

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 66TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30TH DAY OF SEPTEMBER, 2020

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 66th Annual General Meeting (AGM) to be held on **Wednesday, 30th day of September, 2020 at 10:45 a.m. at 9, Royd Street, Esplanade, Taltala, Kolkata-700016** 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
27 th September, 2020 at 9:00 A.M. (IST)	29 th September, 2020 at 5:00 P.M. (IST)

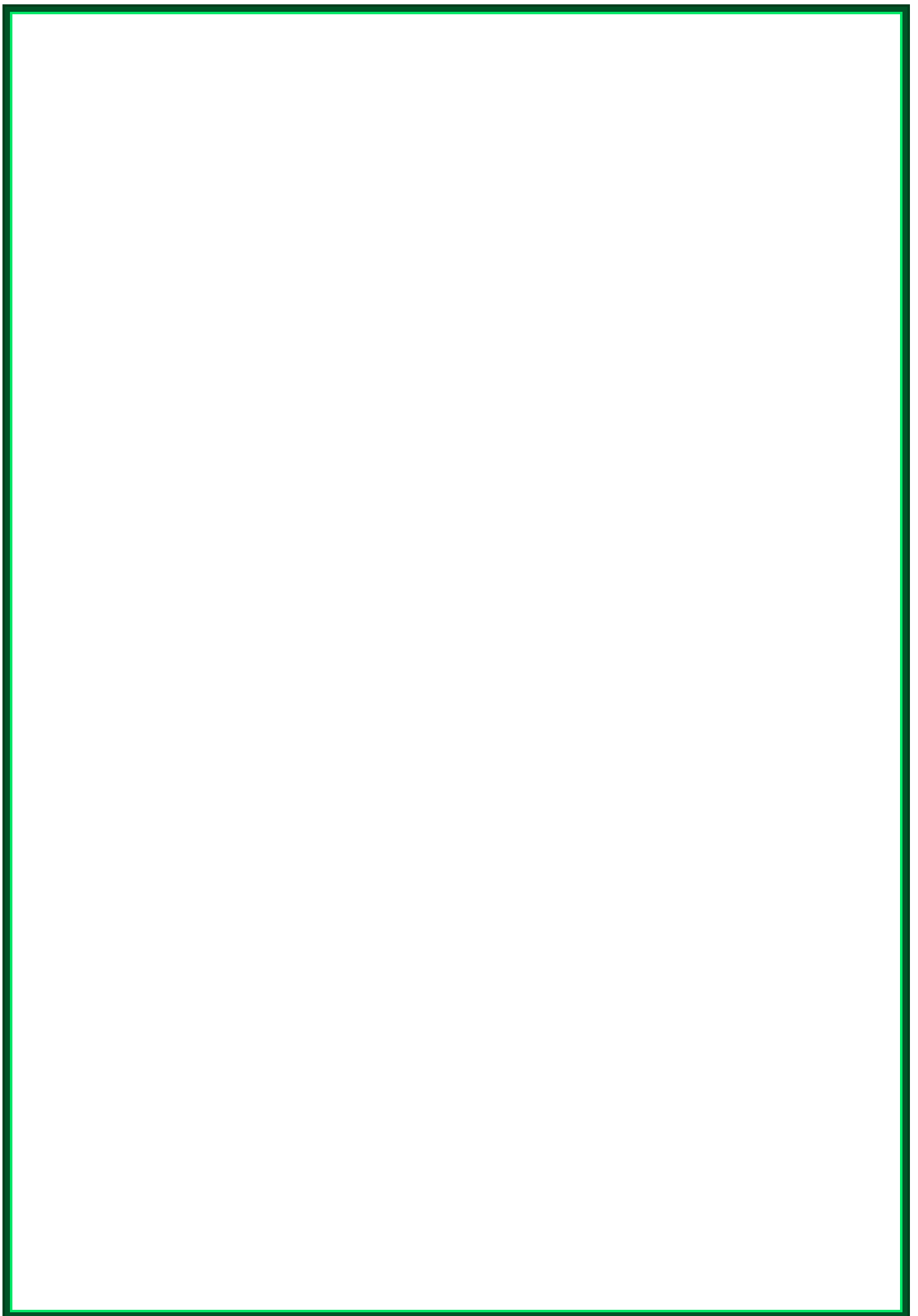
Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

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

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

**Place : Kolkata
Date : 29.08.2020**

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



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"Notice of 66th Annual General Meeting to the Shareholders "

Notice is hereby given that the **66th Annual General Meeting** of the Members of Vegetable Products Limited will be held at **9, Royd Street, Esplanade, Taltala, Kolkata-700016 on Wednesday, 30th day of September, 2020 at 10:45 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, 2020 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.

