

# FORM NO. MGT-7

[Pursuant to sub-Section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L91110GJ1982PLC005169

Pre-fill

Global Location Number (GLN) of the company

(ii) \* Permanent Account Number (PAN) of the company

AAACV4887F

(iii) (a) Name of the company

VADILAL INDUSTRIES LIMITED

(a) Registered office address

VADILAL HOUSE 53 SHRIMALI SOCIETY NR NAVRANGPURA POLICE STATION NA AHMEDABAD Gujarat 380009 India

(b) \* e-mail ID of the company

[shareslogs@vadilalgroup.com](mailto:shareslogs@vadilalgroup.com)

(c) \* Telephone number with STD code

079-48081267

(d) Website

[www.vadilalgroup.com](http://www.vadilalgroup.com)

(iv) Date of Incorporation

28/04/19182

(v)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(vi) Whether company is having share capital

☒ Yes

☐ No

(vii) \* Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1.	BSE Ltd and National Stock Exchange of India Limited	1025

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(viii) \*Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

01/04/2024

31/03/2025

(ix) \*Whether Annual general meeting (AGM) held

☒ Yes

☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes

☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the Company
1.	C	Manufacturing	C1	Food, beverages and tobacco products	98.57

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

4

Pre-fill All

S. No	Name of the company	CIN / FCRN	Holding/Subsidiary/Associate/ Joint Venture	% of shares held
1.	Vadilal Industries (USA) Inc.		Subsidiary	100
2	Vadilal Industries Pty Ltd		Subsidiary	100
3	VAROOD INDUSTRIES LIMITED		Subsidiary	100
4	VADILAL DELIGHTS LIMITED		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	7,188,230	7,188,230	7,187,830
Total amount of equity shares (in Rupees)	150,000,000	71,882,300	71,882,300	71,882,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares Capital				
Number of equity shares	15,000,000	7,188,230	7,188,230	7,188,230
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	71,882,300	71,882,300	71,882,300

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c)Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	103569	7084261	7187830			-
<b>Increase during the year</b>						-
i. Public Issues						-
ii. Rights issue						-
iii. Bonus issue						-
iv. Private Placement/ Preferential allotment						-
v. ESOPs						-
vi. Sweat equity shares allotted						-
vii. Conversion of Preference share						-
viii. Conversion of Debentures						-
ix. GDRs/ADRs						-
x. Others, specify						-
Dematerialized during the year						-
<b>Decrease during the year</b>						-
i. Buy-back of shares						-
ii. Shares forfeited						-
iii. Reduction of share capital						-
iv. Others, specify						-
dematerialized during the year						-
<b>At the end of the year</b>	103569.00	70884261.00	7187830.00	0.00	0.00	-
<b>Preference shares</b>						
<b>At the beginning of the year</b>	-	-	-	-	-	-
<b>Increase during the year</b>	-	-	-	-	-	-
i. Issues of shares	-	-	-	-	-	-

ii. Re-issue of forfeited shares	-	-	-	-	-	-
iii. Others, specify						
<b>Decrease during the year</b>						
i. Redemption of shares	-	-	-	-	-	-
ii. Shares forfeited	-	-	-	-	-	-
iii. Reduction of share capital	-	-	-	-	-	-
iv. Others, specify	-	-	-	-	-	-
<b>At the end of the year</b>						

ISIN of the equity shares of the company

INE694D01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

X

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. ) Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

10113252444.90

**(ii) Net worth of the Company**

4196482939

**VI. (a) SHARE HOLDING PATTERN - Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
<b>1.</b>	Individual/ Hindu Undivided Family				
	(i) Indian	1,239,229	17.24	0	
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
<b>2.</b>	Government				
	(i) Central Government				

	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)	3,413,175	47.49	0	
10.	Others	0	0	0	
	<b>Total</b>	<b>4,652,404</b>	<b>64.73</b>	<b>0</b>	

Total number of shareholders (promoters)

