



Date: 11th February, 2021

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/Madam,

Subject: Unaudited Financial results (Standalone & Consolidated) of the Company for quarter and nine months ended on 31st December, 2020 along with the Limited Review Report of the Statutory Auditors thereon

We hereby inform you that the Board of Directors of the Company at its meeting held on today has:

1. Approved Unaudited Financial Results (Standalone & Consolidated) of the Company for Quarter and nine months ended on 31st December, 2020 being the 3rd Quarter of the current financial year – 2020-2021, in the prescribed format of the Stock Exchange as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement), 2015 which were reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company, at its meeting held today.
2. "Limited Review" report received from the Auditors of the Company in respect of the Quarter and nine months ended on 31st December, 2020

Kindly take the same on your record.

For VADILAL INDUSTRIES LIMITED

Ms. Rashmi Bhatt

Company Secretary & Compliance Officer



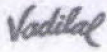
Encl: As above

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

**VADILAL INDUSTRIES LIMITED**

Regd. Office : Vadilal House, Shrimali Society, Nr. Navarangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009 Ph.: 079-48081200, Web: www.vadilalgroup.com, CIN : L91110GJ1982PLC005169, Email : shareslogs@vadilalgroup.com


A) STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2020

(₹ in lacs)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	March 31, 2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	6,779.91	9,737.73	7,595.84	21,576.11	43,901.32	51,662.97
2	Other income	413.74	487.43	142.76	1,067.72	626.53	842.08
3	Total Income (1+2)	7,193.65	10,225.16	7,738.60	22,643.83	44,527.85	52,505.05
4	Expenses						
	a) Cost of materials consumed	3,638.28	5,545.61	3,755.88	11,775.87	21,931.25	29,033.85
	b) Purchase of stock-in-trade	102.40	69.86	160.28	267.34	741.21	860.76
	c) Changes in inventories of finished goods and Stock-in-trade	299.28	966.29	510.01	2,083.64	1,930.95	(201.64)
	d) Employee benefits expense	832.03	821.25	1,017.84	2,520.80	2,976.30	4,385.71
	e) Finance Costs	473.50	499.36	315.65	1,502.01	967.98	1,472.53
	f) Depreciation and amortisation expense	456.21	451.19	458.44	1,358.09	1,410.28	1,887.89
	g) Other expenses	2,407.99	2,947.01	2,417.43	7,271.05	9,016.58	11,626.96
	Total expenses :	8,209.69	11,300.57	8,635.53	26,778.80	38,974.55	49,066.06
5	Profit/(Loss) from ordinary activities before tax (3-4)	(1,016.04)	(1,075.41)	(896.93)	(4,134.97)	5,553.30	3,438.99
6	Tax Expense						
	(a) Current Tax	-	-	(239.59)	-	1,381.38	860.43
	(b) Deferred Tax	(253.95)	(270.04)	16.67	(1,033.91)	(618.46)	(636.21)
	Total Tax Expense	(253.95)	(270.04)	(222.92)	(1,033.91)	762.92	224.22
7	Net Profit/ (Loss) after tax (5-6)	(762.09)	(805.37)	(674.01)	(3,101.06)	4,790.38	3,214.77
8	Other Comprehensive Income (Net of tax)						
	Items that will not be reclassified to statement of Profit and Loss						
	- Remeasurement of defined benefits plan (net of tax)	(6.66)	(6.65)	(8.18)	(19.97)	(36.03)	(38.12)
	Total Other Comprehensive Income (Net of Tax)	(6.66)	(6.65)	(8.18)	(19.97)	(36.03)	(38.12)
9	Total Comprehensive Income for the period (7+8)	(768.75)	(812.02)	(682.19)	(3,121.03)	4,754.35	3,176.65
10	Paid-up Equity Share Capital	718.78	718.78	718.78	718.78	718.78	718.78
	(Face Value of ₹ 10/- each)						
11	Other Equity excluding Revaluation Reserve						15,143.00
12	Earnings Per Share (of ₹ 10/- each) (not annualized) :						
	Basic & diluted (₹)	(10.60)	(11.20)	(9.38)	(43.14)	66.65	44.73
	See accompanying Notes to the Standalone Financial Results						


