



VADILAL ENTERPRISES LIMITED

Registered Office: Colonnade Building, 10th Floor, Opp. ISCON Temple BRTS Bus Stand,
Ambli Bopal Road, Bopal, Ahmedabad, Gujarat, 380015

CIN: L51100GJ1985PLC007995

Tel No.:079-48081200 Email id: investor.relations@vadilalgroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules made there under]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot /electronic voting (e-voting). Pursuant to Sections 102 and 110 of the Act, the explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons there of is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors has appointed Mr. Manoj Hurkat of Mr. Manoj Hurkat & Associates as the scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-Voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the enclosed postage-prepaid self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Sunday, 2nd February, 2020. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted.

Postal Ballot Forms received after the close of working hours i.e.5:00 p.m. (IST) on Sunday, 2nd February, 2020 will be treated as if no reply has been received from the Member. E-Voting will be blocked by Central Depository Services Limited ("CDSL") at 5:00 p.m. (IST) on Sunday, 2nd February, 2020 and e-Voting shall not be allowed beyond the said date and time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

Resolutions: 01

To appoint Statutory Auditor of the Company to fill the Casual vacancy caused due to Resignation of M/s. Deloitte Haskins & Sells LLP under Section 139 of The Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013,including any statutory modification(s) or re-enactment thereof, for the time being in force and the Articles of Association of the Company and on recommendation of the Audit Committee, M/s. Arpit Patel & Associates (FRN: 144032W) Chartered Accountants, Ahmedabad, be and are hereby appointed as Statutory Auditors of the Company till the conclusion of the forthcoming Annual General Meeting of the Company, to fill casual vacancy caused by resignation of M/s. Deloitte Haskins & Sells LLP, Chartered Accountant at such remuneration as may be determined by Board of Directors of the Company from time to time."

"RESOLVED FURTHER THAT any of the Directors and / or Key Managerial Personnel of the company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

For, **Vadilal Enterprises Limited**

Date : 13.12.2019
Place : Ahmedabad

Mr. Rajesh Gandhi
Chairman & Director

Notes:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed Resolutions above, is appended here in below along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members /List of Beneficial Owners as received from the Depositories as on **Saturday, 21st December, 2019**. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members /List of Beneficial Owners as on **Saturday, 21st December, 2019** will be considered for the purpose of e-voting.
4. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Members who have not registered their e-mail ID are requested to register the same with RTA in order to receive the Company's Annual Report and other communication electronically in future.
7. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor_relations@vadilalgroup.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Saturday, 21st December, 2019.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
10. The e-Voting period shall commence on **Friday, 3rd January, 2020 at 9:00 a.m. (IST) and end on Sunday, 2nd February, 2020 at 5:00 p.m. (IST)**. The e-Voting will be blocked by CDSL thereafter. During this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Saturday, 21st December, 2019, may cast their vote electronically.
11. A member cannot exercise his vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (**i.e. 5:00 p.m. IST) on Sunday, 2nd February, 2020**. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 5:00 p.m. IST on Sunday, 2nd February, 2020, it will be considered that no reply from the member has been received.
13. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before **Tuesday, 4th February, 2020** and will be displayed on the website of the Company (Website), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot /e-voting i.e. Sunday, 2nd February, 2020.

Process and manner for availing remote e-voting facility

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement), 2015. Accordingly, a member may exercise his vote through e-voting service provided by Central Depository Services (India) Limited (CDSL) and the Company may pass any resolution by electronic voting system in accordance with the above provision.

1. The Process and manner of remote e-voting is being sent to all members whose e-mail ids are registered with the Company/ Depository Participants/Share Transfer Agents for communication purpose through electronic mode.
2. The Board of Director has appointed Mr. Manoj Hurkat, of M/s. Manoj Hurkat & Associates Practicing Company Secretary, Ahmedabad as Scrutinizer to scrutinize the poll and remote e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members/ beneficial owner (in case of electronic shareholding) as on **cut-off date i.e. 21st December, 2019**
4. If e-mail address or mobile number of members is registered against folio number/DP ID/Client ID, then on homepage of www.evotingindia.com, the member may click on "Forgot Password" and enter folio number/DP ID/Client ID and PAN to generate a password

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins **on 3rd January, 2020 (9.00 a.m.) and ends on 2nd February, 2020 (5.00 p.m.)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Vadilal Enterprises Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app – “m - Voting” for e voting. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

To conduct the e – voting process in fair and transparent manner, the Company has appointed Mr. Manoj Hurkat, of M/s. Manoj Hurkat & Associates Practicing Company Secretary, Ahmedabad as the Scrutinizer for purpose of E – voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within two (2) days of passing of the resolutions and communicated to the BSE Limited & National Stock Exchange (India) Limited.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. :01

M/s. Deloitte Haskins & Sell LLP Chartered Accountant, Ahmedabad, have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company after taking consent of the members. The appointment of the auditors has been approved by the Audit Committee in its meeting held on 13.12.2019 and by the Board in terms of Section 177 of the Companies Act, 2013.

Board proposes that M/s. Arpit Patel & Associates (FRN: 144032W) Chartered Accountants, Ahmedabad, be appointed as the Statutory Auditors of the Company till the conclusion of the forthcoming Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sell LLP Chartered Accountant, Ahmedabad.

M/s. Arpit Patel & Associates (FRN: 144032W) Chartered Accountants, Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The documents in relation to the transaction which is proposed for your approval can be inspected at the registered office of the company during the business hours i.e. 10.00 a.m. to 06.00p.m.

The Board proposes the aforesaid resolution for your approval.

None of the Directors and Key Managerial Personnel is interested in this resolution.

For, **Vadilal Enterprises Limited**

Date : 13.12.2019
Place : Ahmedabad

Mr. Rajesh Gandhi
Chairman & Director



VADILAL ENTERPRISES LIMITED

CIN: L51100GJ1985PLC007995

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Tel No.:079-48081200 • Email id: investor.relations@vadilalgroup.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sr. No.	Particulars	Details of Member[s]
1.	Name of the shareholder (s) including joint	
2.	Registered address of the sole/first named shareholder	
3.	Joint Holder(s) Name	
4.	Registered Folio No/ DPID No/Client ID No.* * (Applicable to Members having shares in Demat form)	
5.	E-Mail Id	
6.	Number of shares held	

I/we hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot / e-voting for the business enumerated below by recording my / our assent or dissent by placing tick (✓) mark at the appropriate box below:

Description of the Resolutions	No. of shares held	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
To appoint Statutory Auditor of the Company to fill the Casual vacancy caused due to Resignation of M/s Deloitte Haskins & Sells LLP under Section 139 of The Companies Act, 2013			

Place :
Date :

Signature of the Member

Notes to Postal Ballot:

1. Please read the instructions printed below carefully before filling this form of Postal Ballot.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Sunday 2nd February, 2020 up to 5:00 p.m. IST.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
5. Consent must be accorded by placing a tick mark ✓ in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark ✓ in the column, 'I dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent'; or if the signature could not be verified, or one or more of the above grounds;
 - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Sunday 2nd February, 2020 up to 5:00 p.m. IST. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at manojhurkat@hotmail.com, with a copy marked to evoting@cdsl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. Saturday, 21st December, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.