

ANNEXURE – D TO THE DIRECTORS’ REPORT

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2019 (2018-2019)

Pursuant to Schedule – V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

❖ **Brief statement on Company’s philosophy on Code of Governance :-**

SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) envisages various compliances and disclosure requirements in terms of Corporate Governance. Further, Schedule – V read with regulation 34(3) and 53(f) of the SEBI (LODR) Regulation, 2015 the Annual Report of a listed entity shall contain various Additional Disclosures which includes Corporate Governance Report.

Over the past few years, the transition in the business environment, coupled with liberalisation and changing market conditions, has led to a fundamental shift in the management’s approach to enhancing shareholder value. In this context, Corporate Governance has attained paramount importance for ensuring fairness, transparency, accountability and responsibility to all stakeholders.

The Company’s philosophy on Corporate Governance is aimed at making the top management of the Company in the efficient conduct of its business and in making its obligation to Shareholders.

❖ **The Report on Corporate Governance is divided into ten parts :-**

- 1) Board of Directors,
- 2) Remuneration of Directors,
- 3) Committees of the Board,
- 4) General Body Meetings,
- 5) Means of Communication
- 6) General Shareholder information
- 7) Other Disclosures
- 8) Disclosure of Compliance with Corporate Governance Requirements
- 9) Non-compliance, if any, of requirement of Corporate Governance Report
- 10) Compliance of discretionary requirements

1) Board of Directors

(i) Composition and category of Directors :

The Board of the Company comprises Executive and Non-executive Directors. The majority Directors on the Board are Non-executive Directors. The day-to-day management of the Company is conducted by the Managing Directors of the Company, subject to the supervision, direction and control of the Board of Directors of the Company.

The Board of Directors of the Company as on 31-03-2019 consists the following 8 Directors, out of which, majority Directors are Non-executive Directors and one half of the total Directors are Independent Directors :-

	Category		Name of the Directors
A.	Promoters and Executive Directors	1	Mr. Rajesh R. Gandhi, Chairman & Managing Director
		2	Mr. Devanshu L. Gandhi, Managing Director
B.	Promoters, Non-executive and Non-Independent Directors	3	Mrs. Devalben D. Gandhi
		4	Mr. Kalpit R. Gandhi*
C.	Independent Directors	5	Mr. Malay Mahadevia
		6	Mr. Chetan Tamboli
		7	Mr. Jignesh Shah
		8	Mr. Vijay Shah

* Mr. Kalpit R. Gandhi is also Chief Financial Officer, Key Managerial Personnel, of the Company.

(ii) Number of Board Meetings held and the dates on which held:

During the year under review, 7 Board Meetings were held on 28.5.2018, 11.8.2018, 27.11.2018, 24.12.2018, 3.1.2019, 12.2.2019 and 30.3.2019 The gap between two Board Meetings did not exceed 120 days.

(iii) Attendance of each Director at the 7 Board Meetings held during the year from 01-04-2018 to 31-03-2019, last Annual General Meeting (AGM) and number of Directorship and Chairmanship / Membership of Committee of each Director in various Companies as on 31-03-2019:

Name of Director	Attendance Particulars		No. of Directorships and Committee membership/chairmanship held in Listed Entities (including Vadilal Industries Limited)			
	Board Meetings	Last AGM	Name of listed entity in which Directorship held (Category of Directorship)	Directorship*	Committee Membership**	Committee Chairmanship** (Out of Committee Membership)
Mr. Rajesh R. Gandhi	7	Yes	1. Vadilal Industries Limited (Non-Independent, Executive) 2. Vadilal Enterprises Limited (Non-Independent, Non-Executive) 3. Vadilal Chemicals Limited (Non-Independent, Executive)	3	4	1
Mr. Devanshu L. Gandhi	7	Yes	1. Vadilal Industries Limited (Non-Independent, Executive) 2. Vadilal Enterprises Limited (Non-Independent, Non-Executive) 3. Vadilal Chemicals Limited (Non-Independent, Executive)	3	6	0
Mrs. Deval D. Gandhi	7	No	1. Vadilal Industries Limited (Non-Independent, Non-Executive Director) 2. Vadilal Chemicals Limited (Non-Independent, Non-Executive)	2	0	0
Mr. Kalpit R. Gandhi	7	Yes	1. Vadilal Industries Limited (Non-Independent, Non-Executive) 2. Vadilal Chemicals Limited (Non-Independent Non-Executive)	2	1	0
Mr. Malay R. Mahadevia*	7	No	1. Adani Ports and Special Economic Zone Limited (Independent, Executive) 2. Vadilal Industries Limited (Independent, Non-Executive)	2	1	0
Mr. Chetan M. Tamboli	6	No	1. Vadilal Industries Limited (Independent, Non-Executive) 2. Steel Cast Limited (Non-Independent, Executive)	2	1	0
Mr. Jignesh J. Shah*	7	Yes	1. Industries Limited (Independent, Non-Executive) 2. Vadilal Enterprises Limited (Independent, Non-Executive) 3. Vadilal Chemicals Limited (Independent, Non-Executive)	3	5	3
Mr. Vijay R. Shah	6	Yes	1. Vadilal Industries Limited (Independent, Non-Executive)	1	2	1

* This excludes Directorships held in Private/Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

** Committees of Directors include Audit Committee and Stakeholders' Relationship Committee.

None of the Directors of the Company is a member of Board of more than 20 Companies and more than 10 Public Limited Companies, in terms of Section 165 of the Companies Act, 2013. None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26(1) of SEBI (LODR) Regulation, 2015. The necessary disclosures regarding Committee positions have been made by the Directors.

(iv) Relationship between the Directors :-

- Mr. Kalpit R. Gandhi is the son of Mr. Rajesh R. Gandhi.
- Mrs. Devalben D. Gandhi is the spouse of Mr. Devanshu L. Gandhi.

None of the other directors are related to any other director on the Board.

