

VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

E-mail: vpl1953@yahoo.com ; Website : www.vegetableindia.com

ANNEXURE TO THE NOTICE FOR THE 63RD ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 19TH DAY OF SEPTEMBER, 2017

Sr. No. :
Name & Registered Address
of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility :

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 63rd Annual General Meeting (AGM) to be held on **Tuesday, 19th day of September, 2017 at 10.00 a.m. at “Conference Hall” 11, Clive Row, 5th Floor, Kolkata - 700 001** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

(1) EVEN (E-Voting Event No.)	(2) USER ID.	(3) PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
16th September, 2017 at 9:00 A.M. (IST)	18th September, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in point **no.15** of the Notice before exercising your vote.

**By Order of the Board
For Vegetable Products Limited**

**Sd/-
Tanmoy Mondal
Managing Director
DIN : 06391885**

**Place : Kolkata
Date : 11.08.2017**

Encl : AGM Notice / Attendance Slip / Proxy Form / Ballot Form

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **63rd Annual General Meeting** of the Members of Vegetable Products Limited will be held at “**Conference Hall**”, **11, Clive Row, 5th Floor, Kolkata-700001 on Tuesday, 19th day of September, 2017 at 10.00 a.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offer himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Maroti & Associates, Chartered Accountant, (Firm Registration No. 322770E) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this 63rd Annual General Meeting till the conclusion of 68th Annual General Meeting of the Company to be held in respect of financial year 2022, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS :

4. To re-appointment of Mr. Arun Chakraborty (DIN: 00140430) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

"**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Arun Chakraborty (DIN: 00140430) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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5. To re-appointment of Mr. Sudarson Kayori (DIN: 00165816) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

"**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Sudarson Kayori (DIN: 00165816) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700 001 (W.B.)
CIN: L01122WB1953PLC021090
Dated the 11th Day of August, 2017

By Order of the Board
For Vegetable Products Limited

Tanmoy Mondal
Managing Director
DIN : 06391885

Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
 - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

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- e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorized by it.
 - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/available at the venue of the Meeting.
 - h) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at info@vegetableindia.com. The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
 5. The Register of Members and Share Transfer Books of the Company will remain closed from **13th September, 2017 to 19th September, 2017 (both days inclusive)**
 6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement, to the Notice and also in the section on Corporate Governance.
 7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
 8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
 9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** to facilitate better servicing.
 10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** for their doing the needful.
 11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, **M/s. ABS Consultant Private Limited** for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

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12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
- Transferees' PAN Cards for transfer of shares,
 - Legal heirs' PAN Cards for transmission of shares,
 - Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - Joint holders' PAN Cards for transposition of shares.
14. Members may also note that the Notice of the 63rd Annual General Meeting and the Annual Report 2016-2017 will also be available on the Company's website www.vegetableindia.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : info@vegetableindia.com.

15. VOTING THROUGH ELECTRONIC MEANS

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 63rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III.** The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV.** The remote e-voting period commences on **16th September, 2017 (9:00 am)** and ends on **18th September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:**
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

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- (i) Open email and open PDF file viz; “VPL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Vegetable Products Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cspdrao@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** 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).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2017.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or absconsultant@vsnl.net

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However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on <http://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.

- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII.** Mr. P Doleswar Rao, Company Secretary in Practice (Membership No. A38387 and CP No. 14385) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.vegetableindia.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the exchanges where the securities of company are Listed.

Registered Office:

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Dated the 11th Day of August, 2017

**By Order of the Board
For Vegetable Products Limited**

Tanmoy Mondal

Managing Director

DIN : 06391885

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 and 5 of the accompanying notice dated 11th day of August, 2017.

To Resolution No. 4 and 5

Mr. Arun Chakraborty (DIN:00140430) and Mr. Sudarson Kayori (DIN:00165816) are Independent Directors of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 60th Annual General Meeting held on September 11, 2014. As per the said resolutions, the term of appointment of these Independent Directors expire on September 30, 2017.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on May 26, 2017 approving appointment of Mr. Arun Chakraborty (DIN:00140430) and Mr. Sudarson Kayori (DIN:00165816) as Independent Directors for a second term of five years up to September 30, 2022, based on skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the shareholders at this 63rd Annual General Meeting by way of Special Resolutions.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Board of Directors recommend the resolutions at Item Nos. 4 and 5 for approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Mr. Arun Chakraborty (DIN: 00140430) and Mr. Sudarson Kayori (DIN: 00165816) to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

Mr. Arun Chakraborty (DIN: 00140430) and Mr. Sudarson Kayori (DIN: 00165816) are interested and concerned in the resolutions mentioned in Item No.4 and 5 of the Notice. Save & except, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item Nos. 4 and 5.