20

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/ Hindu Undivided Family				
	(i) Indian	1494880	20.80		0
	(ii) Non-resident Indian (NRI)	71729	1.00		0
	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors	49048	0.68		0
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)	805981	11.21		0
10.	Others(IEPF)	113788	1.58		0
	<b>Total</b>	<b>2535426.00</b>	<b>35.27</b>		<b>0</b>

Total number of shareholders (other than promoters)

18717

Total number of shareholders (Promoters + Public/  
Other than promoters)

18737



**(C) Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	20	20
Members (other than promoters)	14,118	18717
Debenture holders		

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	2	2	2	7.98	0.82
<b>B. Non-Promoter</b>	0	3	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	5	2	4	7.98	0.82

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B)(i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJESHBHAI RAMCHANDRA GANDHI	00009879	Managing Director	227,721	
DEVANSHUBHAI LAXMANBHAI GANDHI	00010146	Managing Director	345,691	
DEVAL DEVANSHU GANDHI	00988905	Director	59,266	
KALPIT RAJESH GANDHI	02843308	Director	0	
KALPIT RAJESH GANDHI	AGCPG1103G	CFO	0	
SHAILY JATIN DEDHIA	08853685	Director	0	
PREET PRAKASHBHAI SHAH	05131516	Director	0	
RASHMI TUSHAR BHATT	ABSPB2607B	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/09/2024	14,118	73	79.10%

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2024	6	6	100
2	06/08/2024	6	6	100
3	14/11/2024	6	6	100
4	31/01/2025	6	6	100
5	18/03/2025	6	6	100
6	29/03/2025	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2024	3	3	100
2	Audit Committee	06/08/2024	3	3	100
3	Audit Committee	14/11/2024	3	3	100
4	Audit Committee	31/01/2025	3	3	100
5	Audit Committee	18/03/2025	3	3	100
6	Audit Committee	29/03/2025	3	3	100
7	Nomination and Remuneration Committee	18/03/2025	3	3	100
8	Nomination and Remuneration Committee	29/03/2025	3	3	100
9	Stakeholders' Relationship Committee	18/03/2025	4	4	100
10	Risk Management Committee	18/03/2025	4	4	100
11	Risk Management Committee	17/06/2024	4	4	100
12	Corporate Social Responsibility Committee		4	4	100

### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings	Committee Meetings	Whether attended AGM
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S. No.	Name of the director	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	held on
								26/07/2024
								(Y/N/NA)
1	Rajesh R. Gandhi	6	6	100	3	3	100	Yes
2	Devanshu L. Gandhi	6	6	100	3	3	100	Yes
3	Deval D. Gandhi	6	6	100	0	0	0	Yes
4	Kalpit R. Gandhi	6	6	100	2	2	100	Yes
5	Shaily J. Dedhia	6	6	100	3	3	100	Yes
6	Preet P.Shah	6	6	100	3	3	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Rajesh R. Gandhi	Managing Director	1,10,52,636	6,65,00,000	0	0	7,75,52,636
2.	Devanshu L. Gandhi	Managing Director	1,10,52,636	6,65,00,000	0	0	7,75,52,636
	Total		2,21,05,272	13,30,00,000			15,51,05,272

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	KALPIT RAJESH GANDHI	CFO	41,12,496	0	0	0	4,112,496
2.	RASHMI BHATT	COMPANY SECRETARY	28,37,016	0	0	0	28,37,016
	Total		69,49,512				69,49,512

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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1.	PREET PRAKASHBHAI SHAH	Independent Director	0	0	0	1,95,000	1,95,000
2	SHAILY JATIN DEDHIA	Independent Director	0	0	0	1,95,000	1,95,000
	Total		0	0	0	3,90,000	3,90,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PREMNARAYAN RAMANAND TRIPATHI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

10029

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

22

dated

12/02/2019

I am Authorised by the Board of Directors of the company vide resolution no. ...

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

3461

Certificate of practice number

**Attachments**

1. List of shareholders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

MGT-8\_Signed  
MGT-7\_UDIN.PDF  
Forms filed during the year 2024-25.pdf  
List of shareholders

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company.**