

Date: 22nd September, 2023

To
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code: 519152

Dear Sir,

SUB: VOTING RESULTS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM ALONG WITH THE SCRUTINIZER'S REPORT OF 38th ANNUAL GENERAL MEETING

With reference of above mentioned subject, we are enclosing herewith the details of Voting Results (remote e-voting and e-voting during the AGM) of 38th Annual General Meeting ("AGM") of the Company held on September 21, 2023 at 03:00 pm (IST) through VC/OAVM, in compliance with the relevant provisions of the Companies Act, 2013 read with the Rules made thereunder and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in the format prescribed under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 with Scrutinizer's Report Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.

Please take note that the voting results has already been filed in XBRL mode.

Thanking you,

Yours faithfully,
For VADILAL ENTERPRISES LIMITED

Ashish Thaker Company Secretary

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Import XML

General information about company						
Scrip code	519252					
NSE Symbol	NA					
MSEI Symbol	NA					
ISIN	INE693D01018					
Name of the company	VADILAL ENTERPRISES LIMITED					
Type of meeting	AGM					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-08-2023					
Start time of the meeting	03:00 PM					
End time of the meeting	03:15 PM					

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Scrutinizer Details						
Name of the Scrutinizer	CS MANOJ HURKAT					
Firms Name	MANOJ HURKAT & ASSOCIATES					
Qualification	CS					
Membership Number	4287					
Date of Board Meeting in which appointed	09-08-2023					
Date of Issuance of Report to the company	21-09-2023					

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Voting results					
Record date	14-09-2023				
Total number of shareholders on record date	1232				
No. of shareholders present in the meeting either in person or through property	ζу				
a) Promoters and Promoter group	0				
b) Public	0				
No. of shareholders attended the meeting through video conferencing					
a) Promoters and Promoter group	13				
b) Public	24				
No. of resolution passed in the meeting	5				
Disclosure of notes on voting results	Add Notes				

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			Reso	olution (1)				
	Resolution required: (Ordinary / Special)				Ordinary			
Whether	promoter/promoter group are	interested in the age	enda/resolution?			No		
		Description of resol	ution considered	-	nsider and adopt the it & Loss for the year		023, the Balance Sh	
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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		289072	65.3747	289072	0	100.0000	0.0000
Promoter and	Poll	442177	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	442177	289072	65.3747	289072	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		188	0.0447	48	140	25.5319	74.4681
Public- Non	Poll	420491	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	420491	188	0.0447	48	140	25.5319	74.4681
TOTAL TOTAL	Total	862668	289260	33.5309	289120	140	99.9516	0.0484
					Whether resolution	is Pass or Not.	Y	es
					Disclosure of	notes on resolution	Add I	Notes

	Resolution (2)								
	Resolution required: (Ordinary / Special)				Ordinary				
Whether	promoter/promoter group are	interested in the ago	enda/resolution?			No			
		Description of resol	ution considered	To declare d	lividend on Equity Sh	nares for the financia	al year ended on Ma	arch 31, 2023	
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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		289072	65.3747	289072	0	100.0000	0.0000	
Promoter and	Poll	442177	0	0.0000	0	0	O	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	442177	289072	65.3747	289072	0	100.0000	0.0000	
	E-Voting		0	0	0	0	0.0000	0.0000	
Public-	Poll	0	0	0	0	0	0.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
	E-Voting		188	0.0447	48	140	25.5319	74.4681	
Public- Non	Poll	420491	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	420491	188	0.0447	48	140	25.5319	74.4681	
neel	Total 862668 289260 33.5309 289120 140						99.9516	0.0484	
					Whether resolution	is Pass or Not.	Y	'es	
					Disclosure of	notes on resolution	Add	Notes	

	Resolution (3)							
	Res	dinary / Special)	Ordinary					
Whether	promoter/promoter group are	interested in the age	enda/resolution?			No		
		Description of resol	ution considered		-	•	152(6) of the Comp	panies Act, 2013 and
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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		289072	65.3747	289072	0	100.0000	0.0000
Promoter and	Poll	442177	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	442177	289072	65.3747	289072	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		137	0.0326	48	89	35.0365	64.9635
Public- Non	Poll	420491	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	420491	137	0.0326	48	89	35.0365	64.9635
TOTAL TOTAL	Total	862668	289209	33.5249	289120	89	99.9692	0.0308
					Whether resolution	is Pass or Not.	Y	es
					Disclosure of	notes on resolution	Add I	Notes

			Reso	olution (4)				
	Resolution required: (Ordinary / Special)				Ordinary			
Whether	promoter/promoter group are	interested in the age	enda/resolution?			Yes		
		Description of resol	ution considered	• • •	. Rajesh R. Gandhi (E ed as "Chairman & I	•	0 0	. , ,
Category	Category Mode of voting No. o		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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		289072	65.3747	289072	0	100.0000	0.0000
Promoter and	Poll	442177	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	442177	289072	65.3747	289072	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		137	0.0326	48	89	35.0365	64.9635
Public- Non	Poll	420491	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	420491	137	0.0326	48	89	35.0365	64.9635
rorel	Total	862668	289209	33.5249	289120	89	99.9692	0.0308
					Whether resolution	is Pass or Not.	Y	es
					Disclosure of	notes on resolution	Add I	Notes

	Resolution (5)							
	Resolution required: (Ordinary / Special)				Ordinary			
Whether	promoter/promoter group are	interested in the age	enda/resolution?			Yes		
		Description of resol	ution considered	To appoint Mr. De	evanshu L. Gandhi (D	IN: 00010146) as a line period of 5 years		of the company for
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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		289072	65.3747	289072	0	100.0000	0.0000
Promoter and	Poll	442177	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	442177	289072	65.3747	289072	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		188	0.0447	48	140	25.5319	74.4681
Public- Non	Poll	420491	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	420491	188	0.0447	48	140	25.5319	74.4681
no el	Total	862668	289260	33.5309	289120	140	99.9516	0.0484
					Whether resolution	is Pass or Not.	Y	es
					Disclosure of	notes on resolution	Add I	Notes

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Consolidated Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of The Companies (Management and Administration) Rules, 2014]

To.