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 ARPIT PATEL & ASSOCIATES

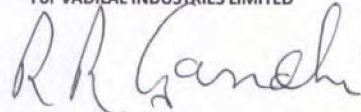
Notes:-

- 1 The above financial results for the quarter ended on December 31, 2020 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on February 11, 2021.
The financial results are prepared in accordance with the Indian Accounting Standards ("Ind AS"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
- 2 During the period between August, 2018, and July, 2019, two Promoter Directors of the Company have sent out numerous communications to the Board of Directors ("the Board") of the Company making various allegations and counter-allegations on each other primarily relating to the operations and management of the Company on a range of matters including potential personal expenses claimed as official expenses, funds management, dissemination of price sensitive information, demand for re-examination of books of account of past periods, legitimacy of salaries paid to relatives of the promoter directors, payments made to a vendor without services being received and independence of Independent Directors, amongst others. Subsequent to the year-end, on July 22, 2019, the Promoter Directors have jointly communicated to the Board that they withdraw all these allegations / counter-allegations on each other unconditionally and without any reservations except for the ones stated in Note 3 below. The Board of Directors in their meeting on July 22, 2019, evaluated the basis of withdrawal of the joint communications of the promoter directors – PD 1 and PD 2 and further as the allegations levelled were without any corroborative evidence, decided no further action was required on any of the allegation except for the ones stated in Note 3 below.
- 3 A) One of the Promoter Director (PD 1) and the Chief Financial Officer (CFO) of the Company suspects that another Promoter Director (PD 2) (PD 1 and PD 2 collectively referred to as "Promoter Directors" hereinafter) of the Company has claimed potential personal expenses amounting to ₹ 25.33 lacs as official business expenses during the financial year 2017-18 to 2018-19.
B) Similarly, PD 2 suspects that PD 1 and his family members have charged personal travel expenses of approximately ₹ 23.00 lacs as business expense during financial years 2014-15 to 2018-19.
- 4 The Board of the Company, in their meeting dated March 30, 2019, had appointed an independent external consultant to perform procedures to ascertain whether the potential personal expenses in 3(A) above have been claimed as business expenses.
Thereafter, as the previous statutory auditors had not accepted the Company's representation on Note 2 and 3 above and issued a Disclaimer of Opinion on the financial results for the year ended March 31, 2019, the Promoter Directors in the meeting of the Board held on August 23, 2019, have voluntarily offered to appoint an independent law firm to conduct detailed inquiry in all the matters as reported in the statutory audit report with an aim of value preservation and enhancement in the interests of all stakeholders.
In the meeting of the Board of the Company held on November 15, 2019, a committee of independent directors has been formed to appoint an independent law firm to conduct an inquiry/examination in the matters. On termination by the Board of the earlier appointment of external consultant dated March 30, 2019, the committee of independent directors thereafter, has appointed an independent law firm and chartered accountant firm to inquire/examine in all the matters as stated in Notes 2, 3(A), and 3(B), and advise the Board for further course of actions. Due to the outbreak of COVID-19, the inquiry/reports are delayed.
Pending the conclusion of the aforesaid inquiry, the statutory auditors have disclaimed their opinion/conclusion on the financial results for the year ended March 31, 2020 and for the quarter ended December 31, 2020.
- 5 In FY 2017-18, a Petition was filed against the Company and some of its promoters, before the National Company Law Tribunal, Ahmedabad ("NCLT"), under Sections 241 and 242 of the Companies Act, 2013, pertaining to prevention of oppression and mismanagement of the Company. In the current period, no orders have been passed by the NCLT as the petitioners and all the parties to the petition have submitted to the NCLT that they are seeking to arrive at an amicable resolution of matter.
- 6 COVID-19 pandemic have adversely impacted Company's operations and financial results for the quarter and nine months ended December 31, 2020. To maintain market sustainability and strong relationship with marketing channel partner in unprecedented condition caused by COVID-19 pandemic, the Company has supplied finished products at additional discounted prices during the nine month ended December 31, 2020. The results for the quarter and nine months are therefore not comparable with those for the previous quarter, corresponding previous year quarter and previous year nine months. The Company has made assessment of recoverability of the Company's assets such as Inventory, Receivables, etc using reasonably available information, estimates and judgements and has determined that there are no material adjustments required in the interim financial results. However, the impact assessment of COVID-19 is a continuous process, given the uncertainties associated with its nature and duration. The impact thereof might be different from that estimated as at the date of approval of these financial results. The Company believes in its ability to continue as a going concern and meeting its liabilities as and when they fall due in the foreseeable future and will continue to closely monitor changes to future economic conditions.
- 7 The Company is primarily engaged in one business segment namely Food segment as determined by the Chief Operating Decision Maker in accordance with IND AS 108 - "Operating Segment".
- 8 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which the said code becomes effective including the related rules framed thereunder to determine the financial impacts are published.
- 9 Previous period figures have been regrouped/rearranged, wherever necessary, to correspond to current period's presentation.