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** Mrs. Santosh Choradia (DIN: 08471379) who was appointed as an Additional Director (Non-executive, Non Independent Director) of the Company w.e.f. October 31, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

4. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED** that Mrs. Pritika Choraria (DIN: 08752495), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and for whom the Company has received a valid nomination from a member proposing her as director of the Company in terms of the provisions of Section 160 of the Act and who is eligible for appointment be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mrs. Pritika Choraria (DIN: 08752495), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years with effect from the date of this Meeting”.

5. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED that Mr. Nitesh Singh (DIN: 08751700), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and for whom the Company has received a valid nomination from a member proposing him as director of the Company in terms of the provisions of Section 160 of the Act and who is eligible for appointment be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Nitesh Singh (DIN: 08751700), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years with effect from the date of this Meeting”.

"**RESOLVED FURTHER THAT** that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and 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 29th Day of August, 2020

By Order of the Board
For Vegetable Products Limited

Sd/-
Tanmoy Mondal
Managing Director
DIN: 06391885

Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 is provided since there are Special Business set out in the Notice.
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.
 - 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 **24th September, 2020 to 30th September, 2020 (both days inclusive)**
 6. The brief profile of the Directors proposed to be appointed / re-appointed, is given 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.
 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:

- i) Transferees' PAN Cards for transfer of shares,
- ii) Legal heirs' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
- iv) Joint holders' PAN Cards for transposition of shares.

14. Members may also note that the Notice of the 66th Annual General Meeting and the Annual Report 2019-2020 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 66th 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 **27th September, 2020 (9:00 am)** and ends on **29th September, 2020 (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 **23rd September, 2020**, 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)] :**

- (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 pujab35@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 :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD / PIN</u>
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- (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 23rd September, 2020.
- 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. 23rd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or absconsultant99@gmail.com

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.** Mrs. Pooja Bansal, Company Secretary in Practice (Membership No. A50458 and CP No. 18524) 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:
Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700 001 (W.B.)
CIN: L01122WB1953PLC021090
Dated the 29th Day of August, 2020

By Order of the Board
For Vegetable Products Limited

Sd/-
Tanmoy Mondal
Managing Director
DIN: 06391885

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

Resolution No. 3

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mrs. Santosh Choradia (DIN: 08471379) as an Additional Non-Executive Director from October 31, 2019. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mrs. Santosh Choradia (DIN: 08471379) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mrs. Santosh Choradia (DIN: 08471379), being eligible has offered herself for appointment as a Director.

Brief profile of Mrs. Santosh Choradia

Mrs. Santosh Choradia has been appointed to serve on the Board of Cinerad Communications Limited as a Non-Executive Director. She is widely known for her expertise in General Management Consultancy, Organisational Control Systems, and Corporate Performance Management Solutions. She drives projects with a focus on leveraging leading practices by defining requirements and controlling scope. She is also adept in managing risks and change. She is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied facet of business strategic planning, she will be contributing significantly in the growth of the Company.

The other details of Mrs. Santosh Choradia in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution No. 3 of this Notice relating to her appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

Except, Mrs. Santosh Choradia, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or concerned in the Resolution No.3 of the Notice.

Your Board recommends the said resolution, as ordinary resolution, for your approval.

Resolution No. 4 & 5

The Board of Directors of the Company at its meeting held on 3rd June, 2020 on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 3rd June, 2020, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) shall hold office upto the date of this Annual General Meeting.

Declarations have been received from Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) that they meet the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of your Board, they fulfill the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making them eligible for their appointment as Independent Director and are independent of the management of the Company.