(v) Independent Directors :

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

Every Independent Director abides by the provisions specified in Schedule – IV to the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulation, 2015 related to obligation of Independent Directors.

The policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Board considers the committee's recommendation and takes appropriate action.

During the year under review, the Company's Independent Directors met 3 times during the year i.e. on 27.11.2018, 12.02.2019, 30.3.2019 without the presence of Executive Directors or management personnel, to inter alia:

- review the performance of non-independent directors and the Board as a whole.
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(vi) Familiarisation programme for independent director: the said policy is available on website of the Company

(vii) Information supplied to the Board :-

The information in respect of the following matters, among others, are regularly placed before the Board of Directors:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Appointment, remuneration and resignation of Directors.
- Formation/reconstitution of Board Committees.
- Declaration of Independent Directors at the time of appointment/annually

- Disclosure of Directors' interest and their shareholding
- Appointment or removal of the Key Managerial Personnel
- Appointment of Internal Auditors and Secretarial Auditors
- Quarterly / Annual Secretarial Audit reports submitted by Secretarial Auditors
- Dividend declaration
- Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made
- Significant changes in accounting policies and internal controls
- Issue of securities including debentures
- Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee
- Internal Audit findings and External Audit Reports(through the Audit Committee)
- Proposals for major investments, mergers, amalgamations and reconstructions

The Board is routinely presented with all information required under Regulation 17(7) read with Schedule – II of the SEBI (LODR) Regulation, 2015 wherever applicable and materially significant. These are normally submitted as a part of the Agenda papers and circulated in advance to the Directors. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Action taken report on the decision / minutes of the previous meeting is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

The evaluation of performance of the Board and that of its committees and individual directors in terms of the provisions of Section 134(3)(p) of the Companies Act, 2013 and Regulation 17(10) read with Regulation 25(4) of the SEBI (LODR) Regulation, 2015, was under process for completion.

2) Remuneration to Directors:

The aggregate value of salary, perquisites and other allowances paid including contribution towards Provident Fund to the two Managing Directors of the Company during the year ended on 31-03-2019 (i.e. from 01-04-2018 to 31-03-2019) are as follows:-

Amount (Rs. in lacs)

Name of Managing Director	Salary	Perquisites/ Allowances	Commission	Contribution to PF	Total
Mr. Rajesh R. Gandhi	49.20	22.89	99.97	5.90	177.98
Mr. Devanshu L. Gandhi	49.20	22.89	99.97	5.90	177.98

Besides this, the above Managing Directors are also entitled to Superannuation or Annuity Fund, to the extent not taxable and Gratuity and encashment of Leave as per Rules of the Company.

The Company has not paid Bonus to the above Managing Directors of the Company for the financial year ended on 31-03-2019.

The Managing Directors are required to give 3 months' notice in writing to the Company to resign from the office of Managing Director. The Company does not have a scheme for grant of stock options either to the Managing Directors or Employees.

Apart from the Managing Directors, Mr. Kalpit R. Gandhi, who is a non-executive and non-independent Director and Chief Financial Officer of the Company, has received remuneration, as under, in his capacity of Chief Financial Officer, during the year – 2018-2019:

Name of the Director	Salary	Perquisites/Allowances	Others	Total
Mr. Kalpit R. Gandhi	10.99	15.25	3.67	29.91

Except the above, none of the other Directors are paid remuneration except sitting fees for attending Board and Committee Meetings.

The Company has paid sitting fees to all Non-executive Directors & Independent Directors of the Company for attending Board Meetings, as under, held during the year ended on 31-03-2019:

Sr. No.	Name of the Director	Amount in Rs. (Gross)
1	Mrs. Deval D. Gandhi	154000
2	Mr. Kalpit R. Gandhi*	0
3	Mr. Malay Mahadevia **	0
4	Mr. Chetan M. Tamboli	132000
5	Mr. Jignesh J. Shah	154000
6	Mr. Vijay R. Shah	132000

* Mr. Kalpit R. Gandhi do not receive sitting fees for attending any meeting of the Board and any committee thereof.

** Mr. Malay Mahadevia has voluntarily waived the payment of sitting fees for attending meetings of the Board and committee thereof and hence, he is not receiving any sitting fees.

The Company has also paid sitting fees to the following Non-executive Directors & Independent Directors of the Company for attending Audit Committee meetings, held during the year ended on 31-03-2019:-

Sr. No.	Name of the Member of the committee	Amount in Rs. (Gross)
1	Mr. Devanshu L. Gandhi*	0
2	Mr. Kalpit R. Gandhi *	0
3	Mr. Malay Mahadevia**	0
4	Mr. Chetan M. Tamboli	87500
5	Mr. Jignesh J. Shah	87500
6	Mr. Vijay R. Shah	75000

* Mr. Devanshu L. Gandhi and Mr. Kalpit R. Gandhi do not receive sitting fees for attending any meeting of the Board and any committee thereof.

** Mr. Malay Mahadevia has voluntarily waived the payment of sitting fees for attending meetings of the Board and committee thereof and hence, he is not receiving any sitting fees.

The Company has also paid sitting fees to the following Non-executive Directors & Independent Directors of the Company for attending Nomination and Remuneration Committee meeting, held during the year ended on 31-03-2019 :-

Sr. No.	Name of the Member of the committee	Amount in Rs. (Gross)
1	Mr. Malay Mahadevia**	0
2	Mr. Chetan M. Tamboli	60000
3	Mr. Jignesh J. Shah	60000
4	Mr. Vijay R. Shah	60000

** Mr. Malay Mahadevia has voluntarily waived the payment of sitting fees for attending meetings of the Board and committee thereof and hence, he is not receiving any sitting fees.

The Non-executive Directors & Independent Directors of the Company are also reimbursed the traveling and out-of-pocket expenses for attending such meetings.