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ARPIT PATEL & ASSOCIATES



For VADILAL INDUSTRIES LIMITED



RAJESH R.GANDHI
MANAGING DIRECTOR

Date : February 11, 2021
Place : Ahmedabad



VADILAL INDUSTRIES LIMITED

Regd. Office : Vadilal House, Shrimali Society, Nr. Navarangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009. Ph.: 079-48081200
Web: www.vadilalgroup.com, CIN : L91110GJ1982PLC005169, Email : shareslogs@vadilalgroup.com

B) STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2020

(₹ in lacs)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	March 31, 2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	9,854.95	12,341.30	9,617.89	29,528.92	50,155.53	59,926.72
2	Other Income	439.64	507.47	170.28	1,130.83	699.26	962.05
3	Total Income (1+2)	10,294.59	12,848.77	9,788.17	30,659.75	50,854.79	60,888.77
4	Expenses						
	a) Cost of materials consumed	3,659.25	5,545.61	3,755.88	11,796.84	21,931.25	29,033.85
	b) Purchase of stock-in-trade	968.48	923.02	574.82	2,342.60	2,255.23	2,754.64
	c) Changes in inventories of finished goods and Stock-in-trade	319.94	177.09	763.54	1,564.61	1,713.88	(225.46)
	d) Employee benefits expense	1,357.32	1,331.21	1,470.70	4,020.33	4,374.92	6,240.60
	e) Finance Costs	506.58	533.88	356.38	1,608.44	1,114.13	1,671.62
	f) Depreciation and amortisation expense	565.64	554.86	572.59	1,691.88	1,746.81	2,369.33
	g) Other expenses	3,023.47	3,615.73	2,946.74	9,052.59	11,071.33	14,250.43
	Total expenses :	10,400.68	12,681.40	10,440.65	32,077.29	44,207.55	56,095.01
5	Profit/(Loss) from ordinary activities before tax (3-4)	(106.09)	167.37	(652.48)	(1,417.54)	6,647.24	4,793.76
6	Tax expense						
	(a) Current Tax	252.04	407.02	(180.92)	833.50	1,738.96	1,260.92
	(b) Deferred Tax	(238.73)	(307.82)	34.08	(1,059.75)	(633.85)	(605.04)
	Total tax Expense	13.31	99.20	(146.84)	(226.25)	1,105.11	655.88
7	Net Profit/ (Loss) after tax (5-6)	(119.40)	68.17	(505.64)	(1,191.29)	5,542.13	4,137.88
	Attributable to:						
	Non Controlling Interest	(0.13)	(0.04)	(0.18)	(0.33)	0.07	(0.47)
	Owners of the company	(119.27)	68.21	(505.46)	(1,190.96)	5,542.06	4,138.35
8	Other Comprehensive Income (Net of tax)						
	Items that will not be reclassified to statement of Profit and Loss						
	- Remeasurement of defined benefits plan	(8.90)	(8.89)	(10.93)	(26.69)	(32.79)	(35.58)
	- Tax expenses on above item	2.24	2.24	2.75	6.72	(3.24)	(2.54)
	Items that will be reclassified to statement of Profit and Loss						
	- Exchange difference on translation on foreign operations	(34.30)	(57.75)	6.08	(92.48)	9.28	(22.48)
	Total Other Comprehensive Income (Net of Tax)	(40.96)	(64.40)	(2.10)	(112.45)	(26.75)	(60.60)
	Attributable to:						
	Non Controlling Interest	-	-	-	-	-	-
	Owners of the company	(40.96)	(64.40)	(2.10)	(112.45)	(26.75)	(60.60)
9	Total Comprehensive Income for the period (7+8)	(160.36)	3.77	(507.74)	(1,303.74)	5,515.38	4,077.28
	Attributable to:						
	Non Controlling Interest	(0.13)	(0.04)	(0.18)	(0.33)	0.07	(0.47)
	Owners of the company	(160.23)	3.81	(507.56)	(1,303.41)	5,515.31	4,077.75
10	Paid-up Equity Share Capital (Face Value of ₹ 10/- each)	718.78	718.78	718.78	718.78	718.78	718.78
11	Other Equity excluding Revaluation Reserve						16,461.96
12	Earnings Per Share (of ₹ 10/- each) (not annualized) :						
	a) Basic (₹)	(1.66)	0.95	(7.03)	(16.57)	77.10	57.57
	b) Diluted (₹)	(1.66)	0.95	(7.03)	(16.57)	77.10	57.57

