



VADILAL INDUSTRIES LTD.

REGD. OFFICE : "VADILAL HOUSE"
53, SHRIMALI SOCIETY, NR. NAVRANGPURA RAILWAY CROSSING, NAVRANGPURA, AHMEDABAD - 380009.
TEL. NO. : (91) (79) 26564019-24 FAX : (91) (79) 26564027

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 : 25th September, 2014

Total number of shareholders on record date: 11326

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

i. Promoters and Promoter Grc	9
ii. Public:	86

No. of Shareholders attended the meeting through Video Conferencing

i. Promoters and Promoter Grc NIL	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, 2014, 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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277424	12.61	277420	4	99.99	0.00
Total	7187830	4900892	68.18	4900888	4	99.99	0.01

Item No. 2 To declare dividend on Equity Shares for the financial year ended on March 31, 2014.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277370	12.61	277370	0	100.00	0.00
Total	7187830	4900838	68.18	4900838	0	100.00	0.00

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Item No. 3 To appoint a Director in place of Mr. Rajesh R. Gandhi (DIN: 00009879) 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.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 5 To appoint Mr. Kshitish M. Shah (DIN: 00563191) as an Independent 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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01





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Item No. 6 To appoint Mr. Rohit J. Patel (DIN: 00012367) as an Independent 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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 7 To appoint Mr. Rajesh K. Pandya (DIN: 02711000) as an Independent 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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 8 To re-appoint Mr. Rajesh R. Gandhi (DIN: 00009879) as a Managing Director designated as a "Chairman & Managing Director" for a period of 5 years and payment of remuneration for a period of 3 years.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01





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Item No. 9 To re-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.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 10 To confirm the borrowing limit of the Company.

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	4666323	4611080	98.82	4223248	387832	91.59	8.41
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277424	12.61	262477	14897	94.61	5.37
Total	7187830	4900892	68.18	4498113	402729	91.78	8.22

Item No. 11 To confirm creation of charge within the borrowing limit of the Company.

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	4666323	4611080	98.82	4223248	387832	91.59	8.41
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277424	12.61	262477	14897	94.61	5.37
Total	7187830	4900892	68.18	4498113	402729	91.78	8.22





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Item No. 12 To insert new Article in the Articles of Association relating to Chairperson of the Company.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 13 To alter Articles of Association by inserting new Article relating Inspection and copy of Register & Index of Members.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01

Item No. 14 To keep Register and Index of Members at other place.

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	4666323	4611080	98.82	4611080	0	100.00	0.00
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277374	12.61	277370	4	99.99	0.00
Total	7187830	4900842	68.18	4900838	4	99.99	0.01





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Item No. 15 To accept Fixed Deposit from the members.

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	4666323	4611080	98.82	4223248	387832	91.59	8.41
Public Institutional holders	321885	12388	3.85	12388	0	100.00	0.00
Public Others	2199622	277424	12.61	262477	14897	94.61	5.37
Total	7187830	4900892	68.18	4498113	402729	91.78	8.22

