



VADILAL DAIRY INTERNATIONAL LTD.

Plot No. M-13, MIDC, Tarapur, Navapur Road,
Boisar, Dist. Palghar - 401506
Tel. : (02525) 272697 / 273234
Email.: info@vadilal.net
<http://www.vadilalicecream.com>

29th September, 2023

To,
The Bombay Stock Exchange Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400 001 ,

BSE Scrip Code: 519451

Sub: Disclosure of Scrutinizer report and Voting results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 at the 36th Annual General Meeting (AGM) of the Company.

Dear Sir/ Madam,

We hereby inform the Exchange that the 36th Annual General Meeting of **Vadilal Dairy International Limited** was held on Friday, 29th September, 2023 at 01.00 P.M at through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility and the Business mentioned in the Notice of AGM were transacted:

In this regard, please find enclosed herewith the following:

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Report of Scrutinizer dated 29th September, 2023, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,

For Vadilal Dairy International Limited

Shailesh Gandhi
Managing Director
DIN: 01963172

General information about company

Scrip code	519451
NSE Symbol	
MSEI Symbol	
ISIN	INE159T01016
Name of the company	VADILAL DAIRY INTERNATIONAL LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	01:00 PM
End time of the meeting	01:25 PM

Scrutinizer Details

Name of the Scrutinizer	SUHAS SADANAND GANPULE
Firms Name	SG & Associates
Qualification	CS
Membership Number	12122
Date of Board Meeting in which appointed	05-09-2023
Date of Issuance of Report to the company	29-09-2023

Voting results

Record date	22-09-2023
Total number of shareholders on record date	5407
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	40
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2023 and Profit & Loss Account and Cash Flow Statement for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.					
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2961260	2517357	85.0097	2517357	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2961260	2517357	85.0097	2517357	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	232890	1930	0.8287	540	1390	27.9793	72.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		232890	1930	0.8287	540	1390	27.9793
Total		3194150	2519287	78.8719	2517897	1390	99.9448	0.0552
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mrs. Bela Gandhi (DIN: 01923718)), who retires by rotation and being eligible, offer herself for re-appointment				
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2961260	2517357	85.0097	2517357	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2961260	2517357	85.0097	2517357	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	232890	1930	0.8287	540	1390	27.9793	72.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		232890	1930	0.8287	540	1390	27.9793
Total		3194150	2519287	78.8719	2517897	1390	99.9448	0.0552
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of remuneration of Shri. Shailesh Gandhi, Managing Director of the Company				
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2961260	123500	4.1705	123500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2961260	123500	4.1705	123500	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	232890	1930	0.8287	540	1390	27.9793	72.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		232890	1930	0.8287	540	1390	27.9793
Total		3194150	125430	3.9269	124040	1390	98.8918	1.1082
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of remuneration of Shri. Rahil Gandhi, Whole Time Director of the company:				
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2961260	123500	4.1705	123500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2961260	123500	4.1705	123500	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	232890	1930	0.8287	540	1390	27.9793	72.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		232890	1930	0.8287	540	1390	27.9793
Total		3194150	125430	3.9269	124040	1390	98.8918	1.1082
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

**36th Annual General Meeting of the Equity Shareholders of
Vadilal Dairy International Limited**

Held on Friday, September 29, 2023 at 1.00 p.m. through Video conferencing/Other Audio Visual Means

Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility to the shareholders present at the AGM through Video Conferencing/ Other Audio Visual Means in respect of the Resolutions (Businesses) contained in the Notice dated September 05, 2023

Dear Sir,

I, Mr. Suhas S. Ganpule, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the Voting through Remote E-voting and E-voting facility to the Shareholders present at the Annual General Meeting (AGM) through Video Conferencing/ Other Audio Visual means (VC/OAVM) on the below mentioned resolution(s), at 36th Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 29, 2023 at 1.00 p.m., submit my report as under:

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-voting facility to the shareholders present at the AGM through VC/OAVM and Remote E-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Business) contained in the Notice dated September 05, 2023, through Remote E-voting and E-voting facility to the Shareholders present at the AGM through VC/OAVM.