See accompanying Notes to the Consolidated Financial Results

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ARPIT PATEL & ASSOCIATES



Notes:-

- 1 The above financial results of the Holding Company for the quarter ended on December 31, 2020 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on February 11, 2021. The financial results are prepared in accordance with the Indian Accounting Standards ("Ind AS"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
- 2 During the period between August, 2018, and July, 2019, two Promoter Directors of the Company have sent out numerous communications to the Board of Directors ("the Board") of the Holding Company making various allegations and counter-allegations on each other primarily relating to the operations and management of the Holding Company on a range of matters including potential personal expenses claimed as official expenses, funds management, dissemination of price sensitive information, demand for re-examination of books of account of past periods, legitimacy of salaries paid to relatives of the promoter directors, payments made to a vendor without services being received and independence of Independent Directors, amongst others. Subsequent to the year-end, on July 22, 2019, the Promoter Directors have jointly communicated to the Board that they withdraw all these allegations / counter-allegations on each other unconditionally and without any reservations except for the ones stated in Note 3 below. The Board of Directors in their meeting on July 22, 2019, evaluated the basis of withdrawal of the joint communications of the promoter directors – PD 1 and PD 2 and further as the allegations levelled were without any corroborative evidence, decided no further action was required on any of the allegation except for the ones stated in Note 3 below.
- 3 A) One of the Promoter Director (PD 1) and the Chief Financial Officer (CFO) of the Holding Company suspects that another Promoter Director (PD 2) (PD 1 and PD 2 collectively referred to as "Promoter Directors" hereinafter) of the Holding Company has claimed potential personal expenses amounting to ₹ 25.33 lacs as official business expenses during the financial year 2017-18 to 2018-19.
B) Similarly, PD 2 suspects that PD 1 and his family members have charged personal travel expenses of approximately ₹ 23.00 lacs as business expense during financial years 2014-15 to 2018-19.
- 4 The Board of the Holding Company, in their meeting dated March 30, 2019, had appointed an independent external consultant to perform procedures to ascertain whether the potential personal expenses in 3(A) above have been claimed as business expenses. Thereafter, as the previous statutory auditors had not accepted the Holding Company's representation on Note 2 and 3 above and issued a Disclaimer of Opinion on the financial results for the year ended March 31, 2019, the Promoter Directors in the meeting of the Board held on August 23, 2019, have voluntarily offered to appoint an independent law firm to conduct detailed inquiry in all the matters as reported in the statutory audit report with an aim of value preservation and enhancement in the interests of all stakeholders. In the meeting of the Board of the Holding Company held on November 15, 2019, a committee of independent directors has been formed to appoint