

ANNEXURE – C TO THE DIRECTORS’ REPORT

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2023 (2022-2023)

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

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

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the report contains the details of Corporate Governance systems and processes at Vadilal Industries Limited (VIL or the Company). At VIL, Corporate Governance is all about maintaining a valuable relationship and trust with all the stakeholders. We consider stakeholders as partners in our success and remain committed to maximizing stakeholders’ value, be it Customers, Local Communities, Employees, Suppliers & Distributors, Investors & Shareholders and Government & Regulatory Authorities.

❖ **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 31-03-2023 consists the following 6 Directors, out of which, majority Directors are Non-executive Directors and one third of the total Directors are Independent Directors: -

	Category	Name of the Directors
AA	Promoters and Executive Directors	Mr. Rajesh R. Gandhi, Managing Director Mr. Devanshu L. Gandhi, Managing director
BB	Promoters, Non-executive and Non-Independent Directors	Mrs. Deval D. Gandhi Mr. Kalpit R. Gandhi
CC	Independent Directors	Mr. Preet Shah Ms. Shaily Dedhia

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

During the year under review, 7 Board Meetings were held on 28-05-2022, 10-08-2022, 26-08-2022, 11-11-2022, 08-12-2022, 07-02-2023 and 22-03-2023. 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 01-04-2022 to 31-03-2023, last Annual General Meeting (AGM) and number of Directorship and Chairmanship / Membership of Committee of each Director in various Companies as on 31-03-2023:

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	Directorship*	Committee Membership**	Committee Chairmanship** (Out of Committee Membership)
Mr. Rajesh R. Gandhi	7	Yes	1. Vadilal Industries Limited 2. Vadilal Enterprises Limited 3. Vadilal Chemicals Limited	3	3	1
Mr. Devanshu L. Gandhi	7	Yes	1. Vadilal Industries Limited 2. Vadilal Enterprises Limited 3. Vadilal Chemicals Limited	3	3	0
Mrs. Deval D. Gandhi	5	Yes	1. Vadilal Industries Limited 2. Vadilal Chemicals Limited	2	0	0
Mr. Kalpit R. Gandhi	7	Yes	1. Vadilal Industries Limited 2. Vadilal Chemicals Limited	2	1	0
Mr. Vijay R. Shah (upto 29 th September, 2022)	3	Yes	Vadilal Industries Limited	1	2	1
Mr. Preet P. Shah	7	Yes	Vadilal Industries Limited	1	2	2
Ms. Shaily Dedhia	7	Yes	1. Vadilal Industries Limited 2. Deep Energy Resources Limited 3. Deep Industries Limited	3	4	0

* 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, Stakeholders' Relationship Committee and Risk Management 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. Deval 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:

Independent Directors ("IDs") are non-executive directors as defined under regulation 16(1)(b) of the Listing Regulations read with section 149(6) of the Act along with rules framed thereunder. In terms of regulation 25(8) of the Listing Regulations, the IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impact or impair their ability to discharge their duties. Based on the declarations received from the IDs, the Board has confirmed that they meet the criteria of independence as mentioned under regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

During the year under review, the Company's Independent Directors met 1 time during the year i.e. on 07-02-2023 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, considering 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) **Familiarization programme for independent director:** the said policy is available on website of the Company at www.vadilalgroup.com.

(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 Board evaluated its own performance 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.

2) REMUNERATION TO ALL DIRECTORS:

The Policy on appointment and remuneration of Directors is available on website of Company at www.vadilalgroup.com.

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 31-03-2023 (i.e. from 01-04-2022 to 31-03-2023) is as follows: -

Amount in ₹

Name of Managing Director	Salary	Perquisites/ Allowances	Commission*	Contribution to PF	Total (excluding commission)
Mr. Rajesh R. Gandhi	67,11,000	26,84,400	4,30,00,000	8,05,320	1,02,00,720
Mr. Devanshu L. Gandhi	67,11,000	26,84,400	4,30,00,000	8,05,320	1,02,00,720

*Commission for financial year 2022-23 amounts to ₹ 860.00 lacs is subject to approval of shareholder in the ensuing Annual General Meeting.