1. After the time fixed for E-voting facility to the shareholders present at the AGM through VC /OAVM by the Chairman, electronic voting system for Voting was started.
2. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not casted their vote earlier through remote e-voting facility.
3. The remote e-voting period remained open from Tuesday, September 26, 2023 (9.00 A.M.) to Thursday, September 28, 2023 (5.00 P.M.)





4. The shareholders holding shares as on the "cut off" date i.e. Friday, September 22, 2023 were entitled to vote on the proposed resolutions (Items No.1 to 3 as set out in the Notice of the 36th Annual General Meeting of the Company).
5. The votes were unblocked on **September 29, 2023** in the presence of two witnesses Mr. Shravan Chavan and Mr. Umit Vala who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Shravan Chavan)

(Umit Vala)

6. The result of the scrutiny of voting by Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM, in respect of resolutions (businesses) contained in Notice dated September 05, 2023 as under:

1) Resolution No. 1- (Ordinary Resolution):

Adoption of Annual Accounts for the year ended March 31, 2023 and the Statement of Profit and Loss for the year ended together with Directors Report and Auditors thereon that date.

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	32	25,17,897	99.94%
E-voting during AGM	0	0	0
Total	32	25,17,897	99.94%

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	3	1,390	0.06%
E-voting during AGM	0	0	0
Total	3	1,390	0.06%

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted
Remote E-voting	-	-
E-voting during AGM	-	-
Total	-	-





2) Resolution No. 2 - (Ordinary Resolution):

Re-appointment of Mrs. Bela Gandhi (DIN 01923718), as Director who retires by rotation

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	32	25,17,897	99.94%
E-voting during AGM	0	0	0
Total	32	25,17,897	99.94%

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	3	1,390	0.06%
E-voting during AGM	0	0	0
Total	3	1390	0.06%

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted
Remote E-voting	-	-
E-voting during AGM	-	-
Total	-	-

3) Resolution No. 3 - (Ordinary Resolution):

Approval for the remuneration of Shri. Shailesh Gandhi, Managing Director of the company:

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	30	1,24,040	98.89%
E-voting during AGM	0	0	0
Total	30	1,24,040	98.89%





(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	3	1,390	1.11%
E-voting during AGM	0	0	0
Total	3	1390	1.11%

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted
Remote E-voting	1	5,35,969
E-voting during AGM	-	-
Total	1	535969

4) Resolution No. 4 - (Ordinary Resolution):

Approval for the remuneration of Shri. Rahil Gandhi, whole time director of the company:

(i) Voted in favour of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	30	1,24,040	98.89%
E-voting during AGM	0	0	0
Total	30	1,24,040	98.89%

(ii) Voted in against of resolution:

Voting Description	Number of Members who vote	Number of shares for which votes casted.	% of total number of valid votes casted
Remote E-voting	3	1,390	1.11%
E-voting during AGM	0	0	0
Total	3	1390	1.11%

(iii) Invalid Votes:

Voting Description	Number of Members who vote	Number of shares for which votes casted
Remote E-voting	1	5,35,969
E-voting during AGM	-	-
Total	1	5,35,969

All the Resolutions at item numbers 1 to 4 has been passed with requisite majority.





SG & ASSOCIATES

Company Secretaries

All relevant records relating to electronic voting were sealed and handed over to the Company Secretary, of the Company, for safe keeping.

Thanking you,

Yours faithfully,
For SG & Associates
Practicing Company Secretaries

Suhas S. Ganpule
Proprietor

Membership No.: 12122

C. P. No.: 5722

UDIN: A012122E001572500

For S G & ASSOCIATES
COMPANY SECRETARIES

SUHAS GANPULE
ACS NO. 12122
CP NO. 5722
PROPRIETOR

Place: Mumbai
Date: September 29, 2023