an independent law firm to conduct an inquiry/examination in the matters. On termination by the Board of the earlier appointment of external consultant dated March 30, 2019, the committee of independent directors thereafter, has appointed an independent law firm and chartered accountant firm to inquire/examine in all the matters as stated in Notes 2, 3(A), and 3(B), and advise the Board for further course of actions. Due to the outbreak of COVID-19, the inquiry/reports are delayed. Pending the conclusion of the aforesaid inquiry, the statutory auditors have disclaimed their opinion/conclusion on the financial results for the year ended March 31, 2020 and for the quarter ended December 31, 2020.
- 5 In FY 2017-18, a Petition was filed against the Holding Company and some of its promoters, before the National Company Law Tribunal, Ahmedabad ("NCLT"), under Sections 241 and 242 of the Companies Act, 2013, pertaining to prevention of oppression and mismanagement of the Holding Company. In the current period, no orders have been passed by the NCLT as the petitioners and all the parties to the petition have submitted to the NCLT that they are seeking to arrive at an amicable resolution of matter.
- 6 COVID-19 pandemic have adversely impacted Holding Company's operations and financial results for the quarter and nine months ended December 31, 2020. To maintain market sustainability and strong relationship with marketing channel partner in unprecedented condition caused by COVID-19 pandemic, the Holding Company has supplied finished products at additional discounted prices during the nine month ended December 31, 2020. The results for the quarter and nine months are therefore not comparable with those for the previous quarter, corresponding previous year quarter and previous year nine months. The Group has made assessment of recoverability of the Group's assets such as Inventory, Receivables, etc using reasonably available information, estimates and judgements and has determined that there are no material adjustments required in the interim financial results. However, the impact assessment of COVID-19 is a continuous process, given the uncertainties associated with its nature and duration. The impact thereof might be different from that estimated as at the date of approval of these financial results. The Group believes in its ability to continue as a going concern and meeting its liabilities as and when they fall due in the foreseeable future and will continue to closely monitor changes to future economic conditions.
- 7 The Group is primarily engaged in one business segment namely Food segment as determined by the Chief Operating Decision Maker in accordance with IND AS 108 - "Operating Segment".
- 8 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Holding Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Holding Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which the said code becomes effective including the related rules framed thereunder to determine the financial impacts are published.
- 9 Previous period figures have been regrouped/rearranged, wherever necessary, to correspond to current period's presentation.
- 10 The standalone financial results of the Holding Company for the quarter ended December 31, 2020 are available on the Holding Company's website (URL:www.vadilalgroup.com).

