

**CORPORATE INFORMATION:****BOARD OF DIRECTORS**

Shailesh R. Gandhi	: Managing Director (Executive, Non-Independent)
Rahil S. Gandhi	: Whole-time Director (Executive, Non-Independent)
Bela S. Gandhi	: Director (Executive, Non-Independent)
Subhashchandra P. Patil	: Director (Non-Executive, Independent)
Vishnu D. Barhate	: Director (Non-Executive, Independent)
Prakash O. Mankar	: Director (Non-Executive, Independent)
Sandeep Patil	: Additional Director (Non-Executive, Director)

COMPANY SECRETARY & COMPLIANCE OFFICER**MR. UDAY ANANT SAWANT**E-mail: uday.csvadilal@gmail.com**STATUTORY AUDITORS****M/S. VINOD K. MEHTA & CO.**B-5, Satyam Shopping Centre, 2nd Floor, M. G. Road,
Ghatkopar (East), Mumbai - 400077**REGISTERED OFFICE**Plot No. M-13, MIDC Ind. Area, Tarapur, Boisar - 401506
Tel No: 02525-272501 / 272697, Fax No.: 02525-273234
Website: www.vadilaldairy.com**WORKS:**Plot No. M-13, MIDC Ind. Area, Tarapur, Boisar - 401506
Tel No: 02525-272501 / 272697, Fax No.: 02525-273234**COPORATE OFFICE :**Gul Manzil, 1st Floor, 14, Dashrathlal, Joshi Road, ,
Vile Parle (West) , Mumbai-400056
Tel: 02226170201/ 0301, Email id: vadilal@vsnl.com**BANKERS**HDFC Bank Limited,
Federal Bank,
Oriental Bank of Commerce,
State Bank of India & Bank of India**REGISTRAR AND SHARE TRANSFER AGENTS**Sharex Dynamic (India) Pvt. Ltd.
Luthra Industrial Premises, Andheri Kurla Road, Safed Pool,
Andheri (E), Mumbai-400 072. Tel No: 02222641376 / 22702485

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As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

THIRTY FIRST ANNUAL GENERAL MEETING

Day: Thursday

Date: 27th September, 2018

Time: 12.00 Noon

Venue: Plot No. M-13, MIDC Industrial Area, Tarapur, Boisar - 401506

ATTENTION

Shareholders are requested to please note that pursuant to recent changes in applicable laws and regulations, in order to receive and participate in all corporate actions of the Company, you are requested to:-

- Inform our Registrar/Depository Participants, if not already done earlier, for updating details of your PAN number. Non-submission of PAN number is a cause of rejection especially by shareholders holding securities in physical form.
- Inform your Depository Participants, to reactivate your account for credit actions. Frozen Demat Accounts may lead to non-credit/delayed credit of securities allotted to your account.
- Update your address with Registrar/Depository Participants to ensure timely receipt of shareholder communication.



NOTICE

Notice is hereby given that the THIRTY FIRST Annual General Meeting of **VADILAL DAIRY INTERNATIONAL LIMITED** will be held at Registered Office of the Company at Plot no. M-13, MIDC, Industrial Area, Tarapur, Boisar- 401506, on Thursday, 27th September, 2018 at 12:00 Noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March 2018 and Profit & Loss Account for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shailesh R. Gandhi (DIN: 0196317), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 149, 150 (2), 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as the Act), Mr. Sandeep Patil (DIN: 02977658), who was appointed as an Additional Director of the Company by the Board with effect from January 3, 2018 and who holds office up to the date of the Annual General Meeting, in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Sandeep Patil as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

4. **Increase in remuneration of Shri Shailesh Gandhi, Managing director of the Company:**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification or re enactment thereof, applicable clauses of the Article of association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and recommendation by Nomination and Remuneration Committee and audit committee, subject to approvals, conditions and modification, as may be prescribed or imposed by any authorities, including central government, if required, the consent of members of the Company be and is hereby accorded for increase in the remuneration of Shri. Shailesh Gandhi (DIN: 01963172), Managing Director of the company from Rs. 51 Lakhs per annum to an amount not exceeding the monetary ceiling of Rs. 102 Lakhs per annum for a period of 3 years with effect from 1st April, 2018 to 31st March, 2021 including all perquisites and all other benefits as specified in part II, part III of Schedule V of the Companies Act, 2013 as given in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT any two of the directors of the company be and are hereby jointly authorized to do all such acts, deeds and things, to execute all such documents, instruments writing as may be required to give effect to this resolution."

