



VADILAL DAIRY INTERNATIONAL LTD.
Gul Manzil, 1st Floor
14, Dashrathji Joshi Road
Vie Parle (West), Mumbai - 400 056
TEL: 022 - 2617 0201 / 2617 0301
FAX: (022) 2617 8843
E-mail: info@vadilal.net
http://www.vadilalicecream.com

Date: 28th September, 2018

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

BSE Scrip Code: 519451
Sub: 31st Annual General Meeting and Voting Result

Dear Sir/ Madam,

We hereby inform the Exchange that the 31st Annual General Meeting of **Vadilal Dairy International Limited** was held on Thursday, 27th September, 2018 at 12.00 Noon at Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar-401506 and the Business mentioned in the Notice of AGM were transacted:

In this regard, please find enclosed herewith the following:

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - II**.
- 3) Report of Scrutinizer dated September 28, 2018, 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,

Yours Sincerely

For, Vadilal Dairy International Limited

Shailesh Gandhi
Managing Director

CIN : L15200MH1997PLC107525

Regd. Office : Plot No. M - 13, MIDC, Tarapur, Navapur Road, Boisar, Dist. Palghar - 401 506. Tel.: (02525) 272697 / 272501 Fax : (02525) 273234



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ANNEXURE I

Date:-28th September, 2018

The BSE limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th floor, Dalal Street,

Script Code: 519451

Dear Sir/Madam,

SUB: Proceedings of the 31st Annual General Meeting of Vadilal Dairy International Limited.

The 31st Annual General Meeting (AGM) of the Vadilal Dairy International Limited was held on Thursday, 27th day of September, 2018, at M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506.

Attendance at the meeting:-

DIRECTORS & KMP PRESENT AT THE MEETING:

- | | |
|-----------------------|--|
| ➤ Shailesh Gandhi | - Managing Director |
| ➤ Rahil Gandhi | - Whole Time Director |
| ➤ Bela Gandhi | - Director |
| ➤ Vishnu Barhate | - Director |
| ➤ Prakash Mankar | - Director |
| ➤ Subhaschnadra Patil | - Director |
| ➤ Sandeep Patil | -Director |
| ➤ Prakash Mistry | - Chief Financial Officer (CFO) |
| ➤ Uday Sawant | - Company Secretary and Compliance Officer |

TOTAL MEMBERS PRESENT AT THE MEETING:



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There were 34 members present at the Annual General Meeting including Three (2) Proxies Present in the Meeting.

CHAIRMAN OF THE MEETING:

Shri. Shailesh Gandhi, Managing Director of the Company, took the Chair and extended a very warm welcome to everyone present at the 31st Annual General Meeting of the Company.

QUORUM OF THE MEETING:

As the time was 12.10 P.M. the Chairman ascertained that requisite Quorum for the meeting was present and declared the meeting to be in order and commenced the proceedings.

REGISTER AND DOCUMENTS AVAILABLE FOR INSPECTION

The Chairman further stated that the proxy register, Register of Director's Shareholding and other Documents were kept open for inspection by the members till the conclusion of the meeting.

NOTICE, DIRECTORS REPORT AND ANNUAL REPORT TO THE MEMBERS:

The Chairman informed that the Notice convening the 31st Annual General Meeting along with the Balance Sheet as at March 31, 2018 and the Profit & Loss Account and the Cash Flow Statement for the year ended March 31, 2018 and the Auditors Report and the Report of the Board of Directors thereon had already been dispatched to the Members.

With the consent of the Members present, the Notice convening the 31st Annual General Meeting was taken as read.

AUDITORS REPORT AND SECRETARIAL AUDIT REPORT:



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The Chairman then informed the members that as per the new Companies Act, 2013, and applicable Secretarial Standards II issued by ICSI, the Auditor's Report and Secretarial Audit Report are required to be read only when there are qualifications or adverse observation or comments in the report.

As there were no qualifications and adverse remarks in the Auditors report and Secretarial Auditors Report, the same was taken as read with the permission of members.

AGENDA ITEMS:

After reading the Auditors Report and Secretarial Audit Report, the Chairman informed the meeting that in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the members were given an option to vote through Electronic means on all the resolutions of the Notice using the CDSL Platform. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the Meeting through Ballot.

Clarifications were provided to the queries raised by the Members.

The Board of Directors has appointed Mr. Suhas S. Ganpule, Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) as the Scrutinizer to scrutinize the voting process (e-voting and voting through ballot at the AGM) in a fair and transparent manner.

After due discussions and deliberation, the following resolutions were transacted at the Annual General Meeting:

1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended as on that date, together with the Reports of Directors and Auditor's thereon.	Ordinary Resolution
2	To Appoint a Director in place of Mr. Shailesh Gandhi, (DIN: 0196317), who retires by rotation and being eligible, offers himself for re- appointment	Ordinary Resolution



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3	To propose the appointment of Mr. Sandeep Patil as a candidate for the office of the Director (DIN: 02977658), be and is hereby appointed as Director of the Company and is not liable to retire by rotation	Ordinary Resolution
4	Increase in remuneration of Shri Shailesh Gandhi (DIN: 01963172), Managing director of the Company	Special Resolution
5	Increase in remuneration of Shri. Rahil Gandhi (DIN: 03126913), Director of the Company	Special Resolution
6	Increase in remuneration of Mrs. Bela Gandhi (DIN: 03126913), Director of the company	Special Resolution

After Conclusion of voting process, the meeting was concluded with a Vote of Thanks.

