



Date: 01th October, 2022

To,
The National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.

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

Scrip Code No. VADILALIND-EQ

Scrip Code: 519156

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 mention 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 29, 2022 at 3:00 p.m. (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 INDUSTRIES LIMITED**

RASHMI
TUSHAR BHATT

Digitally signed by
RASHMI TUSHAR BHATT
Date: 2022.10.01 15:56:20
+05'30'

**Rashmi Bhatt
Company Secretary**

VADILAL INDUSTRIES LIMITED

Reg. Office : Vadilal House, 53, Shrimali Society, Nr. Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380009.

Ph. No.: 079-26564019-24. Email id : info@vadilalgroup.com

Website : www.vadilalicecreams.com / www.vadilalgroup.com CIN No. : L91110GJ1982PLC005169

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General information about company

Scrip code	519156
NSE Symbol	VADILALIND
MSEI Symbol	
ISIN	INE694D01016
Name of the company	VADILAL INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2022
Start time of the meeting	03:00 PM
End time of the meeting	04:10 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	26-08-2022
Date of Issuance of Report to the company	29-09-2022

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of standalone and Consolidated Audited financial Statements for the year ended 31st March,2022				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public-Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29310	1.1562	29091	219	99.2528	0.7472
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29310	1.1562	29091	219	99.2528
Total		7187830	1440028	20.0343	1439809	219	99.9848	0.0152
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on equity shares for the financial year ended on March 31,2022				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public-Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29310	1.1562	29062	248	99.1539	0.8461
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29310	1.1562	29062	248	99.1539
Total		7187830	1440028	20.0343	1439780	248	99.9828	0.0172
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Rajesh R. Gandhi (DIN:00009879) as a director of the Company				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public- Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29303	1.1559	29162	141	99.5188	0.4812
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29303	1.1559	29162	141	99.5188
Total		7187830	1440021	20.0342	1439880	141	99.9902	0.0098
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. Deval D. Gandhi (DIN:00988905) as a Director of the Company				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public-Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29310	1.1562	29062	248	99.1539	0.8461
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29310	1.1562	29062	248	99.1539
Total		7187830	1440028	20.0343	1439780	248	99.9828	0.0172
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of standalone and Consolidated Audited financial Statements for the year ended 31st March,2022				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public-Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29310	1.1562	29091	219	99.2528	0.7472
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29310	1.1562	29091	219	99.2528
Total		7187830	1440028	20.0343	1439809	219	99.9848	0.0152
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s Arpit Pater & Associates, Chartered accountant, Ahmedabad as statutory Auditors of the Company for a term of one year out of his remaining term of three years and fix their remuneration				
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
Promoter and Promoter Group	E-Voting	4652154	1410718	30.3240	1410718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4652154	1410718	30.3240	1410718	0	100.0000
Public-Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		600	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2535076	29310	1.1562	29057	253	99.1368	0.8632
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2535076	29310	1.1562	29057	253	99.1368
Total		7187830	1440028	20.0343	1439775	253	99.9824	0.0176
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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 Chairman
of 38th Annual General Meeting of the members of
VADILAL INDUSTRIES LIMITED
held on 29th September, 2022 at 3.00 p.m.
through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Vadilal Industries Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during the 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 29th September, 2022 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 General 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 and Circular No. 02/2022 dated 5th May, 2022 (“MCA Circulars”) and also SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 (“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 to 38th Annual General Meeting of the members of the Company.

Report of Scrutinizer – 38th AGM of Vadilal Industries Limited




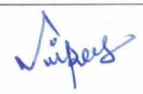
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My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both Remote 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:

- I. The Remote E-voting period remained open from Monday, 26th September, 2022 (9.00 a.m.) to Wednesday, 28th September, 2022 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 22nd September, 2022 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. 7,18,78,300 divided into 71,87,830 Equity share of Rs. 10/- each.
- III. The votes casted were subsequently unblocked by me on 29th September, 2022 at 4.30 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	
02.	Vikas Ramani 502, Prathmesh Appartment, Nr. Alok Hospital, Usmanpura, Ahmedabad – 380013	

- 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.

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 Chairman 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:



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

Ordinary Resolutions for adoption of Standalone and Consolidated Audited Financial Statements for the year ended on 31st March, 2022:

(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)	88	1429809	99.98%
E-voting (During AGM)	1	10000	100%
Total	89	1439809	99.98%

(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)	5	219	0.02%
E-voting (During AGM)	Nil	Nil	Nil
Total	5	219	0.02%

(iii) Invalid Votes:

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



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

Ordinary Resolution for declaration of dividend on equity shares for the financial year 2021-22.

(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)	87	1429780	99.98%
E-voting (During AGM)	1	10000	100%
Total	88	1439780	99.98%

(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)	6	248	0.02%
E-voting (During AGM)	Nil	Nil	Nil
Total	6	248	0.02%

(iii) Invalid Votes:

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



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

Ordinary Resolution for Re-appointment of Mr. Rajesh R. Gandhi (DIN: 00009879) 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)	88	1429880	99.99%
E-voting (During AGM)	1	10000	100%
Total	89	1439880	99.99%

(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	141	0.01%
E-voting (During AGM)	Nil	Nil	Nil
Total	3	141	0.01%

(iii) **Invalid/Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	7	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	7	Negligible



(d) Resolution No. 4 (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for Re-appointment of Mrs. Deval D. Gandhi (DIN: 00988905) 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)	87	1429780	99.98%
E-voting (During AGM)	1	10000	100%
Total	88	1439780	99.98%

(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)	6	248	0.02%
E-voting (During AGM)	Nil	Nil	Nil
Total	6	248	0.02%

(iii) **Invalid** Votes:

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



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

Ordinary Resolution for Appointment of M/s. Arpit Patel & Associates, Chartered Accountants, Ahmedabad (Registration No.: 144032W) as Statutory Auditors of the Company for one year out of his remaining term of three years and to fix their Remuneration:

(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)	86	1429775	99.98%
E-voting (During AGM)	1	10000	100%
Total	87	1439775	99.98%

(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)	7	253	0.02%
E-voting (During AGM)	Nil	Nil	Nil
Total	7	253	0.02%

(iii) Invalid Votes:

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

306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2040 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com


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.
6. 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: 29th September, 2022




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP - 2574
UDIN: F004287D001072081

Countersigned by:

For, VADILAL INDUSTRIES LIMITED


AUTHORISED SIGNATORY