

Date: 04-08-2023

To,
BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: - Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)
Script Code: 539132.

Sub: Outcome of Board Meeting held on Friday, 04th August, 2023 under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

The Board of Directors of the Company in its meeting held on **Friday, 04th August, 2023** has considered and decided the following matters:

- 1) To Convert and allot **1,96,00,000** Equity shares of the face value of Rs. 1/- each at price of Rs. 5/- each (including premium of Rs. 4/- each) on conversion of convertible equity warrants issued by the Company on preferential basis to the Promoters and Promoter group and Strategic Investors not forming part of the Promoter group of the Company in terms of SEBI (ICDR) Regulations, 2018 as amended.

Upon allotment of these equity shares, the paid-up equity shares capital of the Company has increased from Rs. 21,25,40,000 comprising of 21,25,40,000 equity shares of the face value of Re. 1/- each to Rs. 23,21,40,000 comprising of 23,21,40,000 equity shares of the face value of Re. 1/- each.

The details as required pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed hereto and marked as **"Annexure A"**.

- 2) Approved to increase the Borrowing limits of the Board of Directors of the Company under Section 180 of The Companies Act, 2013.
- 3) Approved the authorization to make loan(s) and give guarantee(s) and provide security(ies) or make investment under Section 186 of The Companies Act, 2013.
- 4) Approved the authorization to advance any loan or give any guarantee or provide any security under Section 185 of The Companies Act, 2013.



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- 5) The 69th Annual General Meeting of the Company shall be conducted through Video conferencing (“VC”) and other Audio Visual Means and will be held on **Tuesday, 05th September, 2023 at 03:00 P.M.**

The remote e-voting period commences on **02nd September, 2023 (9:00 A.M)** and ends on **04th September, 2023 (05:00 P.M.)**

- 6) The Board has approved the Notice of 69th Annual General Meeting, Directors Report (Board Report), Management Discussion and Analysis Report (MDAR) and other related documents forming the part of Annual Report.
- 7) Considered and approved that the Register of Members and Share Transfer Books of the Company shall remain close from **29th August, 2023 to 05th September, 2023** (both days inclusive) for the purpose of Annual general Meeting.
- 8) The Board has appointed Mrs. Pooja Amit Gala (Practicing Company Secretary) to act as the scrutinizer for conducting the Voting process for Annual General Meeting for Financial year 2022-2023.

The meeting of the Board of Directors commenced at 03:00 P.M. and concluded at 04:10 P.M.

Kindly take a note of the same.

Thanking you,

**For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

Bhoomi Talati
Company Secretary & Compliance Officer

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083, West Bengal

Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara-391243

Email ID: compliance@wardwizardfoods.com | **Website:** www.wardwizardfoods.com | **Compliance No:** +91 6355426350

Annexure A

Disclosure under Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Details
a)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity share pursuant to conversion of convertible warrants
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential issue
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	1,96,00,000 equity shares having face value of Rs. 1/- each at a price of Rs. 5/- (including premium of Rs. 4/- each) on receipt of balance amount at the rate of Rs. 3.75/- per equity shares (75% of total consideration)
d)	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	



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i.	Names of the investors;	Name of Allottees:					
		Sr. No.	Name of Allottees	Category	No. of Shares		
		1	Sheetal Mandar Bhalerao	Promoter	30,00,000		
		2	Yatin Sanjay Gupte	Promoter	50,00,000		
		3	Wardwizard Solutions India Private Limited	Promoter	30,00,000		
		4	Shikesh Ventures Private Limited (Formerly known as Shikesh Trading Private Limited)	Non-promoter	35,00,000		
		5	Santoshkumar Kamleshchandra Pandey	Non-promoter	26,00,000		
		6	Alka Santoshkumar Pandey	Non-promoter	15,00,000		
		7	Tushar Santoshkumar Pandey	Non-promoter	10,00,000		
ii.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;						
		outcome of the subscription:					
		Name		Pre Issue Shareholding		Post Issue Shareholding	
				Shares	%	Shares	%
		Sheetal Mandar Bhalerao		2,74,76,053	12.93	3,04,76,053	13.13
		Yatin Sanjay Gupte		4,89,52,106	23.03	5,39,52,106	23.24
		Wardwizard Solutions India Private Limited		3,14,76,053	14.81	3,44,76,053	14.85
		Shikesh Ventures Private Limited (Formerly known as Shikesh Trading Private Limited)		5,00,000	0.24	40,00,000	1.72
		Santoshkumar Kamleshchandra Pandey		4,00,000	1.19	30,00,000	1.29
		Alka Santoshkumar Pandey		5,02,000	0.24	20,02,000	0.86
		Tushar Santoshkumar Pandey		10,00,000	0.47	20,00,000	0.43

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	issue price / allotted price (in case of convertibles): Warrants had been allotted on 14 th September, 2022 carrying a right to subscribe on receipt of amount at the rate of Rs. 1.25/- per warrant (25% of total consideration). Now, 1,96,00,000 equity shares have been allotted on receipt of balance amount rate of Rs. 3.75/- per equity share (75% of total consideration).
	number of investors; 7 (Seven)
iii.	<p>In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;</p> <p>The warrant holders are, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the warrants in one and more tranches within a period of 18 months from the date of allotment of the warrant by issuing a written notice to the company specifying the number of warrants proposed to be exercise. The Company shall accordingly issue and allot the corresponding number of equity shares of face value of Rs. 1/- each to the warrants holders;</p> <p>An amount equivalent to 25% of the warrant issue price has been received at the time of subscription and allotment of each warrants and the balance 75% shall be payable by the warrants holder(s) on exercise of warrant(s);</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.</p>
e)	<p>Any cancellation or termination of proposal for issuance of securities including reasons thereof.</p> <p>Not Applicable</p>

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