Mrs. Devalben D. Gandhi is holding 59266 Equity Shares of the Company. Except the above, no other Non-executive Directors of the Company hold any shares in the Company.

There was no pecuniary relationship or transaction of Independent Directors with the Company.

3) The Board has identified following skills/expertise/competencies fundamental for the Effective functioning of the Company which are currently available with the board.

Strategy and planning- appreciation of long terms, strategic choices and experience in guiding and leading management teams to make decision in uncertain environment

Governance- Experience in developing governance practice serving best interest of stake holder, maintaining board and management accountability, building long term effective stake holder engagements and driving corporate ethics and value

4) Committees of the Board:

The Board of Directors of the Company has formulated the following committees in terms of the provisions of the SEBI (LODR) Regulation, 2015 and Companies Act, 2013 and Rules made there under :

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

The composition and terms of reference of the said committees are as under :

(a) Audit Committee :

(i) Composition

As on 31-03-2019, there were 6 members of Audit Committee as under :-

Sr. No.	Name of the Member		Designation	Category
1	Mr. Vijay R. Shah	-	Chairman	Independent Director
2	Mr. Devanshu L. Gandhi	-	Member	Executive Director
3	Mr. Kalpit R. Gandhi	-	Member	Non-Executive and Non-independent Director
4	Mr. Malay Mahadevia	-	Member	Independent Director
5	Mr. Jignesh J. Shah	-	Member	Independent Director
6	Mr. Chetan M. Tamboli	-	Member	Independent Director

The constitution of the Audit Committee fulfills the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015 and Section 177 of the Companies Act, 2013. The members of audit committee are financially literate and having accounting or related financial management expertise.

Mrs. Rashmi Bhatt, who is a Company Secretary of the Company, is the Secretary to the Audit Committee.

(ii) Meeting and Attendance :

The Audit Committee met 7 times during the year under review on 28.5.2018, 11.8.2018, 27.11.2018, 24.12.2018, 3.1.2019, 12.2.2019 and 30.3.2019.

The presence of the Members of the aforesaid Audit Committee Meetings are as under :

Sr. No.	Name of the Director	No. of Audit Committee Meetings attended.
1	Mr. Chetan Tamboli	7
2	Mr. Devanshu L. Gandhi	7
3	Mr. Kalpit R. Gandhi	7
4	Mr. Malay Mahadevia	7
5	Mr. Jignesh J. Shah	7
6	Mr. Vijay R. Shah	6

The representative of the Statutory Auditors was present in all meetings of the Audit Committee. The Internal Auditors were present in the meetings as and when called for. The Managing Directors of the Company were also generally invited to attend the Audit Committee meetings. The Minutes of the Audit Committee Meetings are placed before all Directors of the Company at the time of Board Meeting and are confirmed in the Board Meeting.

(iii) Terms of reference:

The terms of reference of the Audit Committee are as under and they are in accordance with the provisions of Regulation 18 read with Part C of Schedule II of the SEBI (LODR) Regulation, 2015 and Section 177 of the Companies Act, 2013:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Examination of the financial statement and the auditors' report thereon; Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified Opinions/Qualifications in the draft audit report
4. Approval or any subsequent modification of transactions of the company with related parties;

5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
9. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
10. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
11. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate."

(b) Nomination and Remuneration Committee :

(i) Composition

The Nomination and Remuneration Committee of the Company comprises the following Directors of the Company, as on 31st March, 2019, namely:

Sr. No.	Name of the Member		Designation	Category
1	Mr. Malay Mahadevia	-	Chairman	Independent Director
2	Mr. Chetan M. Tamboli	-	Member	Independent Director
3	Mr. Vijay R. Shah	-	Member	Independent Director
4	Mr. Jignesh J. Shah*	-	Member	Independent Director

The constitution of Nomination and Remuneration Committee fulfills the requirements of the Regulation 19 of the SEBI (LODR) Regulation, 2015 and Section 178 of the Companies Act, 2013. All members of the Nomination and Remuneration Committee are independent Directors of the Company.

(ii) Meeting and attendance:

The Nomination and Remuneration Committee normally meets for considering proposal related to appointment and/or remuneration of any Director or Key Managerial Personnel of the Company and for considering any other matter as may be specified under the terms of reference of the committee.

During the year under review, the Nomination and Remuneration Committee met 6 times on 28.5.2018, 11.8.2018, 27.11.2018, 24.12.2018, 12.2.2019 and 30.3.2019.

The presence of the Members of the aforesaid Nomination and Remuneration Committee Meetings are as under:

Sr. No.	Name of the Member		No. of meetings attended
1	Mr. Malay Mahadevia	-	6
2	Mr. Chetan M. Tamboli	-	6
3	Mr. Vijay R. Shah	-	5
4	Mr. Jignesh J. Shah	-	6

(iii) Terms of Reference:

Pursuant to Section 178 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) and Regulation 19 read with Part – D of Schedule – II of SEBI (LODR) Regulation, 2015, the role of the Nomination and Remuneration committee shall, *inter-alia*, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of the Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(iv) Performance evaluation Criteria for Independent Directors

The Performance evaluation Criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation is carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

(c) Stakeholders' Relationship Committee:

(i) Composition:

The Stakeholders' Relationship Committee of the Company comprises the following Directors of the Company, as on 31st March, 2019, namely:

Sr. No.	Name of the Member		Designation	Category
1	Mr. Jignesh J. Shah	-	Chairman	Independent Director
2	Mr. Rajesh R. Gandhi	-	Member	Executive Director
3	Mr. Devanshu L. Gandhi	-	Member	Executive Director
4	Mr. Vijay R. Shah	-	Member	Independent Director

The constitution of Stakeholders' Relationship Committee fulfills the requirements of Regulation 20 read with Part D of Schedule II of the SEBI (LODR) Regulation, 2015 and Section 178 of the Companies Act, 2013.