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 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, in his capacity of Chief Financial Officer, during the year – 2022-2023. Mrs. Deval D Gandhi who is a non-executive and non-independent Director and Head-new Product development, has received remuneration as under during the year 2022-2023:

Amount in ₹

Name of the Director	Salary	Perquisites/ Allowances	Others	Total
Mr. Kalpit R. Gandhi	14,39,376	25,00,392	172,728	41,12,496
Mrs. Deval D. Gandhi	832,884	-	-	832,884

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 31-03-2023:

Sr. No.	Name of the Director	Amount in ₹ (Gross)
1	Mr. Vijay R. Shah (upto 29 th September 2022)	60,000/-
2	Mr. Preet Shah	140,000/-
3	Ms. Shaily Dedhia	140,000/-

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 31-03-2023: -

Sr. No.	Name of the Member of the committee	Amount in ₹ (Gross)
1	Mr. Vijay R. Shah(upto 29 th September 2022)	37,500/-
2	Mr. Preet Shah	75,000/-
3	Ms. Shaily Dedhia	75,000/-

Managing Directors Mr. Rajesh R. Gandhi & Mr. Devanshu L. Gandhi are holding 227,721 and 345,691 shares respectively. Mrs. Deval D. Gandhi is holding 59,266 Equity Shares of the Company. Except Mrs. Deval D. Gandhi, 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.

Key Board Qualifications, Expertise and Attributes

The company's business includes manufacturing of Ice-cream, Flavored Milk, Frozen desert, Other dairy Products and processing & exporting Processed Food Products such as Frozen Fruits, vegetable Pulp, Ready to eat and Ready to serve products etc.

In context of the abovementioned businesses following capabilities skills/expertise/ competencies have been identified by the Board fundamental for the effective functioning of the Company and are available with the board members collectively.

- Knowledge and/or expertise in one or more of areas like consumer business, manufacturing, accounts, finance, taxation, banking, HR, IT, marketing, law, business and management.
- This criterion is designed to ensure the Board consists of individuals with a balance of skills to oversee the organisation, achieve the strategic goals and direct the organisation's future.
- The above core skills / expertise / competencies identified by the Company are also actually available with the Board as under:

Sr. No.	Name of Director	Skills Actually Available with the Directors
1	Mr. Rajesh R. Gandhi	Knowledge and expertise in FMCG, manufacturing and marketing, business and management.
2	Mr. Devanshu L. Gandhi	Knowledge and expertise in FMCG, manufacturing and marketing, business and management.
3	Mrs. Deval D. Gandhi	Knowledge and expertise in marketing and product development.
4	Mr. Kalpit R. Gandhi	Knowledge and expertise in law & Finance
5	Mr. Vijay R. Shah (upto 29 th September, 2022)	Knowledge and expertise in law & Finance
6	Mr. Preet Shah	Knowledge and expertise in Finance
7	Ms. Shaily Dedhia	Knowledge and expertise in Corporate Laws

The eligibility of a person to be appointed as a Director of the Company is dependent on possession of the requisite skills, as identified by the Board. c. Board Meetings / Directors' particulars.

3) 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 thereunder:

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

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

(a) Audit Committee:

(i) Composition

As on 31-03-2023, there were 3 members of Audit Committee as under: -

Sr. No.	Name of the Member		Designation	Category
1	Mr. Preet Shah	-	Chairman	Independent Director
2	Mr. Kalpit R. Gandhi	-	Member	Non- Executive & Non- Independent Director
3	Ms. Shaily Dedhia	-	Member	Independent Director

**The committee was reconstituted on 30th September, 2022 Mr. Vijay Shah ceased to be member of the committee and Mr. Kalpit R. Gandhi was appointed as member w.e.f. 30th September, 2022 to align the constitution of Audit Committee to fulfill the requirements of the Regulation 18 of the SEBI (LODR) Regulation, 2015*

Mr. Devanshu Gandhi Managing Director is Permanent Invitee in the Audit Committee.

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 6 times during the year under review on 28.05.2022, 10.08.2022, 26.08.2022, 11.11.2022, 08.12.2022 & 07.02.2023.

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

Sr. No.	Name of the Director	No. of Audit Committee Meetings attended.
1	Mr. Vijay R. Shah	3
2	Ms. Shaily Dedhia	6
3	Mr. Preet Shah	6
4	Mr. Kalpit R. Gandhi	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.

