



Date: 01st June, 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.

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,

SUBJECT: VOTING RESULTS OF POSTAL BALLOT ALONG WITH SCRUTINIZER'S REPORT

This is with reference to our earlier communication related to the Postal Ballot dated 25th May 2024 informing about the postal ballot process being undertaken by M/s. Vadilal Industries Limited. The remote e-voting period for casting the vote commenced on Saturday, 01st June 2024 (9:00 am) (1ST) and ended on, Sunday 30th June 2024 (5:00 pm) (1ST).

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the result of remote e-voting in the prescribed format along with the Scrutinizer's Report dated 01st July 2024 for the resolutions proposed for the approval of the Members through Postal Ballot. The resolutions have been passed by the Members with the requisite majority. The result of the remote e-voting and Report of the Scrutinizer is also being hosted on the website of the Company i.e. www.Vadilalgroup.Com

Please take note of the above on your record.

Thanking you,

Yours faithfully,
For **VADILAL INDUSTRIES LIMITED**

Ms. Rashmi Bhatt
Company Secretary & Compliance Officer

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

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
Vadilal Industries Limited
Vadilal House, 53, Shrimali Society, Nr. Navrangpura Rly. Crossing,
Navrangpura, Ahmedabad – 380 009

Dear Sir,


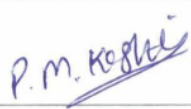
I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Vadilal Industries Limited (“Company”) as Scrutinizer for the purpose of scrutinizing the Postal Ballot through E-voting for ascertaining the majority on voting carried out as per the provisions of Section 110 read with Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions as per framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India (‘SEBI Circulars’)

1. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars, SEBI Circulars and Rules relating to voting on the resolutions contained in the Notice of Postal Ballot.

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 system provided by M/s Central Depository Services (India)

- Limited (“CDSL”), the authorized agency to provide e-voting facilities as appointed by the Company.
2. The Company has, through its RTA, on 28th May, 2024, completed the dispatch/sending of notice of postal ballot together with explanatory statement setting out material facts etc. to 12055 equity shareholders whose E-mail IDs were available. Further, the Company has informed that it has given opportunity to all its members to register their E-mail IDs with the Company/RTA/DP so as to participate in Postal Ballot through E-voting.
 3. Further to the above, I submit my report as under:
 - a. I assumed the office as Scrutinizer w.e.f. 25th May, 2024.
 - b. The Company has appointed Central Depository Services (India) Limited to provide platform for E-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://www.evotingindia.com>.
 - c. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 29th May, 2024 in “Indian Express” (English Language) and on 29th May, 2024 in “Financial Express” (Gujarati Language).
 - d. The Postal ballot with E-voting facility remained open from Saturday, 1st June, 2024 (9.00 a.m.) and ended on Sunday, 30th June, 2024 (5.00 p.m.).
 - e. The Members of the Company as on “cut off” date i.e. 24th May, 2024 were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
 - f. It has been confirmed by the Company/RTA that they have not issued any duplicate Postal Ballot Forms as there was no request required to be received from Shareholders in this regard.
 - g. During the period from 1st June, 2024 to 30th June, 2024 (i.e. total duration of atleast 30 days), 80 Equity shareholders in respect of 1448377 Equity shares participated for the exercise of their voting right through E-voting platform of CDSL.

- h. There was no Postal Ballot Form required to be received physically in view of the MCA & SEBI circulars referred to in the Postal Ballot Notice.
- i. The votes casted on E-voting were subsequently unblocked by me on 30th June, 2024 (after end of voting period) 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 Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad - 382345	
02.	Punam Mukesh Koshti 215, Jugadas Chawl No. 3, Opp City Centre, Idgah Road Ahmedabad - 380016	

- j. All the Electronic Ballot Forms received upto the close of working hours i.e. 5.00 p.m. on Sunday, 30th June, 2024; being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- k. The electronic ballots (E-voting) were reconciled with records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
- l. Thereafter, the details of members, who have voted “For”, “Against” the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of CDSL and the scrutiny of the electronic ballots received from the equity shareholders.
4. Based on the scrutiny of the Ballots, the result of the Postal Ballot with E-voting facility on the Resolutions is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	80	1448377
Total Postal Ballots received	Nil	Nil
Total Ballots received	80	1448377
Less: Invalid ballots	Nil	Nil
Total Valid Ballots	80	1448377

Resolution 1:

Report of Scrutinizer – Postal Ballot of Vadilal Industries Limited



Special Resolution for Approval for loans/ investments/ corporate guarantees by the Company in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E- Ballot	60	1430941	98.80%
Through Postal Ballot	Nil	Nil	Nil
Total	60	1430941	98.80%

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E- Ballot	20	17436	1.20%
Through Postal Ballot	Nil	Nil	Nil
Total	20	17436	1.20%

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E- Ballot	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil

Resolution 2:

Special Resolution for Approval for borrowings by the Company in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E-Ballot	65	1447785	99.96%
Through Postal Ballot	Nil	Nil	Nil
Total	65	1447785	99.96%

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E-Ballot	15	592	0.04%
Through Postal Ballot	Nil	Nil	Nil
Total	15	592	0.04%

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-Ballot	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil

Resolution 3:

Special Resolution for Approval for creation of security in respect of an undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E-Ballot	70	1447849	99.96%
Through Postal Ballot	Nil	Nil	Nil
Total	70	1447849	99.96%

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through E-Ballot	10	528	0.04%
Through Postal Ballot	Nil	Nil	Nil
Total	10	528	0.04%

(iv) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-Ballot	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil

5. A compact disk (CD) / Excel Sheet and other supportive documents containing list of equity shareholders who voted "For", "Against" and those votes which were considered "Invalid" for the 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: 1st July, 2024




Signature of the Scrutinizer
(CS Manoj R Hurkat)
UDIN: F004287F000642265

Countersigned by:

For, VADILAL INDUSTRIES LIMITED


Chairperson/Authorised Signatory