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Dated the 11th Day of August, 2017

**By Order of the Board
For Vegetable Products Limited**

Tanmoy Mondal

Managing Director

DIN : 06391885

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EXHIBIT TO NOTICE

Details of Directors proposed to be appointed/reappointed at this 63rd Annual General Meeting:

Name of the Director	Mr. Pradeep Kumar Daga			Mr. Arun Chakraborty			Mr. Sudarson Kayori		
DIN	00080515			00140430			00165816		
Date of Birth	November 22, 1966			February 3, 1964			October 12, 1969		
Date of Appointment	11/09/2014			01/12/2012			01/12/2012		
Qualifications	Graduate in Commerce			Higher Secondary			Graduate in Commerce		
Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 25 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.			Mr. Arun Chakraborty is an independent director of the Company. He has experience of more than 10 years in the field of commerce, finance, audit and taxation.			Mr. Sudarson Kayori is an independent director of the Company. He has experience of more than 10 years in the field of Finance. The Board has the advantage of his wide experience in the financial services field.		
Directorships held in other Indian Public Companies (other than Section 8 Companies)	Mangalam Industrial Finance Limited Cinerad Communications Limited. Responce Energy Limited. Responce Commodities Limited. Thirani Projects Limited. Daga International Limited. Responce Capital Limited Response Investments Limited.			Mangalam Industrial Finance Limited Thirani Projects Limited Cinerad Communications Limited			Mangalam Industrial Finance Limited Thirani Projects Limited Cinerad Communications Limited		
Memberships / Chairmanships of Committees in Company	Mangalam Industrial Finance Limited	Thirani Projects Limited	Cinerad Communications Limited	Mangalam Industrial Finance Limited	Thirani Projects Limited	Cinerad Communications Limited	Mangalam Industrial Finance Limited	Thirani Projects Limited	Cinerad Communications Limited
Chairman	-----	-----	-----	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	-----	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	-----	-----	-----
Member	Audit Committee and Stakeholders Relationship Committee	Nomination & Remuneration Committee	Audit Committee	-----	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	-----	Nomination & Remuneration Committee	-----	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Number of Equity Shares held in the Company	0			0			0		

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Form No. MGT-12

BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **Vegetable Products Limited**

Registered Office : **13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)**

CIN : **L01122WB1953PLC021090**

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2017 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for re-appointment of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022 in respect of financial year 2021-22 and fixing their remuneration.			
4.	Special Resolution for re-appointment of Mr. Arun Chakraborty (DIN: 00140430) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.			
5.	Special Resolution for re-appointment of Mr. Sudarson Kayori (DIN: 00165816) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.			

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

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E-mail: vpl1953@yahoo.com ; Website : www.vegetableindia.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF AGM VENUE

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the **63rd Annual General Meeting** of the Company to be held at "Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001 on Tuesday, 19th September, 2017 at 10.00 A.M.

Signature of the Member/Joint Member/Proxy attending the Meeting

-----Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.-----

VEGETABLE PRODUCTS LIMITED

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687 ; CIN: L01122WB1953PLC021090

E-mail: vpl1953@yahoo.com ; Website : www.vegetableindia.com

63rd Annual General Meeting on Tuesday, 19th day of September, 2017 at 10.00 A.M.

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	CIN: L01122WB1953PLC021090
Name of the Company	Vegetable Products Limited
Registered Office	Subol Dutt Building, 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (W.B)
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name: Address:
Email ID: Signature Or failing him/her
- (2) Name: Address:
Email ID: Signature Or failing him/her
- (3) Name: Address:
Email ID: Signature

VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

E-mail: vpl1953@yahoo.com ; Website : www.vegetableindia.com

-----Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.-----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **63rd Annual General Meeting** of the Company to be held at “**Conference Hall**” **11, Clive Row, 5th Floor, Kolkata-700001** on **Tuesday, 19th September, 2017**, at **10.00 A.M.** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2017 and the Report of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022 in respect of financial year 2021-22 and fixing their remuneration.		
4.	Special Resolution for re-appointment of Mr. Arun Chakraborty (DIN: 00140430) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.		
5.	Special Resolution for re-appointment of Mr. Sudarson Kayori (DIN: 00165816) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.		

Signed this.....day of....., 2017

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp of
Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.