5. **Increase in remuneration of Shri. Rahil Gandhi, Whole Time Director of the company:**

To consider and if thought fit to pass with or without modification of following resolution as Special resolution:

RESOLVED THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, if any, of companies act, 2013 (including any statutory modification or re enactment thereof, applicable clauses of the Article of association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and recommendation by Nomination and Remuneration Committee and Audit committee, subject to approvals, conditions and modification, as may be prescribed or imposed by any authorities, including central government, if required, the consent of Members of the Company be and is hereby accorded for increase in the remuneration of Shri. Rahil Gandhi (DIN: 03126913), Whole Time Director of the company from Rs. 18 Lakhs per annum to an amount not exceeding the monetary ceiling of Rs. 36 Lakhs per annum for a period of 3 years with effect from 1st April, 2018 to 31st March, 2021 including all perquisites and all other benefits as specified in part II, part III of Schedule V of the Companies Act, 2013 as given in Explanatory Statement annexed hereto.



RESOLVED FURTHER THAT any two of the directors of the company be and are hereby jointly authorized to do all such acts, deeds and things, to execute all such documents, instruments writing as may be required to give effect to this resolution."

6. Increase in remuneration of Mrs. Bela Gandhi, Director of the company:

To consider and if though fit to pass with or without modification of following resolution as Special resolution :

RESOLVED THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, if any, of companies act, 2013 (including any statutory modification or re enactment thereof, applicable clauses of the Article of association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and recommendation by Nomination and Remuneration Committee and audit committee, subject to approvals, conditions and modification, as may be prescribed or imposed by any authorities, including central government, if required, the consent of Members of the Company be and is hereby accorded for increase in the remuneration of Mrs. Bela Gandhi (DIN: 03126913), Director of the company from Rs. 9 Lakhs per annum to an amount not exceeding the monetary ceiling of Rs. 18 Lakhs per annum for a period of 3 years with effect from 1st April, 2018 to 31st March, 2021 including all perquisites and all other benefits as specified in part II, part III of Schedule V of the Companies Act, 2013 as given in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT any one of the directors of the company be and is hereby jointly authorized to do all such acts, deeds and things, to execute all such documents, instruments writing as may be required to give effect to this resolution."

**For and on behalf of the Board
For Vadilal Dairy International Limited**

Sd/-

**Shailesh R. Gandhi
Managing Director
DIN: 01963172**

Place: Boisar

Date: 14th August, 2018

Registered Office:

Plot no. M-13, MIDC Ind. Area,
Tarapur, Boisar, Maharashtra
Thane: 401506.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregating not more than 10% of total share of the Company.
2. Corporate members intending to send their authorized representative to attend the meeting in pursuance to Section 113 of Companies Act, 2013 are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at company's registered office not less than 48 hours before the commencement of the meeting (on or before 25th September 2018, 12.00 Noon. IST). A proxy form is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of Companies, Act 2013 will be available for inspection by the members at the AGM.
6. The Register of contracts or Arrangements, in which the directors are interested, maintained under Section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 22nd September, 2018 to Thursday 27th September, 2018 (both days including) for the purpose of Annual General Meeting , pursuant to the provisions of section 91 of the Companies Act, 2013.



8. (a) Members are requested to notify changes of address, if any, with PIN CODE number and quote reference of their Folio Number/s.
(b) In case your mailing address mentioned on this Annual Report is without the PIN CODE then you are requested to inform your PIN CODE immediately.
9. Members are requested to quote Folio Numbers in all correspondences.
10. Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except holidays between 10.00 a.m. to 12.00 noon up to the date of Annual General Meeting.
11. In case you intend to raise any query in the forthcoming Annual General Meeting you are requested to please forward the same at least 7 days before the date of the meeting to the Registered Office, so that the same may be attended to your entire satisfaction.
12. Members are requested to bring their attendance slip along with copy of Annual Report to the Meeting.
13. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company i.e. Sharex Dynamic (India) Private Limited.
14. Information & other instructions relating to E-Voting:
 - i) In Compliance with the provisions of Section 108 of the Act and the Rules framed there under and regulation relating to SEBI (Listing services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Forms are given at the back of the said Form and instructions for e-voting are given herein below. Resolution(s) passed by the Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
 - ii) The Board of Directors has appointed Mr. Suhas S. Ganpule, Practicing Company Secretary, (Membership No. ACS 12122), as the Scrutinizer to scrutinize the voting by remote e-voting process (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting) and the Ballot Form received from the Members in a fair and transparent manner.
 - iii) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 - iv) Completed Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on Wednesday, September 26th 2018. Ballot Forms received after this date will be considered as invalid.
 - v) In case a Member is desirous of obtaining a duplicate Ballot Form or having any query/grievance pertaining to the Ballot process can write to the Company at its registered office Plot No. M-13, MIDC Ind. Area, Tarapur, Boisar - 401506 or to the email ID uday.csvadilal@gmail.com, vadilal.dairy1987@gmail.com. Duly completed and signed duplicate Ballot Form should, however, reach the Scrutinizer not later than the close of working hours on 5.00 PM, 26th September, 2018. Ballot Forms received after this date will be treated as invalid.

