 27th Annual General Meeting.

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 in their meeting held on July 14, 2025 has unanimously approved the re-appointment of Mr. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director for a further period of five years w.e.f. July 15, 2025 and ending on July 14, 2030 on existing terms and conditions and remuneration. 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 like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required.

Mr. Mihir Bipin Manek (DIN: 00650613) 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 Joint Managing Director. The Company has received from him consent to act as the Joint 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 electronically without payment of fees. The material terms and conditions of the re-appointment of Mr. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director Agreement, are as follows:

a) Designation and period of re-appointment:

Mr. Mihir Bipin Manek (DIN: 00650613) has been re-appointed as Joint Managing Director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid re-appointment of the Mr. Mihir Bipin Manek (DIN: 00650613) is for the period of 5 (five) years commencing from July 15, 2025 and ending on July 14, 2030, on continuation basis, without interruption/break in service. His period of office shall to determination by retirement of Directors by rotation.

b) Remuneration:

- a. **Salary:** 5,00,000/- (Rupees only) per month.
- b. **Commission:** 5% p.a. of the Net Profit calculated under Section 198 read with Section 197 of the companies Act, 2013 less the total salary paid during the financial year.
- c. The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Joint Managing Director of the Company.

Minimum Remuneration

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, remuneration by way of Salary, as mentioned above, shall be treated as Minimum Remuneration under the provisions of Section II, III and IV of part II of Schedule V of the Companies Act, 2013.

In addition to the above, the Joint Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
- c) Encashment of leave at the end of the tenure.

Sitting Fees

The Joint Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof so long as he continues as Joint Managing Director.

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 calculated pursuant to Section 197 and 198 of the Act and further subject to the overall limit of 10% on the remuneration of all the Managing Directors/Whole-time Directors of the Company.

d) Termination:

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.

The terms and conditions of the aforesaid re-appointment/employment including but not limited to the remuneration payable to Mr. Mihir Bipin Manek (DIN: 00650613) 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. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director of the Company for a further period of five years. Details of remuneration paid to Mr. Mihir Bipin Manek (DIN: 00650613) during the financial year 2024-25 have been disclosed in the Annexure to the Board's Report and in the Report on Corporate Governance.

Brief resume of Mr. Mihir Bipin Manek (DIN: 00650613) pursuant to the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India are provided in the annexure to the notice convening this AGM.

The Company has received his consent, declaration to the effect that he is not disqualified under Section 164 of the Act for being appointed as Director and he is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority along with other disclosures.

Pursuant to Section 102(1) of the Companies Act, 2013, it is informed that Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director, himself, and Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director, and Mrs. Pravina Bipin Manek (DIN: 00416533), being his parents, and Mrs. Vidhi Harsh Parekh (DIN: 07584061) being his Sister are concerned or interested in the Resolution at item No. 6 of accompanying notice to re-appointment of Joint Managing Director. All persons named above are Promoters of the Company and were holding, along with Promoter Group, 64.27% of total voting power in the Company as on date.

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 6 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution in relation to the re-appointment of Mr. Mihir Bipin Manek (DIN: 00650613) as set forth in item No. 6 of the notice for the approval of the Members.

All the documents referred in the resolution mentioned at item No. 6 and Explanatory Statement thereto will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members from the date of Circulation of this Notice up to the date of AGM, i.e. September 25, 2025. Members seeking to inspect such documents can send an email to vdmlcs@hotmail.com.

Item No. 7:

Mrs. Vidhi Harsh Parekh (DIN: 07584061) was appointed as Whole-Time Director of the Company for a period of five years with effect from November 01, 2020, and her current term shall expire on October 31, 2025. Based on the recommendation of the Nomination and Remuneration Committee and considering her valuable contribution to the Company, the Board of Directors at its meeting held on July 14, 2025, has approved the re-appointment of Mrs. Vidhi Harsh Parekh as Whole-Time Director for a further period of five (5) years commencing from November 01, 2025 to October 31, 2030, on continuation basis, without any interruption or break in service, subject to the approval of shareholders and applicable statutory approvals.