Chairman

Place: Mumbai

Date: 28th September, 2018

Annexure II

Format of Voting Results

Date of the AGM	27 th September, 2018
Total number of shareholders on record date	5440
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Item No 1: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended as on that date, together with the Reports of Directors and Auditor's thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	29,61,260	--	--	--	--	--	--
	Poll		2961260	100	2961260	0	100	0
	Postal Ballot		--	--	--	--	--	--

Group	(if Applicable)							
	Total	29,61,260						--
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll		--		--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total							
Public Non Institutions	E-voting	166190	--	--	--	--	--	--
	Poll		30350	18.26	30350	--	100	0
	Postal Ballot (if Applicable)		-	-	--	--	--	0
	Total		166190	30350	18.26	30350	-	100
Total		3194150	2961860	92.72	2961860	--	100	0

Item No 2: To Appoint a Director in place of Mr. Shailesh Gandhi, (DIN: 0196317), who retires by rotation and being eligible, offers himself for re- appointment

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,61,260	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total		2961260	--	--	--	--	--
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll					--	--	--

	Postal Ballot (if Applicable)		--		--	--	--	--
	Total	66700	--	--	--	--	--	--
Public Non Institutions	E-voting	166190	--	--	--	--		
	Poll		30350	18.26	30350	--	100	
	Postal Ballot (if Applicable)		--		--	--	--	--
	Total		166190	30350	18.26	30350	--	100
Total		3194150	30350	18.26	30350	--	100	--

Item No 3: To propose the appointment of Mr. Sandeep Patil as a candidate for the office of the Director (DIN: 02977658), be and is hereby appointed as Director of the Company and is not liable to retire by rotation.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,61,260	--	--	--	--	--	--
	Poll		2961260	100	2961260	0	100	0
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total		29,61,260					
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total							
Public Non	E-voting	166190	--	--	--	--	--	--
	Poll		30350	18.26	30350	--	100	0

Institutions	Postal Ballot (if Applicable)		-	-	--	--	--	0
	Total	166190	30350	18.26	30350	-	100	00
Total		3194150	2961860	92.72	2961860	--	100	0

Item No 4: Increase in remuneration of Shri Shailesh Gandhi (DIN: 01963172), Managing director of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,61,260	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	2961260	--	--	--	--	--	--
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	66700	--	--	--	--	--	--
Public Non Institutions	E-voting	166190	--	--	--	--	--	--
	Poll		30350	18.26	30350	--	100	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	166190	30350	18.26	30350	--	100	--
Total		3194150	30350	18.26	30350	--	100	--

Item No 5: Increase in remuneration of Shri. Rahil Gandhi (DIN: 03126913), Director of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,61,260	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	2961260	--	--	--	--	--	--
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	66700	--	--	--	--	--	--
Public Non Institutions	E-voting	166190	--	--	--	--	--	--
	Poll		30350	18.26	30350	--	100	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	166190	30350	18.26	30350	--	100	--
Total		3194150	30350	18.26	30350	--	100	--

Item No 6: Increase in remuneration of Mrs. Bela Gandhi (DIN: 03126913), Director of the company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,61,260	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	2961260	--	--	--	--	--	--
Public Institution	E-voting	66700	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	66700	--	--	--	--	--	--
Public Non Institutions	E-voting	166190	--	--	--	--	--	--
	Poll		30350	18.26	30350	--	100	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	Total	166190	30350	18.26	30350	--	100	--
Total		3194150	30350	18.26	30350	--	100	--

In Resolution 2,4,5,6 Promoter and Promoters group were interested, therefore their vote casted on poll were considered invalid.

For Vadilal Dairy International Limited

SK Gandhi

Shailesh Gandhi
Managing Director
DIN: 01963172



Scrutinizer's Report

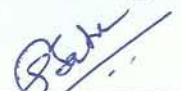
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]

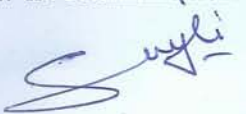
To,
The Chairman,
Vadilal Dairy International Limited

Report of Scrutinizer

I, **Suhas Ganpule**, a Company Secretary in Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of 31st Annual General Meeting of M/s Vadilal Dairy International Limited.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of Annual General Meeting issued to the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by **Central Depository Services Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Monday, **24th September, 2018 from 09.00 A.M and ends on Wednesday 26th September, 2018 at 05.00 P.M.**
 - ii. The members of the Company as on the "cut-off" date i.e **21st September, 2018**, were entitled to vote on the resolutions contained in the Notice of 49th Annual General Meeting.
 - iii. The votes cast were unblocked on 27th September, 2018 in the presence of 2 witnesses, **Ms. Shatabdi Salve** and **Ms. Sanjali Mishra** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Shatabdi Salve)