The instructions for voting electronically are as under:

- (i) The voting period begins on Monday , 24th September, 2018 at 9.00 A.M. and ends on Wednesday, 26th September, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.



- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed in the attendance slip in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000001 in the PAN field.
DOB Dividend Bank Details	<p>Enter the Divided Bank Details or Date of Birth (In dd/mm/yy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Divided Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Vadilal Dairy International Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m- Voting app can be downloaded from Google Play store. Iphone and Windows phone users can download the app from the App Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

1. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. Mr. Suhas Ganpule, a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
4. The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vadilaldairy.com and on the website of CDSL within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
5. The members are requested to:
 - i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

**For and on behalf of the Board
For Vadilal Dairy International Limited**

Sd/-

**Shailesh R. Gandhi
Managing Director**

DIN: 01963172

Place: Boisar

Date: 14th August, 2018

Registered Office:

Plot no. M-13, MIDC Ind. Area,
Tarapur, Boisar, Maharashtra
Thane: 401506


PROFILE OF DIRECTOR BEING APPOINTED /RE-APPOINTED AT THE ANNUAL GENERAL MEETING

As required by regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the particulars of director who is proposed to be re-appointed is given below.

Name of Director	Mr. Shailesh Ramchandra Gandhi
Date of birth	08th November 1956
Date of appointment	24/04/1997
Qualification	Diploma in Dairy technology
Expertise in specific functional areas	40 Years of experience of Dairy and Ice-cream industry
Directorship held in other private or public Companies	1. Bela Investment and Finance Company Private Limited 2. Rahil Dairy Industries Private Limited
Membership/Chairmanship of committees of other public companies (includes only Audit committees and Stakeholders relationship Committee.)	NIL
Number of shares held in the Company	18,99,561 Equity Shares

Name of Director	Mr. Sandeep Patil
Date of birth	6th May, 1971
Date of appointment	03/01/2018
Qualification	Production Engineer
Expertise in specific functional areas	Production of Ice Cream
Directorship held in other private or public Companies	Nil
Membership/Chairmanship of committees of other public companies (includes only Audit committees and Stakeholders relationship Committee.)	Nil
Number of shares held in the Company	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM NO. 3**

Mr. Sandeep Patil was appointed by the Board of Directors as an Additional Director of the Company with effect from January 03, 2018, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company. In accordance with the provisions of Section 161 (1) of the Act, Mr. Sandeep Patil holds office up to the date of this Annual General Meeting. A notice has been received from a member proposing the candidature of Mr. Sandeep Patil for the office of Director of the Company.

The Company has received from Mr. Sandeep Patil (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and based on recommendation by the Nomination and remuneration committee, be appointed as Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Sandeep Patil as Director of the Company pursuant to provisions of the Act and the Rules made thereunder.

None of the directors, key managerial personnel or their relatives, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no.4 for the approval of the members..

ITEM No 4,5 and 6:

The member may note that based on the recommendations by the Nomination and Remuneration committee and Board of Directors of the company at their meeting held on 9th July, 2018 approved to increase remuneration of Shri Shailesh Gandhi, Managing Director, Shri Rahil Gandhi, Whole Time Director and Mrs. Bela Gandhi, Director of the company under the provisions of section 196,197, 198 read with Schedule V of Companies Act, 2013.

They are currently drawing remuneration of Rs. 51 Lakhs, 18 Lakhs and 9 Lakhs respectively. Since the company has inadequate Profit, as defined in Section 198 of the Companies Act, 2013 the above proposal requires approval of shareholders of the company. Hence the proposal is laid before the shareholders for their approval through special resolution for period of 3 years w.e.f 1st April, 2018 to 31st March, 2021.

