Vadilal®©

THE BEST PART OF EVERYDAY

Annual Report 2017-18

VADILAL ENTERPRISES LTD.

PURE MILK
PURE ICE CREAM

Creative Visualisation.

BOARD OF DIRECTORS
Non-executive & Non-Independent Directors
Rajesh R. Gandhi Chairman
Devanshu L. Gandhi
Mamta R. Gandhi

Independent Directors
Jayantilal M. Shah
Jignesh J. Shah
Ashish H. Modi
Preet P. Shah

CHIEF EXECUTIVE OFFICER
Vishal Surti

COMPANY SECRETARY
Darshan Shah

CHIEF FINANCIAL OFFICER
Rajesh Bhagat

AUDITORS
M/s. Deloitte Haskins & Sells LLP
Chartered Accountants

BANKER
Bank of India

REGISTERED OFFICE
Colonnade Building, 10th Floor,
Opp. Iscon Temple BRTS Bus Stand,
Ambli-Bopal Road, Ahmedabad-380015
Phone : 079-30921200

REGISTRAR & SHARE TRANSFER AGENT
(For physical & demat)
MCS Share Transfer Agent Limited,
201, Shatdal Complex, 2nd Floor,
Opp. Bata Show Room, Ashram Road,
Ahmedabad – 380 009.
Phone : 079-26580461/62/63
Fax : 079-26581296

SHARE DEPARTMENT
Colonnade Building, 10th Floor,
Opp. Iscon Temple BRTS Bus Stand,
Ambli-Bopal Road, Ahmedabad-380015
Phone : 079-30921200

33rd ANNUAL GENERAL MEETING

Day : Monday

Date : 24th September, 2018

Time : 2.00 p.m.

Venue : **HT Parekh Convention Center,**
1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat 380015

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CIN No. : L51100GJ1985PLC007995

E-mail for Investor Grievances : shareslogs@vadilalgroup.com

Web : www.vadilalgroup.com

Notes :

1. **Important Communication to Members :** The Ministry of Corporate Affairs has, pursuant to its Green Initiative in the Corporate Governance, allowed paperless compliances by Companies. It has issued circulars allowing the Companies to service notice/documents including Annual Report by email to its members. Many of the Shareholders have registered their emails pursuant to the said initiative. We thank those shareholders for the same. Those Shareholders, who have not registered their email addresses so far, may, as a support to those initiative, register their email addresses, in respect of electronic holdings, with the Depository through their respective Depository Participant. Members who hold shares in physical mode are requested to register their email address with MCS Share Transfer Agent Limited, Share Transfer Agent of the Company.
2. Members are requested to send their all correspondence relating to Shares including transfer, transmission, change of address, issue of duplicate share certificates etc. to MCS Share Transfer Agent Limited, Registrar & Share Transfer Agent of the Company at 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 (Phone: 079 - 26580461/62/63) or at the Share Department of the Company situated at 10th Floor, Colonnade Building, Opp. Iscon Temple BRTS Bus Stand, Ambli-Bopal Road, Ahmedabad-380015,Phone : 079-30921200.
3. **The process and manner of e-voting is provided at the end of Annual General Meeting Notice.**

SHAREHOLDER INFORMATION

1. **Name of Company:**

   Vadilal Enterprises Limited

2. **Company CIN:**

   L51100GJ1985PLC007995

3. **Book-Closure:**

   Book-Closure from 15th September, 2018 to 24th September, 2018 (both days inclusive) for the purpose of payment of Dividend of Re. 0.80/- per share (@ 8%) for the year ended on 31st March, 2018 as recommended by the Board and if declared at the Meeting and to determine the members eligible for the said dividend.

4. **Stock Exchanges where the Shares are listed :**

   BSE LTD.

   Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001

   Phone: 91-22-2272 1234 / 1233

   The Annual Listing Fees up to the Financial Year 2018-2019 have been duly paid to the above Stock Exchange.

5. **Security Code :**

   Bombay Stock Exchange Ltd. - 519152

   ISIN Number - INE693D01018

6. **Dematerialisation of Shares :**

   The Company, consequent to introduction of Depository System (DS), entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and has established an electronic connectivity with both the Depositories. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL and CDSL. Annual custody/ issuer fee for the year 2018-19 has been paid by the Company to NSDL and CDSL

   In view of numerous advantages offered by DS, the members are requested to avail the facility of dematerialisation of the Company's shares on the Depository as aforesaid. If you wish to maintain your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL and CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates are canceled and after verification by the Company, an equivalent number of shares will be credited to your account with the DP in the electronic form. You are also permitted under the DS to reconvert your electronic shareholding into the physical form of share certificates by a process of Rematerialisation. It may be noted that the DP would charge the investors for its services, which may vary from one DP to another.

   Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 transfer of shares from 5th December, 2018 shall be in dematerialized form. Therefore we are requesting you to kindly dematerialize your shares by opening an account with a Depository Participant (DP).

   It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company.

7. **Registrar & Share Transfer Agent:**

   The Company has entrusted the work of Dematerialisation/Rematerialisation of shares to an outside Registrar, viz. MCS Share Transfer Agent Limited, Ahmedabad. As per SEBI Circular No. D&CC/FITTC/CIR-15/ 2002, dated 27-12-2002, the Company has assigned all the work related to Share Registry in terms of both physical and electronic to MCS Share Transfer Agent Limited, Ahmedabad. Hence, all Shareholders are requested to send/deliver the documents/correspondence including complaints relating to the Company's share transfer/demat/remat activity at:

   MCS Share Transfer Agent Limited
   201, Shatdal Complex,
   2nd Floor, Opp. Bata Show Room,
   Ashram Road, Ahmedabad - 380009.
   Phone : 079-26580461/62/63
   Fax : 079-26581296
   Email: mcsahmd@gmail.com / mcsstaahmd@gmail.com

8. Fixed Deposit Department:

Fixed Deposit Department of the Company is operated at the following address:
10th Floor Colonnade Building,
Opp. Iscon Temple BRTS Bus Stand,
Ambli-Bopal Road,
Ahmedabad-380015
Phone: 079-30921200

9. Share Transfer System :

Presently, share transfers which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Share Transfer Committee of the Board meets at regular intervals to approve transfers, issue of duplicate certificates, consolidation and splitting of shares etc.

As required under Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirement), 2015, a certificate is obtained every six months from a Practicing Company Secretary, with regard to, inter alia, effecting transfer, transmission and consolidation within one month of their lodgment. The certificates are forwarded to BSE, where the equity shares are listed.

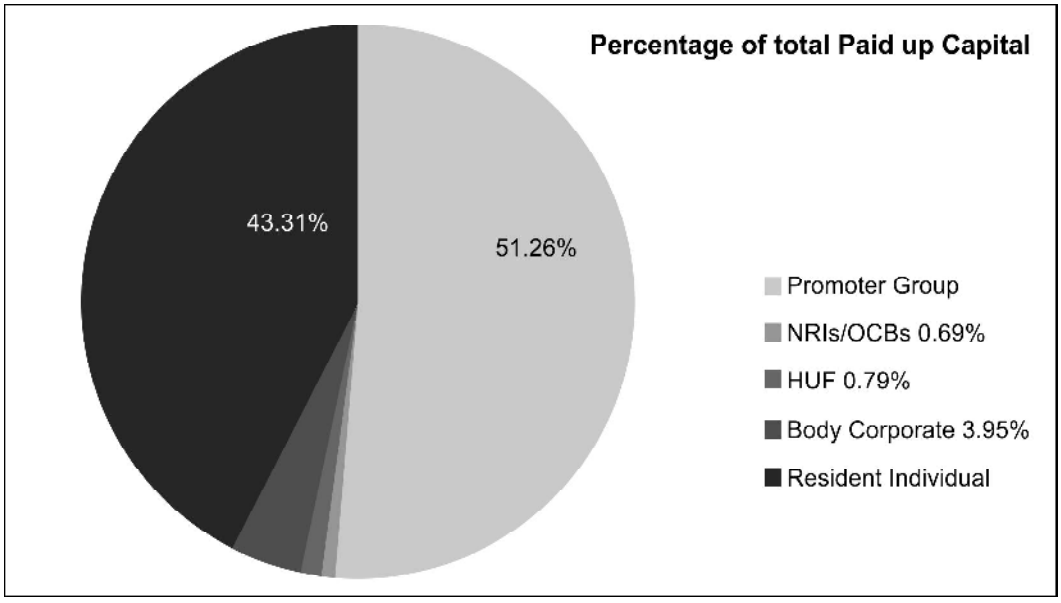
In terms of SEBI's circular dated 31st December, 2002, a Secretarial Audit is conducted on a quarterly basis by Practicing Company Secretary for the purpose of reconciliation of the total Admitted Equity Share Capital with the Depositories and in the physical form with the total issued public paid-up Equity Capital of the Company. Certificates issued in this regard are forwarded to BSE, where the Equity Shares are listed.