They do not hold any equity shares in the Company. They have no relationship with any other directors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 4 & 5 except Mrs. Pritika Choraria and Mr. Nitesh Singh being an appointee.

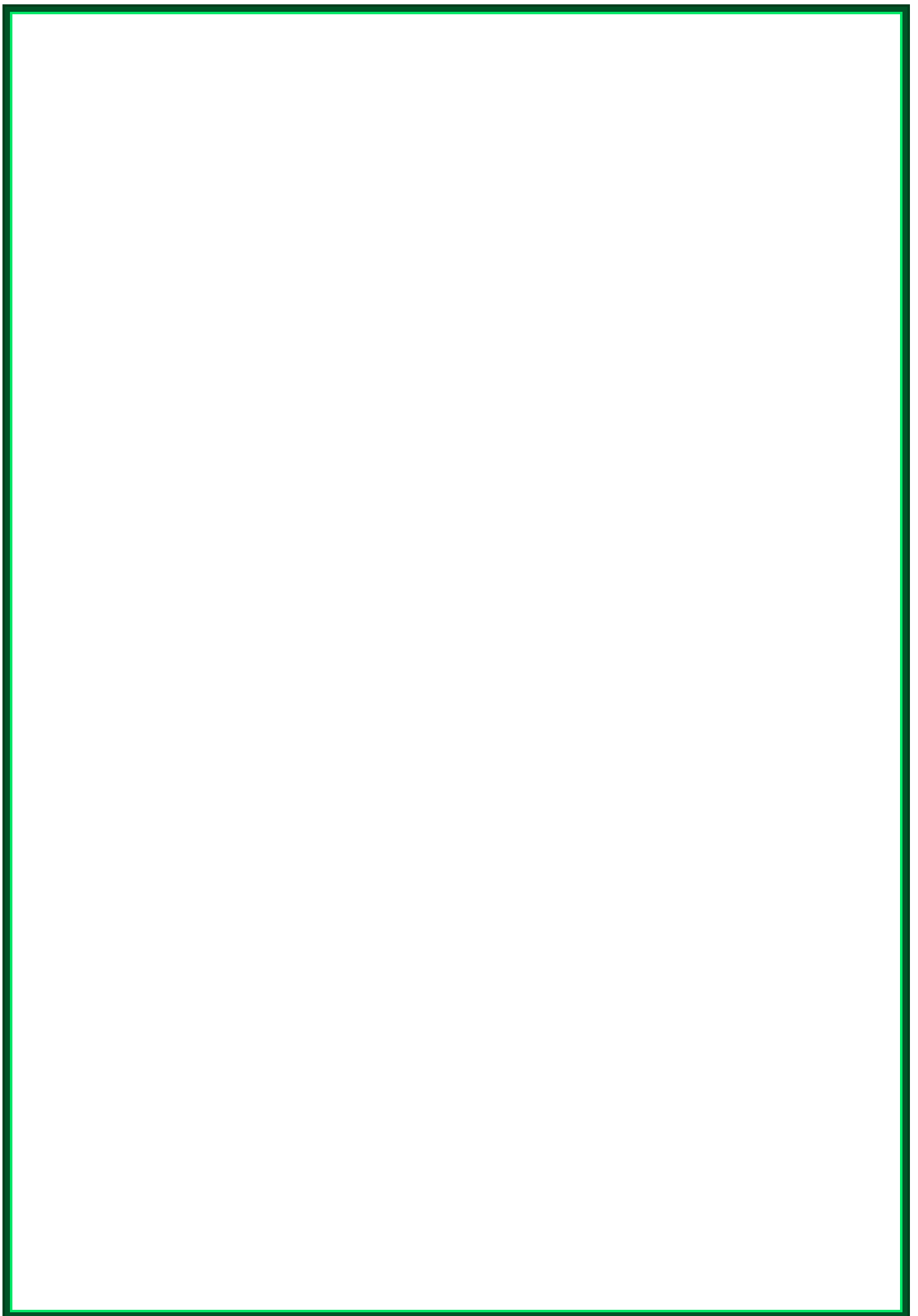


EXHIBIT TO NOTICE

Details of Directors proposed to be appointed/reappointed at this 66th Annual General Meeting:

Name of the Director	Mr. Pradeep Kumar Daga	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
DIN	00080515	08471379	08752495	08751700
Date of Birth	November 22, 1966	April 10, 1986	May 14, 1992	October 12, 1990
Date of Appointment	February 04, 2012.	October 31, 2019	June 03, 2020	June 03, 2020
Qualification	Graduate in commerce	Graduate in commerce	Chartered Accountant and Company Secretary	Graduate in commerce
Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 27 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.	Mrs. Santosh Choradia (DIN: 08471379) aged 34 years, is a commerce graduate. She is having more than 2 Years of experience in the field of Administration and logistic. She is presently associated with Colama Commercial Co. Ltd. as an Independent Director.	Mrs. Pritika Choraria is qualified as Chartered Accountant from the Institute of Chartered Accountants of India and Company Secretary from the Institute of Company Secretaries of India. Mrs. Choraria holds a Bachelor's Degree in Commerce.	Mr. Nitesh Singh, aged about 30 years has an experience in the financial sector of 7 years. He is also Manager of Accounts and Compliance Department in Agrud Technologies India Pvt. Ltd., Singapore based company.
Directorships held in other Indian public companies (other than Section 8 companies)	Mangalam Industrial Finance Limited Vegetable Products Limited. Responce Energy Limited. Thirani Projects Limited. Daga International Limited. Responce Capital Limited. Responce Investments Limited.	Mangalam Industrial Finance Limited Cinerad Communications Limited. Thirani projects Limited	Mangalam Industrial Finance Limited Cinerad Communications Limited. Thirani projects Limited	Mangalam Industrial Finance Limited Cinerad Communications Limited. Thirani projects Limited
Memberships / Chairmanships of Committees in other Company	MENTIONED BELOW	MENTIONED BELOW.	MENTIONED BELOW	MENTIONED BELOW
Chairman	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW
Member	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW
Number of Equity Shares held in the Company	1177011	-	-	-

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Mangalam Industrial Finance Limited	Audit Committee	Chairman	x	x	x	√
		Member	x	x	x	√
	Stakeholders Relationship Committee	Chairman	x	x	x	√
		Member	√	x	x	√
	Nomination & Remuneration Committee	Chairman	x	x	x	√
		Member	x	x	√	√

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Cinerad Communications Limited	Audit Committee	Chairman	x	x	x	√
		Member	√	x	√	√
	Stakeholders Relationship Committee	Chairman	x	x	x	√
		Member	x	x	√	√
	Nomination & Remuneration Committee	Chairman	x	x	x	√
		Member	x	x	√	√

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Thirani Projects Limited	Audit Committee	Chairman	x	x	x	x
		Member	x	x	x	√
	Stakeholders Relationship Committee	Chairman	x	x	x	x
		Member	x	x	x	√
	Nomination & Remuneration Committee	Chairman	x	x	x	x
		Member	√	x	x	√

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: vp11953@yahoo.com ; Website: www.vegetableindia.com

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 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, 2020 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 Mrs. Santosh Choradia (DIN: 08471379) as Non Executive Director of the Company.			
4.	Ordinary Resolution for appointment of Mrs. Pritika Choraria (DIN: 08752495) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2025.			
5.	Ordinary Resolution for appointment of Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2025.			

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.

