



VADILAL INDUSTRIES LTD.

8th Floor, Time Square, Opp. Iscon Arcade, Nr. Pariseema Complex,
C.G. Road, Navrangpura, Ahmedabad - 380009
Tel.:(079) 2640 7201 to 26407210 Fax:(079) 2640 7201

VISIT US ON : <http://www.vadilalgroup.com>

Date: 4th October, 2017

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

Dear Sir,

Subject: Annual General Meeting Voting Results

Please find herewith Voting Result on the basis of Scrutinizer's report of Mr. Manoj Hurkat for the annual general meeting held on 29th September, 2017 pursuant to regulation 44(3) of the SEBI (Listing obligation and disclosure requirement), 2015

Please take the same on record.

Yours faithfully,

For VADILAL INDUSTRIES LIMITED

Ruchita Gurjar

Company Secretary & Compliance Officer



E-mail: shareslogs@vadilalgroup.com



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VADILAL INDUSTRIES LIMITED DISCLOSURE UNDER REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

Date of Annual General Meeting : 29th September, 2017

Total number of shareholders on record date: 12795

No. of shareholders present in the meeting either in person or through proxy:

- i. Promoters and Promoter Group:
- ii. Public:

No. of Shareholders attended the meeting through Video Conferencing

- i. Promoters and Promoter Group: NIL
- ii. Public: NIL

Details of the Agenda:

Item No. 1 To consider and adopt:

- (a) The audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
- (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2017.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 3806928 | 52.96 | 3806928 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 3806928 | 52.96 | 3806928 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 0.00 | 0.00 |
| | Poll | | 910 | 0.01 | 810 | 100 | 89.01 | 10.99 |
| | Total | 2509424 | 968 | 0.01 | 868 | 100 | 89.67 | 10.33 |
| Total | | 7187830 | 3807896 | 52.98 | 3807796 | 100 | 99.99 | 0.00 |





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Item No. 2 To declare dividend on Equity Shares for the financial year ended on March 31, 2017.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 890 | 0.01 | 789 | 101 | 88.65 | 11.35 |
| | Total | 2509424 | 948 | 0.01 | 847 | 101 | 89.35 | 10.65 |
| Total | | 7187830 | 4221370 | 58.73 | 4221269 | 101 | 99.99 | 0.00 |

Item No. 3 To appoint a Director in place of Mr. Devanshu L. Gandhi (DIN: 00010146) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. If re-appointed, the same shall not be termed as discontinuation of his office as Managing Director of the Company.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 849 | 100 | 89.46 | 10.54 |
| Total | | 7187830 | 4221371 | 58.73 | 4221271 | 100 | 99.99 | 0.00 |





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Item No. 4 To appoint a director in place of Mr. Kalpit R. Gandhi (DIN: 02843308) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 849 | 100 | 89.46 | 10.54 |
| Total | | 7187830 | 4221371 | 58.73 | 4221271 | 100 | 99.99 | 0.00 |

Item No. 5 To appoint Statutory Auditors and fix their remuneration.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 849 | 100 | 89.46 | 10.54 |
| Total | | 7187830 | 4221371 | 58.73 | 4221271 | 100 | 99.99 | 0.00 |





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Item No. 6 To appoint Mr. Vijay R. Shah (DIN : 00376570) as an Independent Director of the Company .

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 849 | 100 | 89.46 | 10.54 |
| Total | | 7187830 | 4221371 | 58.73 | 4221271 | 100 | 99.99 | 0.00 |

Item No. 7 To appoint Mr. Jignesh J. Shah (DIN: 01202435) as an Independent Director of the Company.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 58 | 0 | 100.00 | 0.00 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 849 | 100 | 89.46 | 10.54 |
| Total | | 7187830 | 4221371 | 58.73 | 4221271 | 100 | 99.99 | 0.00 |





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Item No. 8 To approve the remuneration to be paid to Mr. Rajesh R. Gandhi, Chairman and Managing Director for remaining period of 2 years of his term w.e.f. 1st April, 2017

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 8 | 50 | 13.79 | 86.21 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 799 | 150 | 84.19 | 15.81 |
| Total | | 7187830 | 4221371 | 58.73 | 4221221 | 150 | 99.99 | 0.00 |

Item No. 9 To approve the remuneration to be paid to Mr. Devanshu L. Gandhi, Managing Director for remaining period of 2 years of his term w.e.f. 1st April, 2017.

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Voting Results :

| Promoter / Public | Manner 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 |
|------------------------------|------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter Group | E-voting | | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4660670 | 4220422 | 58.72 | 4220422 | 0 | 100.00 | 0.00 |
| Public Institutional holders | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 17736 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Others | E-voting | | 58 | 0.00 | 8 | 50 | 13.79 | 86.21 |
| | Poll | | 891 | 0.01 | 791 | 100 | 88.78 | 11.22 |
| | Total | 2509424 | 949 | 0.01 | 799 | 150 | 84.19 | 15.81 |
| Total | | 7187830 | 4221371 | 58.73 | 4221221 | 150 | 99.99 | 0.00 |