10. Distribution of Shareholding as on 31st March, 2018:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of total Shares
Up to 500	1391	93.60	146403	16.97
501 to 1000	31	2.08	24016	2.79
1001 to 2000	12	0.80	17516	2.03
2001 to 3000	10	0.67	23498	2.72
3001 to 4000	5	0.33	16463	1.91
4001 to 5000	9	0.60	41793	4.84
5001 to 10000	11	0.74	84065	9.75
10001 to 50000	14	0.94	267589	31.01
50001 & above	3	0.20	241325	27.98
Total	**1486**	**100.00**	**862668**	**100.00**

11. Categories of Shareholders as on 31st March, 2018:

Sr. No.	Category of Shareholders	No. of Equity Shares held	Percentage of total paid-up capital
A : Promoters and Promoters' Group :			
1	Directors	208698	24.19
2	Directors' relatives	102788	11.92
3	Group Companies	105407	12.22
4	HUFs	25284	2.93
	Total (A) :	**442177**	**51.26**
B : Public :			
1	Bodies Corporate	34009	3.95
2	NRI	6035	0.69
3	HUF	6818	0.79
4	Residential Individual	373629	43.31
	Total (B) :	**420491**	**48.74**
	Total	**862668**	**100.00**



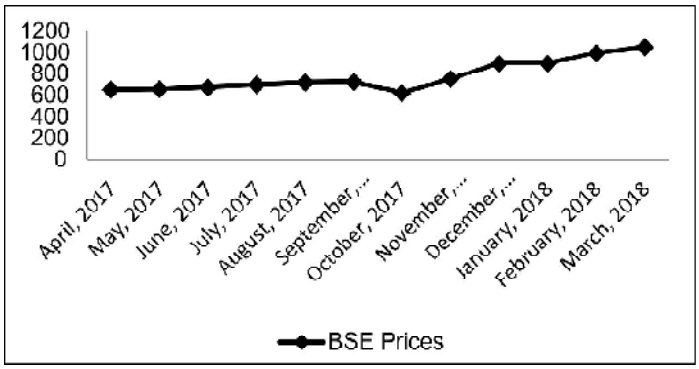
12. Share price performance in comparison to BSE Sensex based on data available on Stock exchange website:

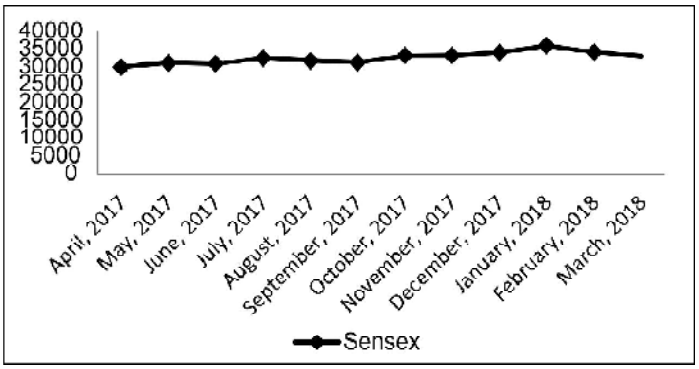
The monthly high, low and closing prices of the shares of the Company, during the financial year under review and performance of the same in comparison to BSE Sensex are given below:

	PRICE OF SHARE ON BSE			SENSEX		
Month	**High**	**Low**	**Close**	**High**	**Low**	**Close**
April, 2017	740	617.5	654	30184.22	29241.48	29918.4
May, 2017	710	638	658.4	31255.28	29804.12	31145.8
June, 2017	712	611	676.35	31522.87	30680.66	30921.61
July, 2017	709.5	620	700	32672.66	31017.11	32514.94
August, 2017	769	651	720	32686.48	31128.02	31730.49
September, 2017	756	654	724	32524.11	31081.83	31283.72
October, 2017	750	608	625	33340.17	31440.48	33213.13
November, 2017	798.5	595	755	33865.95	32683.59	33149.35
December, 2017	915	738	900	34137.97	32565.16	34056.83
January, 2018	962	855	899.7	36443.98	33703.37	35965.02
February, 2018	1025.5	772	995.95	36256.83	33482.81	34184.04
March, 2018	1101.55	910	1050	34278.63	32483.84	32968.68

- All the rates are in ₹

Price Chart





13. Consolidation of Folios:

Some of the members might have more than one folio in their individual name or jointly with other person(s) mentioned in the same order. It is desirable to consolidate all similar holdings under one folio. Consolidation helps the members to monitor their holdings effectively. By doing so, it would also enable the Company to avoid unnecessary duplication of effort and related costs. Please write to the Company at the address of Share Dept. given bellow, requesting in writing, quoting the folio numbers that need to be consolidated and send the relevant Share Certificates.