(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, 2023, namely:

Sr. No.	Name of the Member		Designation	Category
1	Ms. Shaily Dedhia	-	Chairman	Independent Director
2	Mr. Kalpit R. Gandhi*	-	Member	Non-Executive & Non-Independent Director
3	Mr. Preet Shah	-	Member	Independent Director

*The committee was reconstituted on 30th September, 2022 Mr. Vijay Shah ceased to be member of the committee and Mr. Kalpit R. Gandhi was appointed as member w.e.f. 30th September, 2022 to align the constitution of Nomination and Remuneration Committee to fulfill the requirements of the Regulation 19 of the SEBI (LODR) Regulation, 2015

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 1 time on 07.02.2023.

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

Sr. No.	Name of the Member		No. of meeting attended
1	Mr. Kalpit R. Gandhi	-	1
2	Mr. Preet Shah	-	1
3	Ms. Shaily Dedhia	-	1

(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.
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.

Performance evaluation criteria of Independent Directors

The Performance Evaluation criteria for independent director are determined by Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by Directors, Commitments, Effective Deployment of Knowledge and Expertise, Integrity and Maintenance of Confidentiality and Independence of Behavior and Judgement.

(c) Stakeholders' Relationship Committee:

(i) Composition:

The Stakeholders' Relationship Committee of the Company comprises the following Directors of the Company, as on 31st March, 2023, namely:

Sr. No.	Name of the Member		Designation	Category
1	Mr. Preet Shah*	-	Chairman	Independent Director
2	Mr. Rajesh R. Gandhi	-	Member	Executive Director
3	Mr. Devanshu L. Gandhi	-	Member	Executive Director
4	Ms Shaily Dedhia*	-	Member	Independent Director

**The committee was reconstituted on 30th September, 2022 Mr. Vijay Shah ceased to be member of the committee and Mr. Preet Shah and Ms Shaily Dedhia were appointed as member w.e.f. 30th September, 2022 to align the constitution of stakeholders Relationship Committee to fulfill the requirements of the Regulation 20 of the SEBI (LODR) Regulation, 2015*

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 also looks after redressal of Shareholder's complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends, etc. and review of services rendered by Share Transfer Agent.

During the year under review, the Stakeholders' Relationship Committee met 1 time on 07.02.2023.

The presence of the Members of the aforesaid Stakeholders' Relationship Committee meetings is as under:

Sr. No.	Name of the Member		No. of meeting attended
1	Mr. Preet Shah	-	1
2	Mr. Rajesh R. Gandhi	-	1
3	Mr. Devanshu L. Gandhi	-	1
4	Ms Shaily Dedhia	-	1

(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 31-03-2023	-	0
No. of complaints received during the year under review	-	2
No. of complaints disposed off during the year under review	-	2
No. of complaints outstanding as on 31-03-2023	-	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.

(c) Risk Management Committee:

(i) Composition:

In terms of provisions of Regulation 21(2) (Listing Obligation and Disclosure Requirement), 2015 has been constituted as Risk Management Committee, comprising the following Directors:

- Mr. Preet Shah - Chairperson
- Mr. Kalpit Gandhi - Member
- Mr. Devanshu Gandhi - Member
- Ms. Shaily Dedhia - Member

(ii) Meeting and attendance:

During the year under review, the Risk Management Committee met 3 times on 03.08.2022 , 07.1.2023 and 07.02.2023.

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

Sr. No.	Name of the Member		No. of meeting attended
1	Mr. Preet Shah	-	3
2	Mr. Kalpit Gandhi	-	3
3	Mr. Devanshu L. Gandhi	-	3
4	Ms Shaily Dedhia	-	3

(iii) Terms of Reference:

- To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

(d) 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:

1. Mr. Preet Shah* - Chairman
2. Mr. Devanshu L. Gandhi - Member
3. Mr. Kalpit R. Gandhi - Member
4. Ms. Shaily Dedhia* - Member

**The committee was reconstituted on 30th September, 2022 Mr. Vijay Shah ceased to be member of the committee and Mr.preet Shah and Ms. Shaily Dedhia was appointed as member w.e.f. 30thSeptember, 2022 to align the constitution of Corporate social Responsibility Committee to fulfill the requirements of Section 135 of the Companies Act, 2013.*

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

During the year under review, the Corporate Social Responsibility Committee met 2 times on 26.08.2022 and 22.03.2023.