The Committee, *inter alia*, approves the transfer of Shares, issue of duplicate Share Certificates, splitting and consolidation of Shares etc. The Committee also looks after redressal of Shareholder's complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends, etc. The Board of Directors has delegated the power of approving transfer of Shares etc. to the Stakeholders' Relationship Committee.

(ii) No. of Shareholders complaints received and not solved to the satisfaction of the Shareholders:

The total number of complaints received and replied to the satisfaction of Shareholders during the year under review were as under :

No. of Complaints outstanding as on 31-03-2018	-	0
No. of complaints received during the year under review	-	1
No. of complaints disposed off during the year under review	-	1
No. of complaints outstanding as on 31-03-2019	-	0

(iii) Name and designation of Compliance Officer :

The Board has designated Ms. Rashmi Bhatt, Dy. General Manager (Secretarial) and Company Secretary, as the Compliance Officer of the Company in terms of Regulation 6 and 20 of the SEBI (LODR) Regulation, 2015.

(d) Risk Management Committee :

The provisions of Regulation 21 of the SEBI (LODR) Regulation, 2015 regarding constitution of Risk Management Committee of the Directors are not applicable to the Company, as the company does not fall in the list of top 100 listed entities determined on the basis of market capitalization.

The Board always takes endeavors to minimize risk associated with the Company and has laid down the plan for risk assessment and minimization and reviews the same periodically.

(e) Corporate Social Responsibility Committee :

(i) Composition :

In terms of provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, a committee of the Directors of the Company has been constituted as Corporate Social Responsibility Committee, comprising the following Directors:

Sr. No.	Name of the Member		Designation
1	Mr. Vijay R. Shah	-	Chairman
2	Mr. Devanshu L. Gandhi	-	Member
3	Mr. Kalpit R. Gandhi	-	Member
4	Mr. Jignesh J. Shah	-	Member

The constitution of the Corporate Social Responsibility Committee fulfills the requirements of Section 135 of the Companies Act, 2013.

(ii) Terms of Reference :

The Corporate Social Responsibility Committee shall,—

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
3. Monitor the Corporate Social Responsibility Policy of the company from time to time and;
4. Institute a transparent mechanism for implementation of the CSR Projects or programs or activities undertaken by the Company.

(iii) Corporate Social Responsibility Policy:

The Corporate Social Responsibility Committee has formulated a policy on the measures to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013.

4) General Body Meetings:

(i) Location and Time for last 3 Annual General Meetings (AGM) were along with details of Special Resolution Passed:

Year	AGM	Location	Date	Time	Special Resolution Passed
2017-2018	34th	H T Parekh Convention Center, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat 380 015	24-09-2018	11.00 a.m.	No special resolution.
2016-2017	33rd	GICEA, Gajjar Hall, Nirman Bhavan, Opp. Law Garden, Ellisbridge, Ahmedabad – 380 006.	29-09-2017	4.00 p.m.	1. 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. 2. 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.
2015-2016	32nd	GICEA, Gajjar Hall, Nirman Bhavan, Opp. Law Garden, Ellisbridge, Ahmedabad – 380 006.	27-09-2016	3.00 p.m.	No special resolution.

(ii) Resolution carried out through Postal Ballot:

No postal ballots were used/invited for voting at the above meetings in respect of Special Resolutions passed in the above said meetings.

At the forthcoming 35th AGM, no resolution is proposed to be passed through Postal Ballot.

5) Means of communication:

➤ **Annual Reports :**

The Company has total 14885 shareholders as on 31st March, 2019. The main channel of communication to the shareholders is through Annual Report, which includes inter alia, the Director's Report, Management Discussions & Analysis and Report on Corporate Governance and Audited Financial Results. The Annual Report is also posted on the web-site of the Company viz. www.vadilalgroup.com/reports.

➤ **Quarterly Results:**

The Unaudited Quarterly Results of the Company for the quarters ended on 30-06-2018 (1st Quarter), 30-09-2018 (2nd Quarter) and 31-12-2018 (3rd Quarter) and the Annual Audited Accounts for the year ended on 31-03-2018 including notes, results and also the Consolidated Financial Results and Limited Review Report thereon were submitted to the Stock Exchanges immediately after conclusion of the Board Meetings in which, they are approved by the Board.

The said results were published in the newspapers of Ahmedabad edition, namely, Indian Express (English) and Financial Express (Gujarati). The said results including Notes and Segment wise revenue, results and capital employed are displayed on the corporate website of the Company viz. www.vadilalgroup.com/reports.

➤ **Company's Web-site :**

The website of the Company viz. www.vadilalgroup.com has an exhaustive investor-relations section. It contains comprehensive guidelines and procedure for the investors. It also contains all statutory disclosures required to be placed under the provisions of various statute.

➤ **NSE Electronic Application Processing System (NEAPS):**

The NEAPS www.connect2nse.com/LISTING/ is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

➤ **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

BSE's Listing Centre viz. www.listing.bseindia.com is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

➤ **SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

➤ **Designated Exclusive email-id:**

The Company has designated email-id viz. shareslogs@vadilalgroup.com exclusively for resolving investor grievance.

6) General Shareholder' information:

(i) Annual General Meeting, i.e. next AGM

- Date & Time : Monday, 30th September, 2019 at 11.00 a.m.
- Venue : Shri H. T. Parekh Auditorium, C/O Ahmedabad Management Association, AMA Management House, Torrent AMA Management Centre, Atira CAM, Dr Vikram Sarabhai Road, Vastrapur, Ahmedabad – 380015.

(ii) Financial Calendar (from 01-04-2019 to 31-03-2020) (Tentative) :

- Results for quarter ended on 30-06-2019 : On or before 14th August, 2019
- Results for quarter ending on 30-09-2019 : On or before 14th November, 2019
- Results for quarter ending on 31-12-2019 : On or before 14th February, 2020
- Audited Results for the year ending on 31-03-2020 : On or before 30th May, 2020
- AGM for the year ending on 31-03-2020 : In the month of September, 2020

(iii) Book-closure date :

Book-closure shall be from 21st September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of payment of dividend on Equity Shares for the year ended on 31st March, 2019.