The Chairmen

(Mr. Rajesh R. Gandhi for Items 1, 2 & 5 and Mr. Chetan Tamboli for Item no. 3 & 4) of 38th Annual General Meeting of the members of

VADILAL ENTERPRISES LIMITED

held on 21st September, 2023 at 3.00 p.m.

through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

- I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Vadilal Enterprises Limited ("Company") as a Scrutinizer for the purpose of scrutinizing the Remote Evoting & E-voting during 38th Annual General Meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with 38th Annual General Meeting held on 21st September, 2023 at 3.00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021-22 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 ("MCA Circulars") and also SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021, SEBI Circular dated 13th May, 2022 and SEBI Circular dated 5th January, 2023 ("SEBI Circulars").
- 2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of 38th Annual General Meeting of the members of the Company.

Report of Scrutinizer - 38th AGM of Vadilal Enterprises Limited

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My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both remote e-voting and e-voting during the AGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- The Remote E-voting period remained open from Monday, 18th September, 2023 (9.00 a.m.) to Wednesday, 20th September, 2023 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 14th September, 2023 were entitled to vote on the resolutions stated in the Notice of 38th Annual General Meeting. The paid up capital as on cut-off date was Rs. 86,26,680 divided into 8,62,668 Equity share of Rs. 10/- each.
- III. The votes casted were subsequently unblocked by me on 21st September, 2023 at 3.35 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad - 382340	(Burne)
02.	Dhruvi Shah C/2, Archana Park Society Swastik Cross Road, C.G. Road, Navrangpura, Ahmedabad – 380009	Bhal

IV. The electronic ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

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V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for Remote E-voting, were prepared based on report generated from the E-voting website of CDSL.

B. For E-voting during the AGM:

- I. The E-voting was conducted together on all the Item nos. 1 to 5 on the agenda during the AGM.
- II. The E-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through E-voting at the AGM have exercised their right to vote and after seeking permission from the Chairmen of 38th Annual General Meeting, E-voting at the AGM was closed/blocked.
- IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization lodged with the Company.
- V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the e-voting system of CDSL.
- 4. Based on such scrutiny of the Remote E-voting & E-voting during AGM, the combined result of the voting is as under:



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(a) Resolution 1 (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for adoption of Standalone Audited Financial Statements for the year ended on 31st March, 2023.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	289120	99.95%
E-voting (During AGM)	Nil	Nil	Nil
Total	42	289120	99.95%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	3	140	0.05%
E-voting (During AGM)	Nil	Nil	Nil
Total	3	140	0.05%

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil



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(b) Resolution No. 2 (Ordinary Business - Ordinary Resolution):

Ordinary Resolution for declaration of dividend on equity shares for the financial year 2022-23.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	289120	99.95%
E-voting (During AGM)	Nil	Nil	Nil
Total	42	289120	99.95%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	3	140	0.05%
E-voting (During AGM)	Nil	Nil	Nil
Total	3	140	0.05%

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil



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(c) Resolution No. 3 (Ordinary Business - Ordinary Resolution):

Ordinary Resolution for Re-appointment of Mrs. Mamta R. Gandhi (DIN: 00674579) as Director of the Company, retiring by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	289120	99.97%
E-voting (During AGM)	Nil	Nil	Nil
Total	42	289120	99.97%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	89	0.03%
E-voting (During AGM)	Nil	Nil	Nil
Total	1	89	0.03%

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	51	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	51	Negligible



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(d) Resolution No. 4 (Special Business - Ordinary Resolution):

Ordinary Resolution for Appointment of Mr. Rajesh R. Gandhi (DIN: 00009879) as Managing Director of the Company designated as Chairman and Managing Director for a period of 5 years.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	289120	99.95%
E-voting (During AGM)	Nil	Nil	Nil
Total	42	289120	99.95%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	89	0.03%
E-voting (During AGM)	Nil	Nil	Nil
Total	1	89	0.03%

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	51	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	51	Negligible



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(e) Resolution No. 5 (Special Business – Ordinary Resolution):

Ordinary Resolution for Appointment of Mr. Devanshu L. Gandhi (DIN: 00010146) as Managing Director of the Company for a period of 5 years.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	289120	99.95%
E-voting (During AGM)	Nil	Nil	Nil
Total	42	289120	99.95%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	3	140	0.05%
E-voting (During AGM)	Nil	Nil	Nil
Total	3	140	0.05%

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil



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- 5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted "For", "Against" and those votes which were considered "Invalid" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
- The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad

Date: 21st September, 2023

FCS 4287 8 CP 2574 4 CP 2574 4

Signature of the Scrutinizer

[CS MANOJ HURKAT] FCS- 4287, CP - 2574

UDIN: F004287E001049639

Countersigned by:

For, VADILAL ENTERPRISES LIMITED

AUTHORISED SIGNATORY