Mrs. Vidhi Harsh Parekh is a Commerce Graduate and has more than 19 years of experience, particularly in handling matters relating to the Directorate General of Foreign Trade, including import licensing, export incentives, duty drawbacks, etc. She also has notable experience in Human Resources Development and has been actively involved in the Company's compliance, policy implementation and administrative functions.

Her re-appointment is pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The key terms of her re-appointment, including remuneration, are as per the Letter of Appointment approved by the Board and are available for inspection at the Registered Office of the Company and electronically by the Members as mentioned below. In the event of absence or inadequacy of profits in any financial year during the term of her re-appointment, she shall be entitled to receive such remuneration as approved, subject to the limits prescribed under Schedule V of the Companies Act, 2013.

The material terms of re-appointment include salary, perquisites, allowances and performance-linked incentives, subject to limits specified in Section 197 read with Schedule V. The remuneration is subject to approval of the shareholders and shall not exceed the overall limit of managerial remuneration prescribed under the Act.

Mrs. Vidhi Harsh Parekh shall not be entitled to sitting fees for attending meetings of the Board or Committees so long as she continues to hold the office of Whole-Time Director.

Pursuant to Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are available for inspection by the Members electronically without payment of fees. The material terms and conditions of the re-appointment of Mrs. Vidhi Harsh Parekh as Whole time Director as given in the appointment letter are given below:

Appointment

Appointment as a Whole-time Director for a period five years commencing from November 01, 2025, subject to approval of Members in the ensuing Annual General Meeting.

Job Responsibility

As a Whole-time Director Mrs. Vidhi Harsh Parekh has been entrusted with following job responsibilities:

1. Managing and handling the work pertaining to Directorate General of Foreign Trade with regards to Import Licenses, Export incentives, etc.;
2. Managing the functions of Human Resources (HR) activity of the Company;
3. Providing vocational training to the staff for soft skill.
4. Providing training to employees for dealing with foreign customers and suppliers; and
5. Such other responsibilities as may be assigned to you from time to time.

Mrs. Vidhi Harsh Parekh will be reporting to the Chairman of the Company.

Remuneration

1) Basic Salary:

Rs.1,00,000/- (Rupees One Lakh Only) per month, Total Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum.

2) Perquisites and allowances:

In addition to basic salary, Mrs. Vidhi Harsh Parekh shall also be entitled to the following perquisites and allowances:

- i) Provisions for use of Company's Car for office duties and telephone and other communication facilities.
- ii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these, either singly or together, are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable and encashment of the leave will be as per the rules of the Company.
- iv) Such other benefits, amenities, facilities and perquisites as per the rules of the Company as applicable to senior executives and as may be approved by the Board of Directors.

3) Reimbursement of out-of-pocket expenses:

The Company shall reimburse from time to time all expenses that she may be required to incur in the course of performance of duties as Whole-time Director of the Company.

In case of inadequacy of Profit in future during her tenure, the Company shall pay remuneration by way of salary, dearness allowance, perquisites, commission and allowance, as mentioned above, as minimum remuneration.

She will not be entitled to receive sitting fees for attending any meetings of the Board or Committee of the Directors.

However, she will be entitled to take reimbursement of expenses incurred by her, if any, in connection with attending the Board Meetings, Committee Meetings, General Meetings and other meetings in relation to the business of the Company.

Retirement by Rotation

As per the relevant provisions of the Companies Act, 2013 and Rules made there under, she will be subject to retirement by rotation of Director. She will also immediately cease to be the Whole-time Director, if she cease to hold office of Director for any cause.

Termination / Resignation

Before the expiry of her tenure, the Company may terminate her appointment by giving a notice of intention to terminate it at least 2 Months before the date on which the termination is to come into effect. Similarly, she may tender her resignation to the Company by giving notice of at least 2 Months. If such notice is given by either of the parties, her appointment will come to an end on the expiry of notice period. With mutual consent, the above notice period can be of shorter period.

The Board believes that her association would be of immense benefit to the Company and it is desirable to avail her services as an Executive Director. Accordingly, the Board of Directors recommends her reappointment as Whole-time Director of the Company for a term of 5 (five) years w.e.f. November 01, 2025 to October 31, 2030.

The brief profile of Mrs. Vidhi Harsh Parekh, nature of her expertise, names of Companies in which she holds Directorships, shareholding in the Company, etc. pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening this AGM.