(iv) Dividend payment date :

The Dividend of Rs. 1.25 per share (@ 12.50%) on Equity Shares for the year ended on 31st March, 2019, if approved and declared, will be paid within the prescribed time limit.

(v) Listing of Equity Shares on Stock Exchanges at -

The Company's shares are listed at the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
Phone: 91-22-2272 1234 / 1233

The National Stock Exchange of India Ltd.

Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
Phone: 91-22-26598100/8114

Listing fees upto the Financial Year –2019-2020 has already been paid to the above Stock Exchanges. The Annual Custody/ Issuer fee for the year –2019-2020 has also been paid by the Company to NSDL and CDSL.

(vi) Security Code No. :

- BSE Limited : 519156
- National Stock Exchange of (India) Limited : VADILALIND-EQ
- ISIN No. of NSDL & CDSL for demat of Equity Shares : INE694D01016

(vii) Stock Market Data :

The monthly High, Low and Closing Prices of Shares of the Company at BSE Limited, (BSE) and National Stock Exchange of India Limited (NSE), for the year under review are as under:

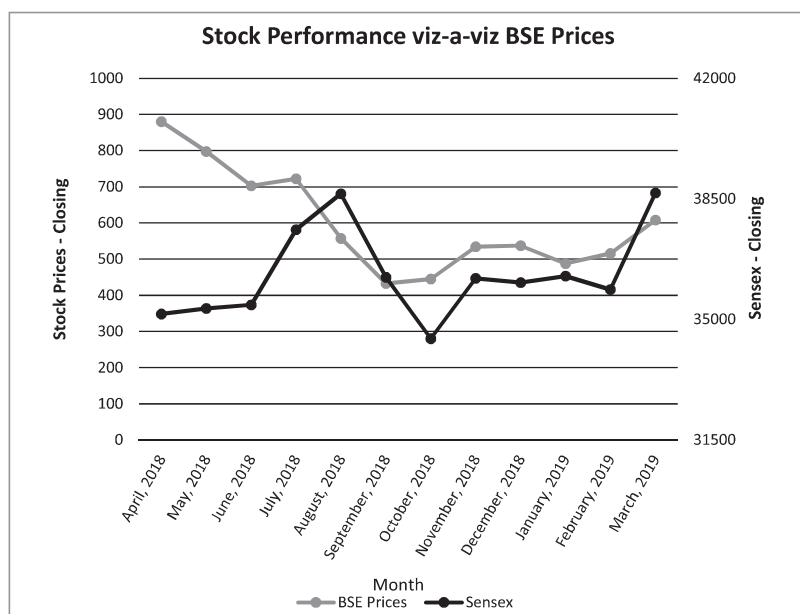
Months	BSE			NSE		
	High (Rs.)	Low (Rs.)	Closing (Rs.)	High (Rs.)	Low (Rs.)	Closing (Rs.)
April, 2018	950.00	832.10	880.00	944.00	838.15	881.10
May, 2018	912.6	753.20	797.70	914.00	752.00	795.25
June, 2018	804.10	690.00	703.10	805.60	692.65	703.05
July, 2018	738.00	633.00	722.30	733.70	640.10	726.00
August, 2018	811.00	516.50	556.95	809.00	517.30	556.05
September, 2018	580.00	430.00	432.70	580.80	427.00	431.25
October, 2018	494.55	400.00	444.90	492.00	387.20	445.55
November, 2018	575.90	420.00	534.45	577.75	440.00	532.00
December, 2018	567.50	443.00	537.55	570.00	455.55	535.75
January, 2019	555.00	468.95	487.55	554.75	467.95	487.20
February, 2019	538.70	441.15	515.70	538.80	436.10	514.65
March, 2019	644.40	512.95	607.80	624.40	516.00	608.15

(viii) Vadilal Industries Limited BSE Share Price versus the BSE Sensex :

Market - Price data : The monthly closing prices of the shares of the Company, during the financial year under review and performance of the same in comparison to BSE Sensex are given below :

Months	BSE Closing (Rs.)	SENSEX Closing (Rs.)
April, 2018	880.00	35160.36
May, 2018	797.70	35322.38
June, 2018	703.10	35423.48
July, 2018	722.30	37606.58
August, 2018	556.95	38645.07
September, 2018	432.70	36227.14
October, 2018	444.90	34442.05
November, 2018	534.45	36194.30
December, 2018	537.55	36068.33
January, 2019	487.55	36256.69
February, 2019	515.70	35867.44
March, 2019	607.80	38672.91

Price Chart:

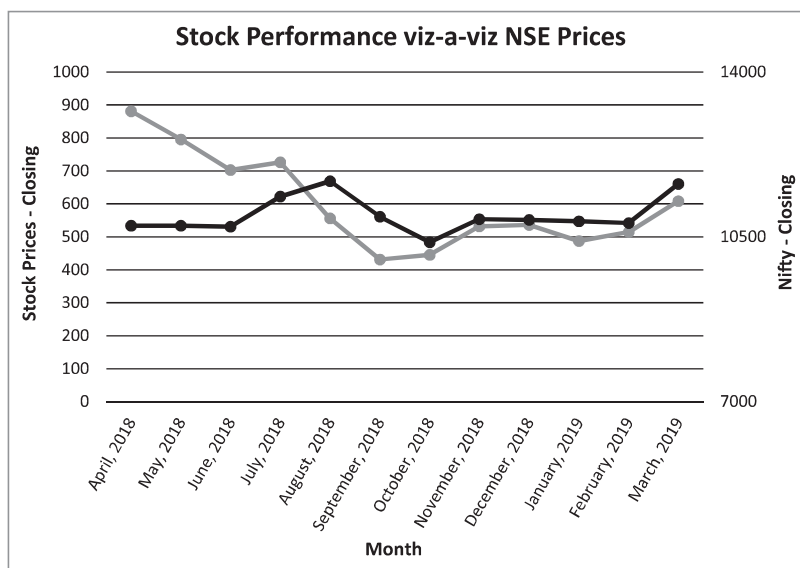


(ix) Vadilal Industries Limited NSE Share Price versus the NSE NIFTY

Market - Price data : The monthly closing prices of the shares of the Company, during the financial year under review and performance of the same in comparison to NSE Nifty are given below :