The Increase in Remuneration of Shri. Shailesh Gandhi, Shri. Rahil Gandhi and Shimati. Bela Gandhi is as follows:

a) Salary & Perquisites to Shri. Shailesh Gandhi:

- 1 Basic Salary: Salary upto Rs.102.00 Lakhs- Annually.
2. Perquisites: The above salary includes perquisites and does not exceed the overall ceiling prescribed under Schedule V.

Other Terms and Conditions:

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the provisions of the Companies Act, 2013.

None of the Directors except Shri. Shailesh Gandhi, Shri. Rahil Gandhi and Mrs. Bela Gandhi are concerned or interested in the proposed resolution.

b) Salary & Perquisites to Shri. Rahil Gandhi:

- 1 Basic Salary: Salary upto Rs.36 Lakhs- Annually.
2. Perquisites: The above salary includes perquisites and does not exceed the overall ceiling prescribed under Schedule V.

Other Terms and Conditions:

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the provisions of the Companies Act, 2013.



None of the Directors except Shri. Shailesh Gandhi, Shri. Rahil Gandhi and Mrs. Bela Gandhi are concerned or interested in the proposed resolution

c) Salary & Perquisites to Mrs. Bela Gandhi:

- 1 Basic Salary: Salary upto Rs.18 Lakhs- Annually.
2. Perquisites: The above salary includes perquisites and does not exceed the overall ceiling prescribed under Schedule V.

Other Terms and Conditions:

The terms and conditions of appointment of Executive Directors may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the provisions of the Companies Act, 2013.

None of the Directors except Shri. Shailesh Gandhi, Shri. Rahil Gandhi and Mrs. Bela Gandhi are concerned or interested in the proposed resolution

Guideline and Instruction for holding Securities in Dematerialized form

The Circular dated on December, 2017 of SEBI(LODR) regulation, 2015 to all stock exchange and Depository to hold securities in dematerialized form, the shareholding of the Promoters and promoters group, public shareholder non-public non-promoters must be accompanied with PAN number.

Further, every shareholder whose shares are held in physical mode shall have to transfer his/her securities in demat form and the Board hereby requests to every shareholder to update his/her PAN and Email id with RTA of the Company i.e. Sharex Dynamic (India) Private Limited, for any further query E-mail to vadilal.dairy1987@gmail.com or sharexindia@vsnl.com, transfer his/ her shares in demat mode at the earliest.

**DIRECTORS' REPORT****To****The Members,****Vadilal Dairy International Limited**

Your Directors are pleased to present the Thirty First Annual Report on the business and operations of Vadilal Dairy International Limited ('the Company') along with the audited financial statement for the year ended March 31, 2018.

1. FINANCIAL HIGHLIGHTS:

(Rs. In Lacs)

PARTICULARS	2017-2018	2016-2017
Profit Before Depreciation and Financial Charges	673.96	655.50
Less: Depreciation and amortization	178.55	153.68
Financial cost	93.09	94.50
Profit before Exceptional Items and Tax	402.32	407.32
Exceptional Items	--	--
Profit Before Tax	402.32	407.32
Provision for Deferred Tax (Asset)	(8.34)	2.38
Current Tax	128.00	110.00
Profit After Tax	282.66	294.93
Add: Balance brought forward	898.06	523.62
Add: Provision for MAT credit entitlement	-	66.91
Add: Other Comprehensive Income	8.35	12.60
Amount available for Appropriation	1189.07	898.06
Appropriations:		
- Dividend	--	---
- Corporate Dividend Tax	--	--
- Transferred to General Reserve	--	--
Surplus carried to Balance Sheet	1189.07	898.06

STATE OF COMPANY'S AFFAIRS:

The Company has earned revenue from the operations of Rs. 4355.65 lakhs during the year ended on 31st March, 2018 as against Rs. 4583.19 lakhs earned during the previous year ended on 31st March, 2017.

The Company reported Profit of Rs. 282.66 lakhs during the year ended on 31st March, 2018 as compared to Rs. 294.93 lakhs earned during the previous year ended on 31st March, 2017.

The Company's EPS is Rs. 8.85 compared to Rs. 9.23 of the previous year.

BUSINESS OUTLOOK:

The Company's primary target is to improve its performance by achieving substantial double digit growth rate in the next financial year 2018-19. In order to achieve the said target the Company plans to improve supply chain, appoint dynamic marketing team and to deploy quality control teams responsible for enhanced compliance with product and guidelines set down by related regulatory agency.

DIVIDEND:

In order to conserve the resources and for further growth, the Company does not propose to pay any dividend for the Financial Year ended 31st March, 2018.