14. Nomination facility:

Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 the facility of nomination in the Shares of a Company is available. Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed **Form SH-13** at the Share Department of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name.

The Nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the Shares shall vest in the event of the death of the Shareholders. A minor can be a nominee provided the name of the guardian is given in the Nomination Form.

The facility of the nomination is not available to non-individual Shareholders such as Societies, Trusts, Bodies Corporate, Partnership Firms, Kartas of HUF and holders of Powers of Attorney.

In case of any assistance, please contact share department at the address mentioned bellow.

Share Department:
10th Floor Colonnade Building,
Opp. Iscon Temple BRTS Bus Stand,
Ambli-Bopal Road,
Ahmedabad-380015
Phone: 079-30921200
Email: shareslogs@vadilalgroup.com

15. Shareholders holding shares in Physical mode:

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 shareholders who are maintaining their shares in physical mode and whose ledger folios do not have/have incomplete details with respect to PAN and Bank particulars are mandatorily required to furnish bellow mentioned details to the Issuer Company/RTA for registration in their folio. Shareholders are hence requested to submit the following documents within 21 days of receipt of this communication to MCS Share Transfer Agent Limited 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009.

- **Self-attested copy of PAN Card of all the holders.**
- **Cancelled personalised cheque leaf (In absence of personalised cheque, self-attested copy of first page of pass book)**
- **Address proof (self-attested copy of Aadhaar-card)**

16. Means of Communication

Quarterly results: The Company's quarterly / half-yearly / annual financial results are uploaded on the Stock Exchange website and published in 'Indian Express', 'Financial Express'. Simultaneously, they are also put on the Company's website and can be accessed at www.vadilalgroup.com.

BSE Corporate Compliance & Listing Centre ("Listing Centre"): BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, statement of investor complaints, among others are also filed electronically on the Listing Centre and it is available for all the general public for viewing.

NOTICE

NOTICE is hereby given that the **33rd ANNUAL GENERAL MEETING** of the members of **VADILAL ENTERPRISES LIMITED** will be held on **Monday, 24th September, 2018 at 2.00 p.m. at HT Parekh Convention Center**, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat 380015**,** to transact the following business :

ORDINARY BUSINESS:

1) To receive, consider and adopt the audited financial statement of the Company including statement of Profit & Loss for the year ended March 31, 2018, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon and in this regard, pass following resolution as **Ordinary resolution**:

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2) To declare dividend on Equity Shares for the financial year ended on March 31, 2018 and in this regard, pass following resolution as **Ordinary resolution**:

   "RESOLVED THAT a dividend at the rate of ₹ 0.80 (Eighty Paise only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."

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 in this regard, pass following resolution as **Ordinary resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devanshu L. Gandhi (DIN: 00010146), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAJESH R. GANDHI
Chairman & Director
DIN : 00009879

Registered Office :
10th Floor, Colonnade Building,
Opp. Iscon Temple BRTS Bus Stop,
Bopal-Ambli Road, Bopal,
Ahmedabad.
CIN : L51100GJ1985PLC007995
Email : sharelogs@vadilalgroup.com
Website : www.vadilalgroup.com
Phone : 079 30921200
Date : 11th August, 2018.

NOTES :

1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 is not annexed to the notice as there is no special business to be transacted at the meeting.

2) The Requirement to place the matter relating to appointment of Auditors for ratification by the members at every annual general meeting is done away with vide notification dated May 7, 2018 issued by ministry of corporate affairs. Accordingly no resolution is proposed for ratification of appointment of auditors who were appointed in annual general meeting held on 29th September, 2017

3) **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office/ Share Department of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6) (a) The Company has notified closure of Register of Members and Share Transfer Books from **15th September, 2018 to 24th September, 2018 (both days inclusive)** for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

   (b) Dividend of 0.80 per share (@ 8.00%) on Equity Shares for the year ended on 31st March, 2018 as recommended by the Board, if declared at the meeting, will be paid without deduction of tax at source :

   # to those members, whose names appear on the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company/Share Transfer Agent on or before **14th September, 2018** or

   # in respect of shares held in electronic form, to those "Beneficial Owners" whose names appear in the Statement of Beneficial Ownership furnished by NSDL and CDSL as at the end of business hours on **14th September, 2018**.

7) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

8) **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically**

9) The amount of dividend for the financial year ended on 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016 and 31st March, 2017 remaining unpaid or unclaimed for a period of 7 years is due for transfer to the Investor Education and Protection Fund on 1st November, 2018, 3rd November, 2019, 26th October, 2020, 29th October, 2021, 1st November, 2022, 1st November, 2023 and 6th November, 2024 respectively.

