



Date: 2nd October, 2020

To
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code: 519152

Dear Sir,

Subject: Scrutinizer Report

Please find herewith Voting Result on the basis of Scrutinizer's report of Mr. Manoj Hurkat of M/s. Manoj Hurkat & Associates Practicing Company Secretary for the annual general meeting held on Wednesday, i.e. on 30th September, 2020 pursuant to regulation 44(3) of the SEBI (Listing obligation and disclosure requirement), 2015

Please take the same on record.

Thanking you,

Yours faithfully,
For VADILAL ENTERPRISES LIMITED


Darshan Shah
Company Secretary & Compliance Officer



VADILAL ENTERPRISES LIMITED

Reg. Office : 10th Floor, Colonnade Building, Opp. Iscon Temple BRTS Bus Stand, Ambli-Bopal Road, Bopal, Ahmedabad-380015. Ph. No. : 079-30921200
Corporate Office : VadilalHouse, 53, Shrimall Society, Nr. Navrangpura Railway Crossing, Navrangpura, Ahmedabad-380009. Ph. No. : 079-26564019-24
Email id : info@vadilalgroup.com Website : vadilalicescreams.com / www.vadilalgroup.com CIN No. L51100GJ1985PLC007995

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairmen
Mr. Rajesh R. Gandhi for item nos. 1 & 3 to 6 and Mr. Preet Shah for item no. 2
of 35th Annual General Meeting of the members of
VADILAL ENTERPRISES LIMITED
held on 30th September, 2020 at 2.00 p.m.
through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Vadilal Enterprises Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the remote e-voting & e-voting at the time of 35th Annual General meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 35th Annual General Meeting held on 30th September, 2020 at 2.00 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and also General Circular No. 17/2020 dated 13th April, 2020 (MCA Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 35th Annual General Meeting of the members of the Company.





My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both remote e-voting and e-voting during the AGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Sunday, 27th September, 2020 (9.00 a.m.) to Tuesday, 29th September, 2020 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 23rd September, 2020 were entitled to vote on the resolutions stated in the Notice of the 35th Annual General Meeting. The paid up capital as on cut-off date was Rs. 86,26,680 divided into 8,62,668 Equity share of Rs. 10/- each.
- III. The votes casted were subsequently unblocked by me on 30th September, 2020 at 4.00 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad - 382340	
02.	Hemant Agrawal 41/977, Gujarat Housing Board, Meghaninagar Last Bus Stop, Nr. Radha Krishna Temple, Ahmedabad - 380016	

- IV. The electronic ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For E-voting during the AGM:

- I. The e-voting was conducted together on all the Item nos. 1 to 6 on the agenda during the AGM.
 - II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
 - III. After ensuring that all the members who desire to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairman of the 35th Annual General Meeting, e-voting at the AGM was closed/blocked.
 - IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization lodged with the Company.
 - V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the e-voting system of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during AGM, the combined result of the voting is as under:



(a) Resolution 1 (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for adoption of Standalone Audited Financial Statements for the year ended on 31st March, 2020.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	75	650604	100%
E-voting (During AGM)	1	1	100%
Total	76	650605	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
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(b) Resolution No. 2 (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for Re-appointment of Mrs. Mamta R. Gandhi (DIN: 00674579) as Director of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	75	650604	100%
E-voting (During AGM)	1	1	100%
Total	76	650605	100%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(c) Resolution No. 3 (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for Appointment of M/s. Arpit Patel & Associates, Chartered Accountants, Ahmedabad (Registration No.: 144032W) as Statutory Auditors of the Company for a term of 5 years and to fix their Remuneration.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	65	407416	62.62%
E-voting (During AGM)	1	1	100%
Total	66	407417	62.62%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	10	243188	37.38%
E-voting (During AGM)	Nil	Nil	Nil
Total	10	243188	37.38%

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(d) Resolution No. 4 (Special Business – Special Resolution):

Special Resolution for Re-appointment of Mr. Ashish Modi (DIN: 02506019) as an Independent Director of the Company for second term of 5 years.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	75	650604	100%
E-voting (During AGM)	1	1	100%
Total	76	650605	100%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(e) Resolution No. 5 (Special Business – Special Resolution):

Special Resolution for Re-appointment of Mr. Preet Shah (DIN: 05131516) as an Independent Director of the Company for second term of 5 years.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	66	419105	64.42%
E-voting (During AGM)	1	1	100%
Total	67	419106	64.42%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	9	231499	35.58%
E-voting (During AGM)	Nil	Nil	Nil
Total	9	231499	35.58%

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(f) Resolution No. 6 (Special Business – Ordinary Resolution):

Ordinary Resolution for appointment of Mr. Chetan Tamboli (DIN: 00018421), as an Independent Director of the Company for a term of 5 years.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	65	407416	62.62%
E-voting (During AGM)	1	1	100%
Total	66	407417	62.62%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	10	243188	37.38%
E-voting (During AGM)	Nil	Nil	Nil
Total	10	243188	37.38%

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

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5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 30th September, 2020




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP - 2574

Countersigned by:

For, **VADILAL ENTERPRISES LIMITED**




AUTHORISED SIGNATORY