

# 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: [vp1953@yahoo.com](mailto:vp1953@yahoo.com) ; Website: [www.vegetableindia.com](http://www.vegetableindia.com)

## **"Notice of 67th Annual General Meeting to the Shareholders "**

**NOTICE IS HEREBY GIVEN THAT THE 67<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VEGETABLE PRODUCTS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 27<sup>TH</sup>, 2021 AT 12:00 NOON IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"), 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, 2021 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Ms. Santosh Choradia (DIN: 08471379) who retire by rotation and being eligible, offer herself for re-appointment.

### **Special Business :**

3. To appoint Mr. Ramesh Chandra Daga (DIN: 00080751) as Managing Director of the Company and to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Members be and is hereby accorded to the appointment of Mr. Ramesh Chandra Daga (DIN: 00080751) as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 11th May, 2021 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ramesh Chandra Daga, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

**"RESOLVED that** Mr. Satyam Jaiswal (DIN: 09282921), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17<sup>th</sup> August, 2021 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. Satyam Jaiswal (DIN: 09282921), 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 1<sup>st</sup> Day of September, 2021**

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

**Sd/-**

**Abhishek Lohia**

**Company Secretary cum Compliance Officer**

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 and SEBI/HO/CFD /CMD2/CIR/P /2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the 67th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 67th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act and the additional information pursuant to Regulation 36(3) of the Listing Regulations, in respect of Director proposed for appointment /re-appointment at the meeting are annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Listing Regulations read with MCA and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 67th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.  
The Board of Directors of the Company has appointed M/s. Pramod Agarwal & Co., Practicing Company Secretary, (FCS-5895), as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 67th AGM and hence the attendance slip, proxy forms and route map are not attached with the notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come

first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Attendance of the Members participating in the 67th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The AGM notice and Annual Report for the financial year ended March 31, 2021 shall be available on the Company's website at [www.vegetableindia.com](http://www.vegetableindia.com) and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. Pursuant to section 91 of the Act, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2021 to September 27, 2021 (both days inclusive) for the purpose of 67th AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of Annual General Meeting will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [vpl1953@yahoo.com](mailto:vpl1953@yahoo.com).
10. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent in respect of equity shares held by them in physical mode and to their Depository Participant(s) in respect of shares held in dematerialized form. The Company requests the physical shareholders to update their specimen signature with our RTA viz. ABS Consultant Pvt. Ltd., if the same is not updated. The format for updation of specimen signature is annexed with the Notice of Annual General Meeting.
11. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination with the RTA. In respect of shares held in Electronic/ Demat form, Members may please contact their Respective Depository Participants(s).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. ABS Consultant Pvt. Ltd. / Company.
13. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of Listing Regulations, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
14. Members holding shares in physical or demat form as on the cut-off date i.e. September 20, 2021 shall only be eligible to vote on the resolutions mentioned in the Notice of 67th Annual General Meeting. Those who become Members of the Company after dispatch of AGM Notice but on or before September 20, 2021 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) or to the Company at [vpl1953@yahoo.com](mailto:vpl1953@yahoo.com). However, those already registered with CDSL for e-voting can use their existing user Id and password for Login.

15. In line with the abovementioned MCA Circulars and SEBI Circular, the Notice of the AGM, Annual Report 2020-21 and e-voting instructions are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered as per the instructions mentioned below.

**16. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- i. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at [vp11953@yahoo.com](mailto:vp11953@yahoo.com) /RTA at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) or visit RTA website.
- ii. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned below for Remote e-voting.
- ii. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- iii. Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [vp11953@yahoo.com](mailto:vp11953@yahoo.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [vp11953@yahoo.com](mailto:vp11953@yahoo.com).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.

- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **19. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vpl1953@yahoo.com](mailto:vpl1953@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **20. INSTRUCTION FOR REMOTE ELECTRONIC VOTING (REMOTE E-VOTING) AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM:**

The Instructions for members voting electronically are as under:

- I. The voting period begins on September 24, 2021 at 9:00 a.m. (IST) and ends on September 26, 2021 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being September 20, 2021 will be eligible to vote electronic means or at the AGM. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Those who becomes Members of the Company after dispatch of AGM Notice but on or before September 20, 2021 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) or to the Company at [vpl1953@yahoo.com](mailto:vpl1953@yahoo.com). However, those already registered with CDSL for remote e-voting can use their existing user ID and password for Login.
- III. To enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register with multiple e-voting service providers (ESPs), for facilitating seamless authentication and also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is</li> </ol>

	<p>available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- V. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- VI. Click on “Shareholders” tab to caste your votes;
- VII. Now, select the Electronic Voting Sequence Number “EVSN” along with Vegetable Products Limited from the drop-down menu and click on “SUBMIT”;

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

<b>For Members holding shares in Demat Form other than Individual and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field..</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. <b>OR</b> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
<b>Dividend Bank Details</b>	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in above instruction.</li> </ul>

- XII. After entering these details appropriately, click on "SUBMIT" tab.
- XIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote if company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XIV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XV. Click on the EVSN for the relevant Vegetable Products Limited on which you choose to vote.
- XVI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XVII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVIII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- XIX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XX. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XXI. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.
21. In case you have any queries or issues regarding AGM and e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022- 23058738 and 022-23058542/43.
22. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/ 43.