   Members, who have so far not encashed their dividend warrants for the said financial years, are requested to approach the Company for revalidation or duplicate dividend warrants. Thereafter, no claims shall lie against the said Fund or the Company for the amount of dividend so transferred nor shall any payment be made in respect of such claims.

10) Members, who hold shares in dematerialised form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

11) Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Share Transfer Agent, in respect of their physical share folios, if any. In case of mailing address mentioned on this Annual Report is without PINCODE, members are requested to kindly inform their PINCODE immediately.

12) Relevant documents referred to in the accompanying Notice are open for inspection for the members at the Share Department of the Company on all working days, except Saturdays, during normal business hours, upto the date of this Annual General Meeting.

13) Members are requested to bring their copy of Annual Report to the meeting, as the copies of Annual Report will not be distributed at the meeting.

14) Members seeking any further information about the Accounts and/or Operations of the Company are requested to send their queries to the Company at its **registered office**, at least 10 days before the date of the meeting.

15) Attendance Slip, Proxy form and route map of the venue of the meeting are provided at the end of the annual report.

16) Mr. Devanshu L. Gandhi (DIN: 0010146), Director of the Company, shall retire by rotation and being eligible, offer himself for re-appointment.

   As required under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 given below are the details of the above Directors to be re-appointed/appointed as Directors of the Company :-

   Mr. Devanshu R. Gandhi

   Mr. Devanshu L. Gandhi aged 51years has been associated with the Company since its inception. He is Bachelor of Science degree holder and also have experience on hands for Ice-cream and Processed Food business. He looks after day-to-day affairs of the Company pertaining to the hereby-mentioned areas: Domestic Sales and Marketing of Ice-cream Division, Government Subsidies of Ice-cream plants and Revenue Expenses of Refrigeration Service Division. He is on the Board of following other Companies.

   Mr. Devanshu L. Gandhi is a Member of the Audit Committee and the Stakeholders' Relationship Committee of the Company. He is also a Member of the following committees of other Companies. Mr. Devanshu L. Gandhi holds 109145 shares in Vadilal Enterprises Limited in his individual capacity.

Mr. Devanshu L. Gandhi is non executive & non independent director of the company and he is drawing only sitting fees for the Board and Committee meeting he attends in the Company.

Directorship:	**Member of the Board Committees:**
➢ Vadilal Industries Limited	**Audit Committee :**
➢ Vadilal International Private Limited	➢ Vadilal Industries Limited
➢ Vadilal Chemicals Limited	➢ Vadilal Enterprises Limited
➢ Vadilal Gases Limited	➢ Vadilal Chemicals Limited
➢ Vale Properties Private Limited	**Stakeholders' Relationship Committee:**
➢ Byad Packaging Industries Private Limited	➢ Vadilal Industries Limited
➢ Esveegee Wires and Metals Private Limited	➢ Vadilal Enterprises Limited
➢ Numen Technologies Private Limited	➢ Vadilal Chemicals Limited

Mr. Devanshu L. Gandhi is not related to any Director of the Company.

Voting through electronic means:

The Company is pleased to offer remote e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement), 2015. Accordingly, a member may exercise his vote through e-voting services provided by Central Depository Services (India) Limited (CDSL)

The process and manner of e-voting is provided and enclosed alongwith this Notice.

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAJESH R. GANDHI
Chairman & Director
DIN : 00009879

Registered Office :
10th Floor, Colonnade Building,
Opp. Iscon Temple BRTS Bus Stop,
Bopal-Ambli Road, Bopal,
Ahmedabad.
CIN : L51100GJ1985PLC007995
Email : sharelogs@vadilalgroup.com
Website : www.vadilalgroup.com
Phone : 079 30921200
Date : 11th August, 2018.

Process and manner for availing remote e-voting facility

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement), 2015. Accordingly, a member may exercise his vote through e-voting service provided by Central Depository Services (India) Limited (CDSL) and the Company may pass any resolution by electronic voting system in accordance with the above provision.

1. The Process and manner of remote e-voting is being sent to all members whose e-mail ids are registered with the Company/ Depository Participants/Share Transfer Agents for communication purpose through electronic mode.
2. The members who have casted there vote by remote e-voting may also attend meeting but shall not entitled to cast their vote again.
3. The Board of Director has appointed **Mr. Manoj Hurkat**, of M/s. Manoj Hurkat & Associates a Practicing Company Secretary, Ahemdabad as Scrutinizer to scrutinize the poll and remote e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members/ beneficial owner (in case of electronic shareholding) as on cutoff date i.e. **17th September, 2018**