Key standalone financial information is given below:

Sr.No.	Particulars	Quarter ended			Nine months ended		Year ended
		December 31, 2020	September 30, 2020	December 31, 2019	December 31, 2020	December 31, 2019	March 31, 2020
a	Total Income	7,193.65	10,225.16	7,738.60	22,643.83	44,527.85	52,505.05
b	Profit Before Tax	(1,016.04)	(1,075.41)	(896.93)	(4,134.97)	5,553.30	3,438.99
c	Net Profit/(Loss)	(762.09)	(805.37)	(674.01)	(3,101.06)	4,790.38	3,214.77
d	Other Comprehensive Income/(Loss)	(6.66)	(6.65)	(8.18)	(19.97)	(36.03)	(38.12)
e	Total Other Comprehensive Income/(Loss)	(768.75)	(812.02)	(682.19)	(3,121.03)	4,754.35	3,176.65

SIGNED FOR IDENTIFICATION BY

ARP
ARPIT PATEL & ASSOCIATES



For VADILAL INDUSTRIES LIMITED

RAJESH R. GANDHI

RAJESH R. GANDHI
MANAGING DIRECTOR

Date : February 11, 2021
Place : Ahmedabad

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
The Board of Directors of
Vadilal Industries Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Vadilal Industries Limited (the 'Company') for the quarter ended December 31, 2020 and year to date from April 01, 2020 to December 31, 2020 (the 'Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34), 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. However, because of the significance of the matters described in Paragraph 4 below, we were not able to obtain sufficient appropriate evidence relating to the matters referred to therein, as a basis for expressing a conclusion on the Statement.
4. We refer to the following:
 - a. Note 2 to the Statement, which describes various allegations and counter-allegations on financial, operational, and management matters between the Promoter Directors of the Company, between August, 2018, and July, 2019. The Promoter Directors have communicated to the Audit Committee and the Board of Directors of the Company, their withdrawal of all the allegations on July 22, 2019, except for the matters referred to in Note 3(A) and 3(B) of the Statement, which relate to the potential personal expenses amounting to INR 25.33 lakh and INR 23.00 lakh incurred by PD 2 and PD 1, respectively, claimed as business expenses over the past years.
 - b. Note 5 to the Statement which refers to the status of on-going litigations filed against the Company and some of its promoters under Section 241 and 242 of the Companies Act, 2013, pertaining to prevention of oppression and mismanagement of the Company before the National Company Law Tribunal, Ahmedabad.
 - c. The committee of independent directors has appointed an independent law firm and a chartered accountant to inquire/examine all the matters as referred to in Notes 2, 3(A), and 3(B), and advise the Board of Directors of the Company for further course of action.

Pending completion of the aforesaid inquiries/examination and resolution of the above matters, we are unable to determine if any adjustments are necessary to this Statement on account of the aforesaid matters, any restatement of prior years' including any consequential effect thereof.

5. Because of the significance of the matters described in paragraph 4 above, we have not been able to obtain sufficient appropriate evidence to form a conclusion on the Statement and hence, we do not express a conclusion on the Statement.
6. We draw attention to Note 6 to the Statement, which describes the management's assessment of the impact of the outbreak of COVID-19 on the business operations of the Company. Our conclusion is not modified in respect of this matter.

For **Arpit Patel & Associates,**
Chartered Accountants
ICAI Firm registration number: 144032W



Arpit Patel
Partner
Membership No.: 034032



Place: Ahmedabad
Date: February 11, 2021

ICAI UDIN: 21034032AAAAAJ2328

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Holding Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
The Board of Directors of
Vadilal Industries Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Vadilal Industries Limited (the 'Holding Company') and its subsidiaries (the Holding Company and the subsidiaries together referred to as the 'Group') for the quarter ended December 31, 2020 and year to date from April 01, 2020 to December 31, 2020 (the 'Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors and, which they represent, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34), 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. However, because of the significance of the matters described in Paragraph 5 below, we were not able to obtain sufficient appropriate evidence relating to the matters referred to therein, as a basis for expressing a conclusion on the Statement.
4. This Statement includes the results of the following entities:

Name of the Entity	Relationship
Vadilal Industries Limited	Holding Company
Vadilal Industries (USA) Inc.	Subsidiary Company
Vadilal Industries Pty. Ltd.	Subsidiary Company
Vadilal Delights Limited	Subsidiary Company
Varood Industries Limited	Subsidiary Company
Vadilal Cold Storage	Subsidiary