The presence of the Members of the aforesaid Stakeholders' Relationship Committee meetings is as under:

Sr. No.	Name of the Member		No. of meeting attended
1	Mr. Vijay shah	-	1
2	Mr. Kalpit R. Gandhi	-	2
3	Mr. Devanshu L. Gandhi	-	2
4	Mr. Preet Shah	-	1
5	Ms Shaily Dedhia	-	1

(ii) Terms of Reference:

The Corporate Social Responsibility Committee shall, —

- i. 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;
- ii. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- iii. Monitor the Corporate Social Responsibility Policy of the company from time to time and;
- iv. 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
2021-2022	38 th	Though Video Conference and other Audio-Visual Means	29-09-2022	03.00 p.m	No special resolution.
2020-2021	37 th	Though Video Conference and other Audio-Visual Means	18-09-2021	11:00 a.m.	No special resolution.
2019-2020	36 th	Though Video Conference and other Audio-Visual Means	30-09-2020	11:00 a.m.	<ol style="list-style-type: none"> 1. To Appoint Mr. Rajesh R. Gandhi (DIN: 00009879) as a Managing Director for a period of 5 years and payment of remuneration for a period of 3 years 2. To Appoint Mr. Devanshu L. Gandhi (DIN: 00010146) as a Managing Director for a period of 5 years and payment of remuneration for a period of 3 years

(ii) Resolution carried out through Postal Ballot:

The Company had sought the approval of the shareholders by way of a ordinary Resolutions through notice of postal ballot dated December 8, 2022 for :-

- i) Approval for the Purchase of the "Vadilal" Brand from Vadilal International Private Limited, A Promoter Of The Company;
- ii) Approval for Related Party Transactions to Be Entered into By Vadilal Industries Limited ("Company").

which was duly passed and the results of which were announced on January 16, 2023. Mr. Manoj Hurkat (Membership No. FCS 4287) of M/s. Manoj Hurkat & Associates, Practising Company Secretaries, was appointed as the Scrutinizer to

scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

Votes in favour of the resolution				Votes against the resolution			Invalid votes	
Resolution No	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted	Number of valid votes cast (Shares)	Percentage of total number of valid votes	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	78	420712	99.16%	3	3578	0.84%	-	-
2	78	420712	99.16%	3	3578	0.84%	-	-

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 respectively issued by the Ministry of Corporate Affairs.

5) MEANS OF COMMUNICATION:

➤ Annual Reports:

The Company has total 13146 shareholders as on 31st March, 2023. 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. https://vadilalgroup.com/?page_id=904.

➤ Quarterly Results:

The Unaudited Quarterly Results of the Company for the quarters ended on 30-06-2022 (1st Quarter), 30-09-2022 (2nd Quarter) and 31-12-2022 (3rd Quarter) and the Annual Audited Accounts for the year ended on 31-03-2023 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 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/ and <https://digitalexchange.nseindia.com/> are 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 and <https://digitalexchange.nseindia.com>.

➤ 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 : 21st September, 2023 at 11.00 a.m.
- ▶ Venue: Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

(ii) Financial Calendar (from 01-04-2023 to 31-03-2024) (Tentative):

▶ Results for quarter ended on 30-06-2023	: On or before 14 th August, 2023
▶ Results for quarter ending on 30-09-2023	: On or before 14 th November, 2023
▶ Results for quarter ending on 31-12-2023	: On or before 14 th February, 2024
▶ Audited Results for the year ending on 31-03-2024	: On or before 30 th May, 2024
▶ AGM for the year ending on 31-03-2024	: In the month of September, 2024

(iii) Book-closure date:

Book-closure shall be from 15th September, 2023 to 21st September, 2023 (both days inclusive) for the purpose of payment of dividend on Equity Shares for the year ended on 31st March, 2023.

(iv) Dividend payment date:

The Dividend of ₹ 1.50 per share (@ 15%) on Equity Shares for the year ended on 31st March, 2023, 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 –2023-2024 has already been paid to the above Stock Exchanges. The Annual Custody/ Issuer fee for the year –2023-2024 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:

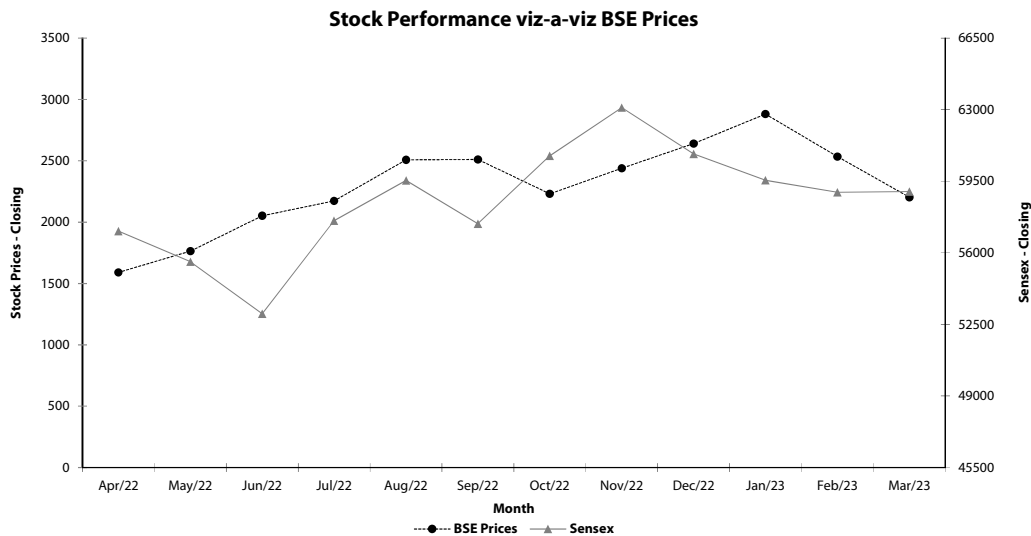
Months	BSE			NSE		
	High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (₹)
April-2022	1685	1271.05	1590.3	1685	1360	1584.60
May-2022	2069.95	1536	1763.7	2070	1537.10	1767.15
June-2022	2165	1705.95	2051.65	2165	1726	2048.25
July-2022	2246.35	1960	2173.05	2247.70	1976.05	2171.35
August-2022	2700	2117.35	2508.55	2648	2113.65	2511.25
September-2022	2857.75	2362.5	2511.05	2859	2425.20	2519.80
October-2022	2655	2159.6	2230.95	2661.10	2170.30	2227.45
November-2022	2592	2051.05	2438.7	2589	2052.05	2435.20
December-2022	2789.95	2330	2639.85	2790	2321.10	2629.90
January-2023	2999	2590	2880.8	2997.90	2590	2886.85
February-2023	3040.35	2514	2534.15	3034.75	2514	2531
March-2023	2594.2	2080.6	2203.15	2593.75	2080.05	2196.15

(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:

Month	BSE Closing	Sensex Closing
April-2022	1590.3	57060.87
May-2022	1763.7	55566.41
June-2022	2051.65	53018.94
July-2022	2173.05	57570.25
August-2022	2508.55	59537.07
September-2022	2511.05	57426.92
October-2022	2230.95	60746.59
November-2022	2438.7	63099.65
December-2022	2639.85	60840.74
January-2023	2880.8	59549.9
February-2023	2534.15	58962.12
March-2023	2203.15	58991.52

Price Chart:

