



Date: 28th September 2024

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

Scrip Code No. VADILALIND-EQ

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

Scrip Code: 519156

Dear Sir,

SUB: VOTING RESULTS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM ALONG WITH EXTRACT OF THE SCRUTINIZER'S REPORT OF 40th ANNUAL GENERAL MEETING AND DETAILS THEREOF

With reference to above-mentioned subject, we are enclosing herewith the details of Voting Results (remote e-voting and e-voting during the AGM) of the 40th Annual General Meeting ("AGM") of the Company held on September 26, 2024, at 11:00 am (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 extract of Scrutinizer's Report Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 and details of E-Voting enclosed herewith.

Please take note that the voting results has already been filed in XBRL mode for item No. 1,2 & 5

Thanking you,

**Yours faithfully,
For VADILAL INDUSTRIES LIMITED**

**Preet P Shah
Chairman
DIN:05131516**

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.vadilalcreams.com / www.vadilalgroup.com CIN No. : L91110GJ1982PLC005169



**DETAILS OF E-VOTING RESULTS - 40TH ANNUAL GENERAL MEETING
HELD ON 26TH SEPTEMBER 2024**

Sr. No.	Details of Agenda	Type of Resolution	Remarks
1.	To receive, consider, and adopt the audited standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the Board's Report thereon and Auditors' Reports thereto.	Ordinary	Passed with requisite majority
2.	To declare dividend on Equity Shares for the financial year ended on March 31, 2024	Ordinary	Passed with requisite majority
3	To appoint a director in place of Mr. Rajesh R. Gandhi (DIN: 00009879) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Note 1
4	To appoint a director in place of Mrs. Deval D. Gandhi (DIN: 00988905) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Note 1
5.	To Approve the appointment of M/s. Arpit Patel & Associates, Chartered Accountants, Ahmedabad as Statutory Auditors for the term of one year out of his remaining term of one year.	Ordinary	requisite majority not obtained
6.	To Appoint Mr. Virendra R Gandhi (DIN: 00010155) as Non-Executive & Non-Independent Director of the company	Special	Note 1
7.	To Appoint Mr. Janmejy V Gandhi (DIN: 02891386) as Non-Executive & Non-Independent Director of the company	Ordinary	Note 1

Note 1: There are proceedings which are presently going on before the Hon'ble NCLAT, being Company Appeal No. 221 and 223 of 2024. In the I.A. No. 6728 of 2024 preferred in Company Appeal No. 221 of 2024, the Hon'ble NCLAT has directed vide Order dated 23.09.2024 that status Quo be maintained qua the board of directors of the Company till further Orders. This Order is in furtherance of the Order dated 06.08.2024 passed by the Hon'ble NCLAT wherein all concerned have been directed not to precipitate the issues further. Accordingly, considering the directions of the Hon'ble NCLAT and following the same in letter and spirit, the E-voting result of Agenda Item No. 3 & 4 (pertaining to the re-appointment of Mr. Rajesh Gandhi & Mrs. Deval D. Gandhi as Directors) and 6 & 7 (pertaining to the appointment of Mr. Virendra Gandhi and Mr. Janmejy Gandhi as Directors) respectively, has been withheld and shall not be acted upon for the time being. The Company shall await further directions from the Hon'ble NCLAT.

For VADILAL INDUSTRIES LIMITED

Preet P Shah
Chairman
DIN:05131516

VADILAL INDUSTRIES LIMITED

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306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2960 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

26th September, 2024

To,
The Board of Directors
M/s. VADILAL INDUSTRIES LIMITED
Vadilal House, 53, Shrimali Society, Nr. Navrangpura Rly. Crossing,
Navrangpura, Ahmedabad – 380 009.

Subject: Submission of various documents in connection with combined Scrutinizer's Report (Remote E-voting and E-voting during 40th AGM)

Dear Sir,

In continuation of our combined Report dated 26th September, 2024 of the Scrutinizer on Remote E-voting and E-voting during 40th Annual General Meeting conducted by the Company with respect to Resolution Numbers 1 to 7 dealt with at 40th AGM, we are submitting herewith the following:


1. CD containing various reports downloaded from CDSL e-voting portal
2. Register of Remote E-voting containing details of members who voted "for" or "Against" each of the resolutions and details of Invalid votes with reasons.
3. Register of E-voting during the AGM containing details of members who voted "for" or "Against" each of the resolutions.
4. Resolutions provided by the Corporate Shareholders exercising their voting.

Kindly receive all the above and please make necessary arrangement of safe keeping as per applicable requirements.

Thanking you.