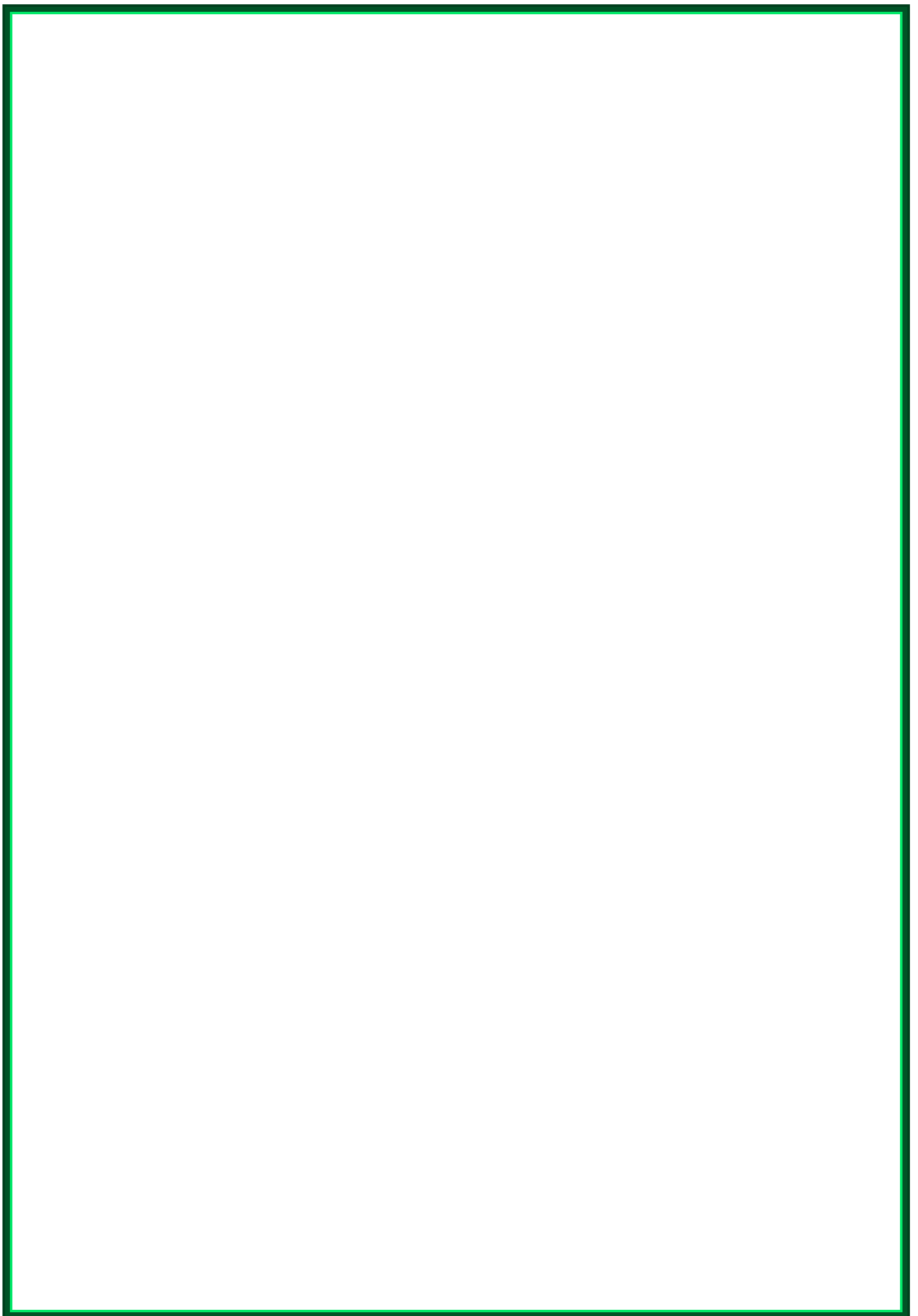
© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)



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: vp11953@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 certify that I am the registered shareholders/proxy for the registered shareholders of the Company.

I hereby record my presence at **the 66th Annual General Meeting** of the Company to be held at **9, Royd Street, Esplanade, Taltala, Kolkata-700016** on **Wednesday, 30th September, 2020 at 10:45 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

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66th Annual General Meeting on Wednesday, 30th day of September, 2020 at 10:45 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	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:

- Name: Address:
Email ID: Signature Or failing him/her
- Name: Address:
Email ID: Signature Or failing him/her
- Name: Address:
Email ID: Signature

-----**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 **66th Annual General Meeting** of the Company to be held at **9, Royd Street, Esplanade, Taltala, Kolkata-700016** on **Wednesday, 30th September, 2020**, at **10:45 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, 2020 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 Mrs. Santosh Choradia (DIN: 08471379) as Non Executive Director of the Company.		
4.	Ordinary Resolution for appointment of Mrs. Pritika Choraria (DIN: 08752495) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2025.		
5.	Ordinary Resolution for appointment of Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2025.		

Signed this.....day of....., **2020**

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

Signature of Proxy holder(s):

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.

Affix
Revenue
Stamp of
Re. 1/-