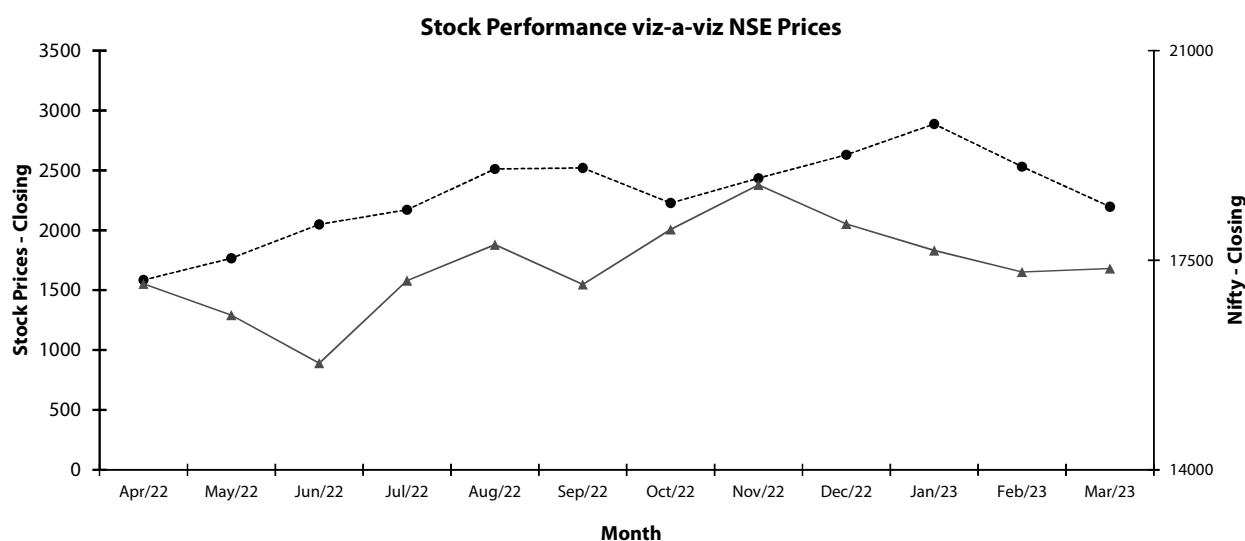


(ix) Vadilal Industries Limited NSE Share Price versus the NSE NIFTY

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 :

Month	NSE Closing	Nifty Closing
April-2022	1584.60	17102.55
May-2022	1767.15	16584.55
June-2022	2048.25	15780.25
July-2022	2171.35	17158.25
August-2022	2511.25	17759.3
September-2022	2519.80	17094.35
October-2022	2227.45	18012.2
November-2022	2435.20	18758.35
December-2022	2629.90	18105.3
January-2023	2886.85	17662.15
February-2023	2531	17303.95
March-2023	2196.15	17359.75

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.

201, Shatdal 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:

As the Company's shares are traded in dematerialized form, transfer requests are processed and approved in electronic form by NSDL/CDSL through their depository participants.

(xii) Share Reconciliation Audit:

M/s PRT & Associates, practicing Company Secretaries carried out Share Reconciliation audit for all quarters in the Financial Year –2022-2023, 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:

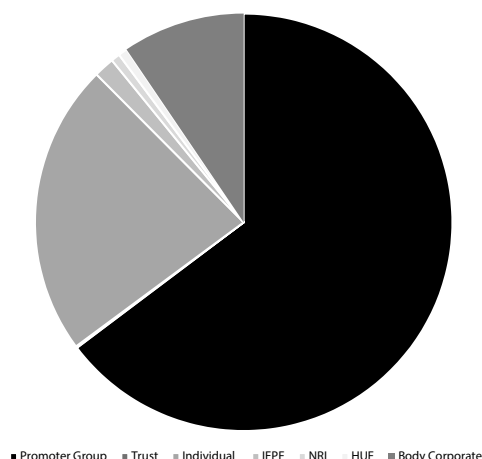
(a) Distribution of Shareholding as on 31st March, 2023:

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of Shareholding
1-500	12756	619847	8.62
501-1000	175	135012	1.88
1001-2000	81	120350	1.67
2001-3000	34	86127	1.19
3001-4000	15	52560	0.73
4001-5000	7	32926	0.45
5001-10000	19	137338	1.19
10001- 50000	42	1002493	13.95
50001-100000	5	321240	4.47
100001 & above	12	4679937	65.10
Total:	13146	7187830	100.00

(b) Categories of Shareholders as on 31st March, 2023:

Sr. No.	Category of Shareholders	No. of Equity Shares held	Percentage of total paid-up capital
A: Promoters and Promoters' Group			
1	Directors and relatives	1057319	14.71
2	Group Companies	3413175	47.49
3	HUFs	182110	2.54
	Total (A):	4652604	64.72
B: Public :			
1.	FII	6450	0.08
2.	Bodies Corporate	681891	9.48
3.	Public Individuals	1629970	22.67
4.	Trust and Foundations	1000	0.13
5.	Non-Resident Indians	49616	0.69
6.	Hindu Undivided Families	52036	0.7
7.	IEPF	114263	1.59
	Total (B) :	2535226	35.28
	Total	7187830	100.00

Percentage of total paid-up capital



(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.