5. We refer to the following:
 - a. Note 2 to the Statement, which describes various allegations and counter-allegations on financial, operational, and management matters between the Promoter Directors of the Holding Company, between August, 2018, and July, 2019. The Promoter Directors ("PD 1" and "PD 2") have communicated to the Audit Committee and the Board of Directors of the Holding Company, their withdrawal of all the allegations on July 22, 2019, except for the matters referred to in Note 3(A) and 3(B) of the

Statement, which relate to the potential personal expenses amounting to INR 25.33 lakh and INR 23.00 lakh incurred by PD 2 and PD 1, respectively, claimed as business expenses over the past years.

- b. Note 5 to the Statement which refers to the status of on-going litigations filed against the Holding Company and some of its promoters under Section 241 and 242 of the Companies Act, 2013, pertaining to prevention of oppression and mismanagement of the Holding Company before the National Company Law Tribunal, Ahmedabad.
- c. The committee of independent directors has appointed an independent law firm and a chartered accountant to inquire/examine all the matters as referred to in Notes 2, 3(A), and 3(B), and advise the Board of Directors of the Holding Company for further course of action.

Pending completion of the aforesaid inquiries/examination and resolution of the above matters, we are unable to determine if any adjustments are necessary to this Statement on account of the aforesaid matters, any restatement of prior years' including any consequential effect thereof.

6. Because of the significance of the matters described in paragraph 5 above, we have not been able to obtain sufficient appropriate evidence to form a conclusion on the Statement and hence, we do not express a conclusion on the Statement.
7. We draw attention to Note 6 to the Statement, which describes the management's assessment of the impact of the outbreak of COVID-19 on the business operations of the Company. Our conclusion is not modified in respect of this matter.
8. The Statement includes the unaudited interim financial results and other unaudited financial information of:
 - a. 1 (one) subsidiary, whose unaudited interim financial results and other unaudited financial information includes total revenue (before consolidation adjustments) of INR 4,745.08 lakh and INR 13,549.57 lakh, total net profit after tax (before consolidation adjustments) of INR 607.68 lakh and INR 1,970.85 lakh, total comprehensive income after tax (before consolidation adjustments) of INR 573.38 lakh and INR 1,878.37 lakh for the quarter ended December 31, 2020 and the period ended on that date respectively, as considered in the Statement, which has been reviewed by its independent auditor. The independent auditor's report on the unaudited financial statements of this entity has been furnished to us by the Management of the Holding Company and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this entity, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

The unaudited financial results of this subsidiary has not been prepared in accordance with the accounting principles generally accepted in India as applicable to the Holding Company. The Management of the Holding Company has converted the financial statements of these subsidiaries from those accounting principles to the accounting principles generally accepted in India, as applicable to the Holding Company.

- b. 3 (three) subsidiaries, whose unaudited interim financial results and other unaudited financial information include total revenue (before consolidation adjustments) of INR 29.52 lakh and INR 84.91 lakh, total net loss after tax (before consolidation adjustments) of INR 6.25 lakh and INR 16.42 lakh, total comprehensive loss after tax (before consolidation adjustments) of INR 6.25 lakh and INR 16.42 lakh for the quarter ended December 31, 2020 and the period ended on that date respectively, as considered in the Statement. These unaudited financial results and financial information have been approved and furnished to us by the Management of the Holding Company and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on such unaudited financial results and financial information. According to the information and explanations given to us by the Management of the Holding Company, these unaudited financial results and financial information are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial results/financial information certified by the Management of the Holding Company.

For **Arpit Patel & Associates**,
Chartered Accountants
ICAI Firm registration number: 144032W

Arpit Patel

Arpit Patel
Partner
Membership No.: 034032

Place: Ahmedabad
Date: February 11, 2021

ICAI UDIN: 21034032AAAAAK6522