Yours faithfully,

For MANOJ HURKAT & ASSOCIATES
Companies Secretaries


MANOJ R. HURKAT
Partner



Encl.: As above

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 Chairperson
of 40th Annual General Meeting of the members of
VADILAL INDUSTRIES LIMITED
held on 26th September, 2024 at 11.00 a.m.
through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, has been appointed by the Board of Directors of Vadilal Industries Limited (“Company”) as Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during 40th 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 40th Annual General Meeting held on 26th September, 2024 at 11.00 a.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, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and also SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021, SEBI Circular dated 13th May, 2022, SEBI Circular dated 5th January, 2023 and SEBI Circular dated 7th October, 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 40th Annual General Meeting of the members of the Company.


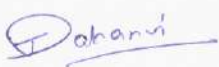


My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the E-voting (both Remote E-voting and E-voting during AGM) system provided 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, 23rd September, 2024 (9.00 a.m.) to Wednesday, 25th September, 2024 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 19th September, 2024 were entitled to vote on the resolutions stated in the Notice of 40th 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 26th September, 2024 at 12.00 Noon 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 A-801, Karnavati Infinity Living, Near Raj Farm, Bhat, Gandhinagar – 382428	
02.	Jahanvi Kalani C-2/503, Spectrum Tower Opp. Police Stadium, Shahibaug, Ahmedabad - 380004	

- 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 7 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 Chairperson of 40th 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 Resolution for adoption of Standalone and Consolidated Audited Financial Statements for the year ended on 31st March, 2024:

(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)	123	5661064	99.82%
E-voting (During AGM)	4	14784	100%
Total	127	5675848	99.82%

(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)	10	10171	0.18%
E-voting (During AGM)	Nil	Nil	Nil
Total	10	10171	0.18%

(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)	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 2023-24:

(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)	130	5671225	100%
E-voting (During AGM)	4	14784	100%
Total	134	5686009	100%

(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)	2	4	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	2	4	Negligible

(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)	1	6	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	6	Negligible



(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 two 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)	115	2025177	35.71%
E-voting (During AGM)	3	14783	100%
Total	118	2039960	35.88%

(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)	17	3646052	64.29%
E-voting (During AGM)	Nil	Nil	Nil
Total	17	3646052	64.12%

(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)	1	6	Negligible
E-voting (During AGM)	1	1	Negligible
Total	2	7	Negligible



306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2960 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: 26th September, 2024




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP - 2574
UDIN: F004287F001314871

Countersigned by:

For, **VADILAL INDUSTRIES LIMITED**
For, **VADILAL INDUSTRIES LIMITED**


DIRECTOR

AUTHORISED SIGNATORY

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General information about company

Scrip code	519156
NSE Symbol	VADILALIND
MSEI Symbol	NA
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)	26-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM
Prev	Next

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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	06-08-2024
Date of Issuance of Report to the company	26-09-2024
Prev	Next

Voting results

Record date	19-09-2024
Total number of shareholders on record date	18725
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	63
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

Resolution (1)

Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the said resolution?		Ordinary						
Description of resolution considered		No to receive, consider, and adopt the audited standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the Board's Report thereon and Auditors' Reports thereon.						
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)	$\frac{(3)}{(1)} \times 100$	(4)	(5)	$\frac{(6)}{(4)} \times 100$	$\frac{(7)}{(5)} \times 100$
Promoter and Promoter Group	E-Voting		4631672	99.5544	4631672	0	100.0000	0.0000
	Poll	4652404	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4652404	4631672	99.5544	4631672	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1054347	41.5846	1044176	10171	99.0353	0.9647
	Poll	2535426	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2535426	1054347	41.5846	1044176	10171	99.0353	0.9647
Total		7187830	5686019	79.1062	5675848	10171	99.8211	0.1789
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)

Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution?		Ordinary						
Description of resolution considered		No To declare dividend on Equity Shares for the financial year ended on March 31, 2024						
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		4631672	99.5544	4631672	0	100.0000	0.0000
	Poll	4652404	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4652404	4631672	99.5544	4631672	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		1054341	41.5975	1054337	4	99.9996	0.0004
	Poll	2534626	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2534626	1054341	41.5975	1054337	4	99.9996	0.0004
Total		7187030	5686013	79.1149	5686003	4	99.9993	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (3)

Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution?		Ordinary						
Description of resolution considered		No To approve the appointment of Mrs. Anil Patel & Associates, Chartered Accountants, Ahmedabad as Statutory Auditors for the term of one year out of his remaining term of one year.						
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		4631672	99.5544	1005717	3625955	21.7139	78.2861
	Poll	4652404	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4652404	4631672	99.5544	1005717	3625955	21.7139	78.2861
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		1054340	41.5843	1034243	20097	98.0939	1.9061
	Poll	2535426	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2535426	1054340	41.5843	1034243	20097	98.0939	1.9061
Total		7187830	5686012	79.1061	2039960	3646052	35.8768	64.1232
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution							Add Notes	