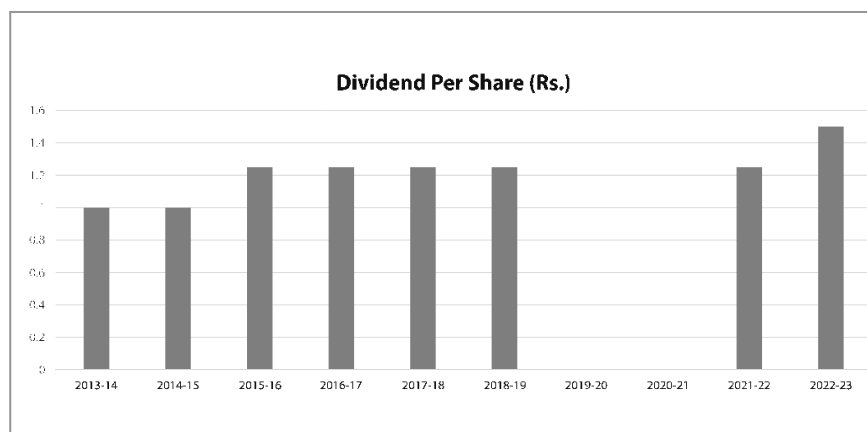
If you wish to maintain your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL or CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates 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 7060670 Equity Shares of the Company representing 98.23% of the total paid-up capital of the Company have been dematerialized upto 31-03-2023. 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:

Turnover History	
Financial year	₹ in lakhs
2013-14	1.00
2014-15	1.00
2015-16	1.25
2016-17	1.25
2017-18	1.25
2018-19	1.25
2019-20	N.A.
2020-21	N.A.
2021-22	1.25
2022-23	1.50



(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)

(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) 48081200
- 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: Ms. Rashmi Bhatt, Company Secretary
Tel. Nos.: (079) 48081200

(xxi) Commodity price risk/foreign exchange risk and hedging activities

Hedging of Foreign Exchange Risk is discussed with internal departments like Export Department and Forex Advisory service Department.

Export Receivable as on 31.03.2023 is ₹ 215.62 Lacs and Import payable is ₹ 635.66 Lacs.

Total exports (FOB Value) for the FY2023 were ₹ 13292.27 Lacs, the Export Receivables / Import payables as on 31st March, 2023 are not hedged.

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, 2023, 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 the 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 BSE limited and National Stock Exchange of India Ltd. for delay in appointment of independent woman director in the company of ₹ 8,85,000/- to each stock exchange.

(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 minimization 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, 2023, 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 2023. 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 placed on the company website at www.vadilalgroup.com.

(ix) Dividend Distribution Policy:

The Company has prepared policy on Dividend Distribution.

The policy on the same has been placed on the company website at www.vadilalgroup.com.

(x) Policy on determining 'material' subsidiary:

The Company has a 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.

(xi) 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 website of the Company viz. www.vadilalgroup.com.

(xii) Disclosure on Audit and Non-Audit Services rendered by the Auditor:

The SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 requires to disclose total fees paid to auditors for audit and non-audit services to improve transparency. The total fee paid to the Statutory Auditor during the FY2022-23 is as under:

a. Fees paid for Audit Service	:	₹ 22.50 Lacs
b. Fees for Non-Audit Service	:	₹ 8.42 Lacs
Total fee Paid	:	₹ 30.92 Lacs

(xii) Credit Rating

During the year company has obtained credit rating based on financial performance for the year 2022-23 as below :

India Ratings & Research:

Term Loan - IND BBB+/stable

Fund-based Bank Facilities – IND BBB+/stable

Non-fund-based Bank Facilities -IND A2

(xiii) Certificate for 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 SPAN & Co. Company Secretaries LLP 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 which is attached to this Report as Annexure – 1.

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

(xv) Details of compliance with mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has disclosed compliance with all the mandatory requirements under Listing Regulations in the relevant sections of this report.

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) LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS / COMPANIES IN WHICH COMPANY'S DIRECTORS ARE INTERESTED.

Refer note 46 of Standalone Financial Statement

10) DETAILS OF THE COMPANY'S MATERIAL SUBSIDIARY:

Name: Vadilal Industries (USA) inc.

Date of incorporation : 11th August , 2009

Place of Incorporation: New Jersey

Statutory Auditor : KNAV – Chartered Accountant

Date of Appointment of statutory Auditor: 20th September, 2022

11) 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.

• Compliance Certificate

The Certificate from M/s. SPAN & Co. Company Secretaries LLP, a firm of Practicing Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under SEBI (LODR) Regulation, 2015, is attached to this Report as Annexure – 2.

By order of the Board of Directors

Date : 09th August, 2023

Place : Ahmedabad

Mr. Rajesh R. Gandhi

Managing Director

DIN: 00009879

Mr. Devanshu L. Gandhi

Managing Director

DIN: 00010146