Months	NSE Closing (Rs.)	Nifty Closing (Rs.)
April, 2018	881.10	10739.35
May, 2018	795.25	10736.15
June, 2018	703.05	10714.30
July, 2018	726.00	11356.50
August, 2018	556.05	11680.50
September, 2018	431.25	10930.45
October, 2018	445.55	10386.60
November, 2018	532.00	10876.75
December, 2018	535.75	10862.55
January, 2019	487.20	10830.95
February, 2019	514.65	10792.50
March, 2019	608.15	11623.90

Price Chart:



(x) Registrar and Transfer Agent:

In terms of SEBI Circular No. D&CC/FITTC/CIR-15/2002, dated 27-12-2002, the Company has assigned all work related to Share Registry in terms of both physical and electronic to MCS Share Transfer Agent Ltd., Ahmedabad, by entering into an Agreement with the said R&T Agent to that effect. Hence, all Shareholders are requested to send/deliver the documents/correspondence including complaints relating to the Company's share transfer/demat/remat activity to

MCS Share Transfer Agent Ltd.

MCS Share Transfer Agent Limited
 201, Shatda Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.
 Tel. Nos. : (079) 26580461/62/63 Fax No. : (079) 26581296

(xi) Share Transfer system:

Presently, the requests for share transfer, which are received by the Company or its Registrar & Share Transfer Agent, in physical form, from the shareholders, are processed and the share certificates are returned to the shareholders, within a period of 15/30 days from the date of receipt of such request for transfer, subject to the documents being valid and complete in all respects. The Share Transfer & Investors' Grievance Committee of the Company, normally meets twice a month to approve the transfer, issue of duplicate share certificates, consolidation and splitting of shares etc.

(xii) Share Reconciliation Audit:

M/s PRT & Associates, practicing Company Secretaries carried out Share Reconciliation audit for all quarters in the Financial Year -2018-2019, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit reports confirm that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with depositories.

Pursuant to SEBI Cir. D&CC/FITTC/CIR-16/2002 dated December, 2002, certificates, on half-yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

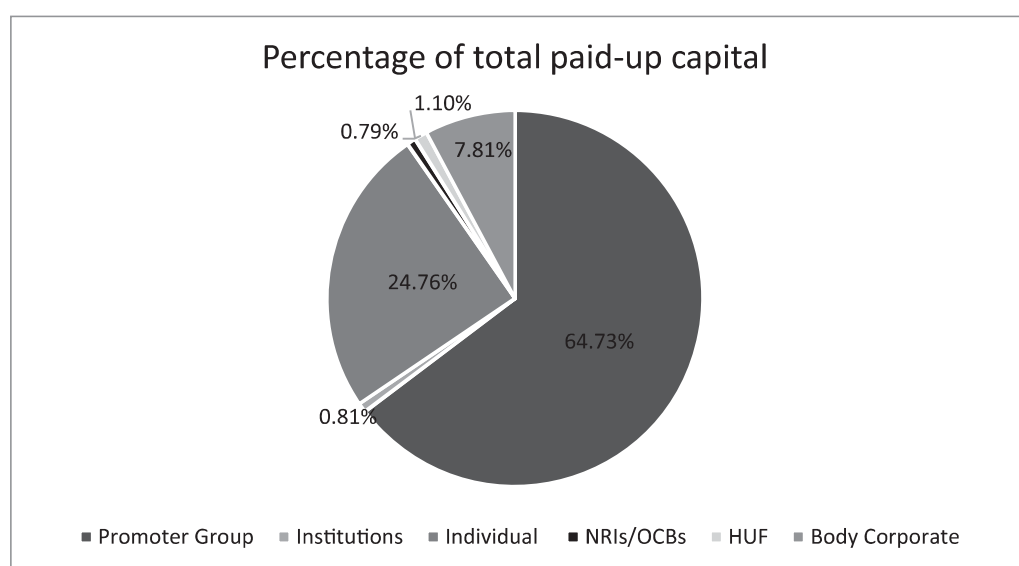
(xiii) Shareholding Details:

(a) Distribution of Shareholding as on 31st March, 2019:

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of Shareholding
1-500	16838	1007299	14.01
501-1000	292	224922	3.12
1001-2000	141	205738	2.86
2001-3000	37	92571	1.28
3001-4000	14	48661	0.67
4001-5000	19	89741	1.24
5001-10000	17	135516	1.88
10001- 50000	22	455310	6.33
50001-100000	4	230793	3.21
100001 & above	12	4697279	65.35
Total:	14885	7187830	100.00

(b) Categories of Shareholders as on 31st March, 2019:

Category of Shareholders	No. of Equity Shares held	Percentage of total paid-up capital
A : Promoters and Promoters' Group :		
Directors and Relatives	1052830	14.66
Group Companies	3413175	47.48
HUFs	186351	2.59
Total (A) :	4652356	64.73
B : Public :		
Institutions	58031	0.81
Individual	1779075	24.76
Body Corporate	561970	7.81
NRIs/OCBs	56919	0.79
HUFs	79479	1.10
Total (B) :	2535474	35.27
Total	7187830	100.00



(xiv) Dematerialisation of Shares :