The Company has received her consent, declaration to the effect that she is not disqualified under Section 164 of the Act for being appointed as Director and she is not restrained from holding position of director in any listed

company by virtue of any order of SEBI or any such authority along with other disclosures.

The Board recommends the Ordinary Resolution at Item No. 7 for approval by the Members.

Pursuant to Section 102(1) of the Companies Act, 2013, it is informed that Mrs. Vidhi Harsh Parekh (DIN: 07584061), herself, Mr. Bipin Madhavji Manek (DIN: 00416441), Managing Director, and Mrs. Pravina Bipin Manek (DIN: 00416533), being her parents, and Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director, being her brother, are concerned or interested in the Resolution at Item No.7 of the accompanying notice relating to reappointment of Mrs. Vidhi Harsh Parekh (DIN: 07584061) as Director as well as Whole-time Director. All persons named above are Promoters of the Company and were holding, along with Promoter Group, 64.27% of total voting power in the Company as on date.

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. 7 of the Notice.

Item No. 8:

The Board of Directors has based on recommendation of Audit Committee, recommended the appointment of M/s. Hemanshu Kapadia & Associates Practicing Company Secretaries, (COP: 2285 & Peer Review Certificate No. 1620/2021) as the Secretarial Auditors of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive 5 years, i.e. from the financial year 2025-26 to financial year 2029-30. The proposed fee to be paid to the Secretarial Auditors for the financial year 2025-26 is Rs.1,00,000 per annum plus applicable taxes and other out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

M/s. Hemanshu Kapadia & Associates is a reputed firm of Practicing Company Secretaries with over 30 years of experience. The firm has a diverse clientele across several industries. Their audit approach and fee structure have been evaluated and found to be appropriate, aligning well with the Company's requirements.

M/s. Hemanshu Kapadia & Associates have consented to act as Secretarial Auditors and have furnished a certificate confirming that they are not disqualified to be appointed as the Secretarial Auditors of the Company under the provisions of the Listing Regulations, the Companies Act, 2013 and the relevant rules.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 8 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the accompanying Notice.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: July 28, 2025

Place: Mumbai

Sd/-

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

Address: 1601, Artesia Tower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030.

Annexure to Item No. 5 to 7 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)

Name of the Director	Mr. Mihir Bipin Manek	Mrs. Vidhi Harsh Parekh
DIN	00650613	07584061
Date of Birth	March 08, 1982	April 30, 1987
Age	43 years	38 years
Qualifications	B.S.C in Industrial Chemistry	Commerce Graduate
Nationality	Indian	Indian
Expertise in specific functional areas	20 years and expertise in the business of procurement of imported raw materials and distribution of various chemicals.	Over 19 Years in handling work pertaining to the Directorate General of foreign trade viz. import licensing, export incentives, duty drawback etc. and also in Human Resources Development.
Terms and conditions of appointment/ reappointment	Re-appointment for further period of 5 years w.e.f. July 15, 2025 till July 14, 2030, liable to retire by rotation, on payment of remuneration and other terms as given in Explanatory Statement to item No. 6	Re-appointment for further period of 5 years w.e.f. November 01, 2025 till October 30, 2030, liable to retire by rotation, on payment of remuneration and other terms as given in Explanatory Statement to item No. 7
Details of remuneration sought to be paid	As per Explanatory Statement Item No.6	As per Explanatory Statement Item No.7
Date of first appointment on the Board	July 31, 2006	November 01, 2020
Shareholding in the Company - Own - For other persons on a beneficial basis	Nil	Nil
List of Directorships held in other Companies	Arjun Food Colorants Manufacturing Private Limited Vidhi Finechem Private Limited	Chroma Food Ingredients Private Limited
Committee Membership in other Company	Nil	Nil
Number of Meetings of Board attended during 2024-25 (a) Total Meetings held during respective tenure (b) Attended	04 04	04 04
which the Director has resigned from Directorship in last three (3) years (Financial years)	Nil	Nil

Note: For other details such as remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors, please refer to the Board's Report and the Corporate Governance Report.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: July 28, 2025

Place: Mumbai

Sd/-

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

Address: 1601, Artesia Tower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030.