



VADILAL INDUSTRIES LTD.

REGD. OFFICE : "VADILAL HOUSE"
53,SHRIMALI SOCIETY, NR. NAVRANGPURA RAILWAY CROSSING,NAVRANGPURA, AHMEDABAD - 380009.
TEL.NO. : (91) (79) 26564019-24 FAX : (91) (79) 26564027

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

30TH ANNUAL GENERAL MEETING OF MEMBERS OF VADILAL INDUSTRIES LIMITED HELD ON THURSDAY, 25TH SEPTEMBER, 2014.

DECLARATION OF RESULTS ON E-VOTING AND POLL

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause – 35B of the Listing Agreement with Stock Exchanges, Vadilal Industries Limited (the Company) had provided e-voting facility to its Members, to cast their votes by electronic means on all the resolutions set forth in the Notice of 30th Annual General Meeting of the Members of the Company, as an alternative to participate physically in the Annual General Meeting. The e-voting was commenced on 20th September, 2014 and completed on 22nd September, 2014.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by the Ministry of Corporate Affairs, voting by show of hands was not permitted at the general meeting, where e-voting has been offered to the Members. Hence, at the 30th Annual General Meeting of the Members of the Company voting was conducted by means of Poll.

The Company had appointed M/s M. C. Gupta & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting and poll process. The Scrutinizer has, after scrutiny of the votes casted through e-voting and poll, submitted a combined report on e-voting and poll to the Chairman of the Company.

The combined results of e-voting and poll, as mentioned in the aforesaid Scrutinizer's Report, are as follows :

Sr. No.	Item	Type of resolution	No. of Votes in favour	% of Votes in favour	No. of Votes against	% of Votes against
1	To adopt the audited Statement of Profit & Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.	Ordinary	4900888	99.99	4	0.01
2	To declare dividend on Equity Shares for the financial year ended on March 31, 2014.	Ordinary	4900838	100.00	0	0



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3	To appoint a Director in place of Mr. Rajesh R. Gandhi (DIN: 00009879) 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.	Ordinary	4900838	99.99	4	0.01
4	To appoint Statutory Auditors and fix their remuneration.	Ordinary	4900838	99.99	4	0.01
5	To appoint Mr. Kshitish M. Shah (DIN: 00563191) as an Independent Director of the Company.	Ordinary	4900838	99.99	4	0.01
6	To appoint Mr. Rohit J. Patel (DIN: 00012367) as an Independent Director of the Company.	Ordinary	4900838	99.99	4	0.01
7	To appoint Mr. Rajesh K. Pandya (DIN: 02711000) as an Independent Director of the Company.	Ordinary	4900838	99.99	4	0.01
8	To re-appoint Mr. Rajesh R. Gandhi (DIN: 00009879) as a Managing Director designated as a "Chairman & Managing Director" for a period of 5 years and payment of remuneration for a period of 3 years.	Special	4900838	99.99	4	0.01
9	To re-appoint Mr. Devanshu L. Gandhi (DIN: 00010146) as a Managing Director for a period of 5 years and payment of remuneration for a period of 3 years.	Special	4900838	99.99	1	0.01
10	To confirm the borrowing limit of the Company.	Special	4498113	91.78	402729	8.22
11	To confirm creation of charge within the borrowing limit of the Company.	Special	4498113	91.78	402729	8.22
12	To insert new Article in the Articles of Association relating to Chairperson of the Company.	Special	4900838	99.99	4	0.01
13	To alter Articles of Association by inserting new Article relating Inspection and copy of Register & Index of Members.	Special	4900838	99.99	4	0.01
14	To keep Register and Index of Members at other place.	Special	4900838	99.99	4	0.01
15	To accept Fixed Deposit from the members.	Special	4498113	91.78	402729	8.22



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Based on the aforesaid report of the Scrutinizer, all resolutions set forth in the notice of the 30th Annual General Meeting of the Company have duly approved by the Members with requisite majority.

For VADILAL INDUSTRIES LIMITED

A handwritten signature in black ink, appearing to read "R R Gandhi".

RAJESH R. GANDHI
CHAIRMAN AND MANAGING DIRECTOR

Date : 26th September, 2014.
Place : Ahmedabad.

Encl.: As above.