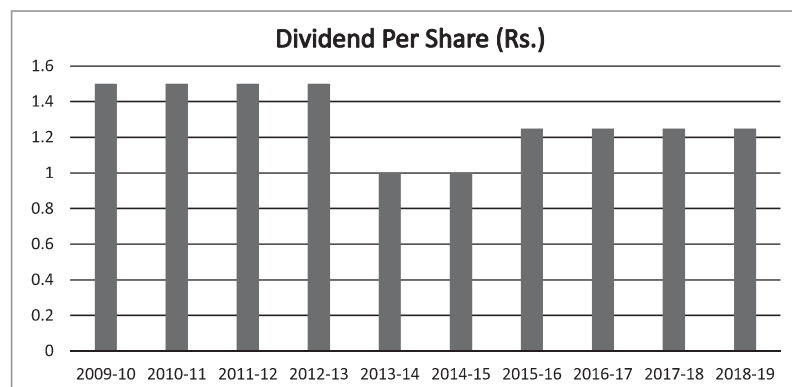
The Company, consequent to introduction of Depository System (DS), has established an electronic connectivity with NSDL & CDSL, Depositories. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL and CDSL. In view of the numerous advantages offered by the DS, members are requested to avail the facility of dematerialisation of the Company's shares on either of the Depositories as aforesaid.

If you wish to maintain your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL or CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates are cancelled and after verification by the Company, an equivalent number of shares will be credited to your account with the DP in the electronic form. You are also permitted under the DS to reconvert your electronic shareholding into the physical form of share certificates by a process of Rematerialisation. It may be noted that the DP would charge the investors for its services, which may vary from one DP to another.

It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company or its Registrar & Share Transfer Agent.

Total 6881848 Equity Shares of the Company representing 95.74% of the total paid-up capital of the Company have been dematerialized upto 31-03-2019. Trading in Equity Shares of the Company is permitted only in dematerialised form as per notification issued by SEBI.

(xv) Dividend History for last 10 years :



Financial year	Dividend Per Share (Rs.)
2009-10	1.50
2010-11	1.50
2011-12	1.50
2012-13	1.50
2013-14	1.00
2014-15	1.00
2015-16	1.25
2016-17	1.25
2017-18	1.25
2018-19	1.25

(xvi) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity :

Not Applicable

(xvii) Plant locations :

A. Ice-cream Division	: 1) Village Pundhra, Taluka Mansa, Dist. Gandhinagar (Gujarat)
	: 2) Parsakhera Industrial Area, Bareilly, Uttar Pradesh.
B. Processed Food Division	: Dharampur, Dist. Valsad (Gujarat)
C. Forex Division	: Vadilal House, Navrangpura, Ahmedabad (Gujarat)

(xviii) Investor Correspondence:

For transfer and dematerialisation of shares, payment of dividend on shares and interest and redemption on debentures and any other query relating to the shares of the Company :-

- 1) MCS Share Transfer Agent Limited, (Unit : Vadilal Industries Limited),
201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.
Tel. Nos. : (079) 26580461/62/63 • Fax No. : (079) 26581296
- 2) Secretarial & Share Department
9th Floor, Colonnade Building, Opp. Iskon Temple BRTS Bus Stop, Bopal-Ambli Road, Bopal, Ahmedabad.
Contact person : Ms. Rashmi Bhatt, Company Secretary
Tel. Nos. : (079) 30921313 • Fax No. : (079) 30921200
- 3) E-mail ID for investors' grievance purpose : shareslogs@vadilalgroup.com
Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

(xix) Amalgamation of Vadilal Financial Services Ltd. with Vadilal Industries Limited –**Exchange of Share Certificates :**

Vadilal Financial Services Ltd. (VFSL), which was a Subsidiary Company, was amalgamated with Vadilal Industries Limited (VIL) w.e.f. 1st April, 1997. It is observed that some of the members of VFSL have still not exchanged their Share Certificates for new Shares of VIL on amalgamation of VFSL with VIL. As the Share Certificates of VFSL are no longer valid, concerned Shareholders are requested to surrender their Share Certificates of VFSL at the Registered Office of the Company to enable them to get new Shares of VIL in the ratio of 1:4.

(xx) Nomination facility:

Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed SH-13 **at the Share Department** of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name. In case of any assistance, please contract **at the Share Department** of the Company at -

9th Floor, Colonnade Building, Opp. Iskon Temple BRTS Bus Stop, Bopal-Ambli Road, Bopal, Ahmedabad.

Contact person : Mrs. Rashmi Bhatt, Company Secretary

Tel. Nos. : (079) 4808 1328/1329 • Fax No. : (079) 4808 1200

(xxi) Transfer of unclaimed/ unpaid amounts to the Investors Education and Protection Fund.

Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

In light of the aforesaid provisions, the Company has during the year under review transferred amount of Rs. 278931 the unclaimed dividends to IEPF of the year- 2010-11.

7) Other Disclosures:**(i) Related party transactions:**

Transaction with related parties are disclosed in Note No. 46 of the Notes on Accounts for the year ended on 31st March, 2019, in the Annual Report as required by the Indian Accounting Standard (IND-AS) issued by ICAI.

The details of Related party transactions made by the Company during the year under review are mentioned in the Directors' Report.

However, there are no materially significant related party transactions made by the Company with its promoters, directors or the management or their subsidiaries etc. that may have potential conflict with the interests of the Company at large.

The Independent Directors, who apart from receiving sitting fees for attending Board Meetings and Committee Meetings, do not have any other material pecuniary relationship or transactions with the company, its promoters, its management or its subsidiary, which in the judgment of the Board may affect independence of the judgment of the Directors.

The Directors regularly make full disclosures to the Board of Directors regarding nature of their interest in the Companies in which they are Directors or Members. Full particulars of contract entered with the Companies / Partnership Firms, in which the Directors are directly or indirectly concerned or interested are entered in the Register of Contract maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting and signature of the Directors.