**Registered Office:**  
**Subol Dutt Building**  
**13, Brabourne Road, 6th Floor,**  
**Kolkata - 700 001 (W.B.)**  
**CIN: L01122WB1953PLC021090**  
**Dated the 1<sup>st</sup> Day of September, 2021**

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

**Sd/-**  
**Abhishek Lohia**  
**Company Secretary cum Compliance Officer**

## **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 Director (the 'Board') of the company has appointed Mr. Ramesh Chandra Daga (DIN: 00080751) as Managing Director for a period of 5 (five) years, subject to the approval of members with effect from 11th day of May, 2021 up to 10th day of May, 2026 at the remuneration of Rs. 50,000/- per month recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Ramesh Chandra Daga (DIN: 00080751) as Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Ramesh Chandra Daga (hereinafter referred to as "MD") are as under:

#### **A. Tenure of Appointment:**

The appointment of the MD is for a period of 5 years with effect from 11th day of May, 2021.

#### **B. Remuneration:**

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

##### **(i) Remuneration:**

- a) Basic salary Rs. 50,000/- per month, with authority to the Board or a Committee thereof to fix his basic salary;
- b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

##### **(ii) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

#### **C. Terms & Conditions**

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company. The appointee shall not be entitled to any sitting fees for Board / Committee meetings. The above remuneration will be payable as the minimum remuneration even in the case of loss or inadequacy of profits in any financial year during the term of his appointment and will be subjected to the provisions of Schedule V of the Companies Act, 2013 and the remuneration shall not exceeding Rs. 50,000/- per month (as above). The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

At present the said perquisites, allowances, leave salary and gratuity are nil but eligible for modifications subject to the approval of remuneration.

The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 197 and section 198 of the Companies Act, 2013 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

#### **D. Termination of Service:**

The Service may be terminated by either party giving the other one months' notice subject to the applicability & compliance of relevant provisions of the Companies Act 2013 and Rules & Regulation made in its respect. Mr. Ramesh Chandra Daga shall perform such duties and exercise such powers as are entrusted to him by the Board. The above may be treated as an abstract of the terms between the Company and Mr. Ramesh Chandra Daga under Section 190 of the Companies Act, 2013.

#### **Disclosure of Interest in the resolution**

Mr. Ramesh Chandra Daga is interested in the resolution set out at item no. 3 of the Notice, which pertain to his appointment and remuneration payable to him. The relatives of Mr. Ramesh Chandra Daga may be deemed to be concerned or interested, in the resolution to the extent of their shareholding interest, if any, in the company. He is not holding any shares of the company as on date.

Except Mr. Pradeep Kumar Daga, none of the Directors and 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. 3.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

#### **Resolution No. 4**

The Board of Directors of the Company at its meeting held on 17th August, 2021 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Satyam Jaiswal (DIN: 09282921) 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 17th August, 2021, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Satyam Jaiswal (DIN: 09282921) shall hold office upto the date of this Annual General Meeting.

Declarations have been received from Mr. Satyam Jaiswal (DIN: 09282921) that he meets 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, he fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making him eligible for his appointment as Independent Director and is independent of the management of the Company.

He does not hold any equity shares in the Company. He has 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 except Mr. Satyam Jaiswal (DIN: 09282921) being an appointee.

## EXHIBIT TO NOTICE

### Details of Directors proposed to be appointed/reappointed at this 67th Annual General Meeting:

Name of the Director	<b>Ms. Santosh Choradia</b>	<b>Mrs. Ramesh Chandra Daga</b>	<b>Mr. Satyam Jaiswal</b>
DIN	<b>08471379</b>	<b>00080751</b>	<b>09282921</b>
Date of Birth	<b>April 10, 1986</b>	<b>November 02, 1964</b>	<b>March 25, 1999</b>
Date of Appointment	<b>October 31, 2019</b>	<b>May 11, 2021</b>	<b>August 17, 2021</b>
Qualification	<b>Graduate in commerce</b>	<b>Graduate in commerce</b>	<b>Graduate in commerce</b>
Nature of Expertise	<b>Mrs. Santosh Choradia is a commerce graduate. She is having more than 3 Years of experience in the field of Administration and logistic.</b>	<b>Mr. Ramesh Chandra Daga is a commerce graduate having more than 30 years of experience in stock and Financial Market.</b>	<b>Mr. Satyam Jaiswal is a commerce graduate having experience in accounts and finance.</b>
Directorships held in other Indian public companies (other than Section 8 companies)	<b>Colama Commercial Co Ltd. Cinerad Communications Limited. Thirani projects Limited</b>	-	<b>Cinerad Communications Limited. Thirani projects Limited</b>
Memberships / Chairmanships of Committees in other Company	<b>NONE</b>	-	<b>a. Member in Stakeholders Relationship Committee and Nomination &amp; Remuneration Committee of Cinerad Communications Ltd. b. Chairman in Audit Committee, Stakeholders Relationship Committee and Nomination &amp; Remuneration Committee of Thirani Projects Limited.</b>
Number of Equity Shares held in the Company	<b>0</b>	<b>0</b>	<b>0</b>

Dear Shareholder,

**Investor Response Form**

We are in the process of updating the records and specimen signatures of shareholders of our Company, M/S. VEGETABLE PRODUCTS LIMITED. We request you to kindly let us have your present specimen signature in the form below duly attested by the Banker or Notary Public. Please note that your new specimen signature will be held valid for all future references.

**Particulars**

**Specimen Signature (s)**

Folio No. \_\_\_\_\_

Folio No. \_\_\_\_\_

\_\_\_\_\_  
(Name 1<sup>st</sup> Holder)

\_\_\_\_\_

\_\_\_\_\_  
(1<sup>st</sup> Joint Holder)

\_\_\_\_\_

\_\_\_\_\_  
(2<sup>nd</sup> Joint Holder)

\_\_\_\_\_

**Address:** \_\_\_\_\_

**Pin Code:** \_\_\_\_\_

**Number of Shares:** \_\_\_\_\_

This Response Form duly completed may please be forwarded to our Registrar and Share Transfer Agent,-  
ABS Consultant Pvt. Ltd., 99, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata-  
700001

Your's faithfully