(Sanjali Mishra)



- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of **Central Depository Services Limited** (CDSL) (i.e. <https://www.evotingindia.com/>) and based on such reports generated, the result of the e voting is as under:

Item No. 1:

Ordinary Resolution: - To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended as on that date, together with the Reports of Directors and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 2:

Ordinary Resolution: To Appoint a Director in place of Mr. Shailesh Gandhi, (DIN: 0196317), who retires by rotation and being eligible, offers himself for re- appointment

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:



Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 3:

Ordinary Resolution: To propose the appointment of Mr. Sandeep Patil as a candidate for the office of the Director (DIN: 02977658), be and is hereby appointed as Director of the Company and is not liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 4:

Special Resolution: Increase in remuneration of Shri Shailesh Gandhi (DIN: 01963172), Managing director of the Company

(i) Voted in favour of the resolution:



Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 5:

Special Resolution: Increase in remuneration of Shri. Rahil Gandhi (DIN: 03126913), Director of the Company.

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Item No. 6:



Special Resolution - Increase in remuneration of Mrs. Bela Gandhi (DIN: 03126913), Director of the company.

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
0	0

Thanking you,

Yours faithfully,

For SG and Associates,


Suhas Ganpule

Practicing Company Secretaries
Membership No.: 12122
C. P. No: 5722

Place: Mumbai
Date: 28th September, 2018



Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vadilal Dairy International Limited

31st Annual General Meeting of the Members of **Vadilal Dairy International Limited** (the Company) held on Thursday **27th September, 2018** at Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506 at 12.00 Noon

Dear Sir,

I, **Suhas Ganpule**, a Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 31st Annual General Meeting of the Members of **Vadilal Dairy International Limited**, held on 27th day of September, Thursday, 2018 at 12:00 noon at "**Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506**", submits my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I found there is no poll papers are invalid.
4. The result of the Poll is as under:

Item No. 1:-

Ordinary Resolution- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended as on that date, together with the Reports of Directors and Auditor's thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	29,91,610	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them



Item No. 2:-

Ordinary Resolution- To Appoint a Director in place of Mr. Shailesh Gandhi, (DIN: 0196317), who retires by rotation and being eligible, offers himself for re- appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	30,350	

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
4	29,61,260

Item No. 3:-

Ordinary Resolution- To propose the appointment of Mr. Sandeep Patil as a candidate for the office of the Director (DIN: 02977658), be and is hereby appointed as Director of the Company and is not liable to retire by rotation.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	29,91,610	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
-	-



Item No. 4:-

Special Resolution- Increase in remuneration of Shri Shailesh Gandhi (DIN: 01963172), Managing director of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	30,350	

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
4	29,61,260

Item No. 5:-

Special Resolution- Increase in remuneration of Shri. Rahil Gandhi (DIN: 03126913), Director of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	30,350	

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
4	29,61,260



Item No. 6:-

Special Resolution- Increase in remuneration of Mrs. Bela Gandhi (DIN: 03126913), Director of the company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	30,350	

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
4	29,61,260

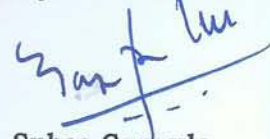
**The Shares of Promoter and Promoter Group were not counted in the Resolution 2, 4, 5 and 6 as they were interested in the Resolution as set out in the Notice of Annual General Meeting.

3. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For SG and Associates,
Practicing Company Secretaries



Suhas Ganpule
Proprietor
Membership No.12122
COP No: 5722

Place: Mumbai

Date: 28th September, 2018



Scrutinizer's Report - Combined

To,
The Chairman
Vadilal Dairy International Limited

31st Annual General Meeting of the members of **Vadilal Dairy International Limited** (the Company) held on the 27th September, 2018 at **Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506, at 12:00 noon.**

Dear Sir,

1. I, **Suhas Ganpule**, a Company Secretary in practice, have been appointed as a scrutinizer by

I) the Board of Directors of **Vadilal Dairy International Limited** (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

II) The Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 31st Annual General Meeting (AGM) of the Members of the Company, held on Thursday 27th day of September, 2018 at Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506, at 12:00 Noon.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 31st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the times of poll (through electronic means) at AGM.

3. I have issued separate Scrutinizer's Report dated **28th day of September, 2018 on the e-voting and on the poll** on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of Poll as under:-



SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House,
Gram Panchayat Road, Above Kajal
Jewellers, Goregaon (West), Mumbai - 62.

Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos. Votes	No of Shares
Item No. 1 of the Notice (As an Ordinary Resolution)	2991610	100	0	0	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	600	100	0	0	4	2991010
Item No. 3 of the Notice (As an Ordinary Resolution)	2991610	100	0	0	0	0
Item No. 4 of the Notice (As an Special Resolution)	600	100	0	0	4	2991010
Item No. 5 of the Notice (As an Special Resolution)	600	100	0	0	4	2991010
Item No. 6 of the Notice (As an Special Resolution)	600	100	0	0	4	2991010

Thanking you,
Yours faithfully,

For SG and Associates

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretaries
Membership No.12122
COP No: 5722

Place: Mumbai
Date: 28th September, 2018