The policy on related party transaction is placed on the company website at www.vadilalgroup.com

(ii) During the last three years, there were following penalties imposed on the Company by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

Penalty paid to Bombay stock Exchange and National Stock Exchange for late declaration of Unaudited financial results for the quarter and half year ended on 30th September, 2018 of Rs. 76700 to BSE and NSE each.

(iii) Risk Management :

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Board of Directors has reviewed frequently the risk assessment and minimisation procedure adopted by the Company covering the business operations of the Company

(iv) CEO/CFO Certification :

In terms of Regulation 17(8) read with Part – B of Schedule – II of the SEBI (LODR) Regulation, 2015 the Certification by CEO and CFO on the financial statements and internal controls relating to financial reporting of the Company has been obtained and is a part of the Annual Report.

(v) Management:

The Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this report.

Pursuant to the provisions of Regulation 26(5) of the SEBI (LODR) Regulation, 2015 the Senior Management has made disclosures to the Board that during the year ended on 31st March, 2019, they have not entered into any material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company.

(vi) Code of Conduct :

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management Personnel. The said Code has been communicated to all the Directors and members of Senior Management. They have also affirmed to the Company about the compliance of the said Code during the Financial Year ended on 31st March, 2019. The Code has also been posted on the Company's website - www.vadilalgroup.com The Certificate received from Managing Directors of the Company, affirming compliance of the said Code of Conduct by all the Board Members and the Senior Management Personnel is annexed separately to this Report.

(vii) Whistle Blower policy / Vigil Mechanism:

The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report any act of serious misconduct or wrongful activity being occurred or suspected to occur within the organization, to his immediate HOD or the HR Head or directly to the concern Managing Director of the Company, as he may desire. No employee of the Company is denied access to the Audit Committee.

(viii) Policy on Directors' appointment and remuneration:

The Policy on Directors' appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors is available on the company's website at www.vadilalgroup.com.

(ix) Policy on determining 'material' subsidiary:

The Company has prepared policy on determining 'material' subsidiary pursuant to regulation 16 of the SEBI (LODR) Regulation, 2015 where criteria for determining material subsidiary has been clearly specified. The policy on the same has been placed on the company website at www.vadilalgroup.com.

(x) Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015:

The Company has formulated Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including therein Code of Conduct for fair disclosures of price sensitive information of the Company, in terms of provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015. The same has also been published on the web-site of the Company viz. www.vadilalgroup.com.

(xi) A certificate has been received from M/s SPAN & Co. Companies Secretaries LLP that none of the Directors on the Board of the company has been debarred from being appointed or continuing as directors of companies by the SEBI, MCA or any such authority.

(xii) Fees paid to Statutory Auditors

The total fees incurred by the Company for services rendered by Statutory Auditors Deloitte Haskins & Sells, LLP and its affiliate entities, is given below:

	(Rs. In Lacs)
Audit Fees	38.00
Limited Review	4.20
Certification Fees	0.90
Reimbursement of expenses	0.59

(xii) Credit Rating

During the year company has obtained BBB+ credit rating from CARE RATINGS LIMITED.

(xiii) Certificate of Non-Disqualification of Directors

The Company has obtained a certificate pursuant to the regulation 34(3) read with schedule V of the Listing regulation from M/s PRT & Associates confirming that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company either by SEBI or MCA or any other statutory authority.

(xiv) There are no complaint during the year in relation to sexual harassment of woman at workplace (prevention, prohibition and redressal) act, 2013

8) Disclosure of Compliance with Corporate Governance requirements:

The Company has duly complied with the Corporate Governance requirements as specified in Regulation 17 to 27 of and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulation, 2015.

9) Non-Compliance, if any, of requirements of Corporate Governance Report:

There is no instance of non-compliance of any requirement of corporate governance report as specified in sub-paras (2) to (10) of Part C of Schedule – V of the SEBI (LODR) Regulation, 2015 except as under:

1. Board evaluation was under process during the audit period. However the same process is completed before the date of issuing Corporate Governance Report.

❖ Compliance Certificate of the Auditors :

The Certificate from the Company's Secretarial Auditors, M/s. SPAN & Co. Company Secretaries LLP Ahmedabad, confirming compliance with conditions of Corporate Governance as stipulated under SEBI (LODR) Regulation, 2015, is attached to this Report.

Date : August 23, 2019
Place : Ahmedabad

Mr. Rajesh R. Gandhi
Director
DIN: 00009879

Mr. Devanshu L. Gandhi
Director
DIN: 00010146

Annexure-A**CERTIFICATE**

(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of **VADILAL INDUSTRIES LIMITED** (L91110GJ1982PLC005169) (the Company), we hereby certify that :

On the basis of written Representation/Declaration received from the directors and taken on record by the Board of Directors as on March 31, 2019, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

Place: Ahmedabad
Date: August 23, 2019

Premnarayan Tripathi,
(Designated Partner)
SPAN & Co. Company Secretaries LLP
FCS : 8851
COP: 10029

Annexure - B

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
VADILAL INDUSTRIES LIMITED

We, M/s. SPAN & Co. Company Secretaries LLP, a firm of Practicing Company Secretaries, have examined the compliance of conditions of Corporate Governance by **Vadilal Industries Limited** ("the Company") for the year ended 31st March, 2019, as per regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") with amendments as applicable.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable except the following:

Sr. No.	Compliance Requirement (Regulations/Circulars / Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 17 of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR /P/2017/004 dated 5 th January, 2017	Performance evaluation of the Board as a whole, individual directors (including independent directors and Chairperson) and various Committees of the Board is not done.	As per representation received from the Compliance Officer of the Company, the matter of performance evaluation, as envisaged under the Listing Regulations and Circular, was under process during the Audit Period. However, as on the date of this certificate, the evaluation process is completed.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Place: Ahmedabad
Date: August 23, 2019

Premnarayan Tripathi,
(Designated Partner)
SPAN & Co. Company Secretaries LLP
FCS : 8851
COP: 10029