

**VADILAL INDUSTRIES LTD.**

REGD. OFFICE : "VADILAL HOUSE"  
53, SHRIMALI SOCIETY, NR. NAVRANGPURA RLY. CROSSING, NAVRANGPURA, AHMEDABAD - 380009.  
TELE. NO. : (91) (79) 26564019-24 FAX : (91) (79) 26564027  
CIN No: L91110GJ1982PLC005169

VISIT US ON : <http://www.vadilalgroup.com>

**VADILAL INDUSTRIES LIMITED****DISCLOSURE UNDER CLAUSE – 35-A OF LISTING AGREEMENT WITH STOCK EXCHANGES**

Date of Annual General Meeting : 28<sup>th</sup> September, 2015

Total number of shareholders on record date: 11812

No. of shareholders present in the meeting either in person or through proxy:

i. Promoters and Promoter Grp	14
ii. Public:	104

No. of Shareholders attended the meeting through Video Conferencing

i. Promoters and Promoter Grp	NIL
ii. Public:	NIL

Details of the Agenda:

Item No. 1 To adopt the audited Statement of Profit & Loss for the year ended March 31, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278

Item No. 2 To declare dividend on Equity Shares for the financial year ended on March 31, 2015.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4562881	0	100.0000	0.0000
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4957305	211	99.9957	0.0043



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Item No. 3 To appoint a Director in place of Mr. Devanshu L. Gandhi (DIN: 00010146) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. If re-appointed, the same shall not be termed as discontinuation of his office as Managing Director of the Company.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278

Item No. 4 To appoint Statutory Auditors and fix their remuneration.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278

Item No. 5 To appoint Mrs. Deval D. Gandhi (DIN: 00988905) as a Non-executive & Non-Independent Director of the Company, liable to retire by rotation.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278







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Item No. 6 To appoint Mr. Kalpit R. Gandhi (DIN: 02843308) as a Non-executive & Non-Independent Director of the Company, liable to retire by rotation.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278

Item No. 7 To appoint Mr. Malay R. Mahadevia (DIN: 00064110) as an Independent Director of the Company for a term of 5 consecutive years.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278

Item No. 8 To appoint Mr. Chetan M. Tamboli (DIN: 00028421) as an independent Director of the company for a term of 5 consecutive years.

Resolution required: Ordinary

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4160156	402725	91.1739	8.8261
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4554580	402936	91.8722	8.1278



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Item No. 9 To adopt new Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.

Resolution required: Special

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	4562881	97.25	4562881	0	100.0000	0.0000
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394635	18.65	394424	211	99.9465	0.0535
Total	7187830	4957516	68.97	4957305	211	99.9957	0.0043

Item No. 10 To approve the related party Transaction under section 188 of companies Act , 2013 and rules made thereunder and clause-49 of the Listing Agreement .

Resolution required: Special

Mode of voting: Poll and E-voting

Voting Results :

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter Group	4691947	122824	2.62	0	122824	0.0000	100.0000
Public Institutional holders	379468	0	0.00	0	0	0.0000	0.0000
Public Others	2116415	394610	18.65	394384	226	99.9427	0.0573
Total	7187830	517434	7.20	394384	123050	76.2192	23.7808

