

VEGETABLE PRODUCTS LTD

CIN: L01122WB1953PLC021090

Registered Office: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1,
Kolkata – 700001.

Corporate Office: 418, GIDC Estate POR Ramangamdi Vadodara 391243

Tel: +91 6355426350 / 033-40445753

Website: www.vegetableindia.com | Email ID: vegetableproductsLtd20@gmail.com / vp11953@yahoo.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (“MCA”) General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

In view of ongoing COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“Notice”).

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed the

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services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company has appointed Mrs. Aparna Santoshkumar Tripathi, Practicing Company Secretary, having Membership No. ACS 67594 and CoP No. 25278 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before August 01, 2022 and also be hosted on website of the Company (www.vegetableindia.com) and on the website of NSDL (evoting@nsdl.co.in). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. July 30, 2022, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

1. Change in name of the Company from ‘Vegetable Products Limited’ to ‘Wardwizard Foods And Beverages Limited’ and consequential alteration to MOA and AOA of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Kolkata, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “**Vegetable Products Limited**” to “**Wardwizard Foods And Beverages Limited**” as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

RESOLVED FURTHER THAT Clause 1 of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is **Wardwizard Foods And Beverages Limited.**”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Vegetable Products Limited” be

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substituted with the new name, i.e. “Wardwizard Foods And Beverages Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

2. Alteration to the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company:

a. Clause 3 of the existing Object Clause “The objects for which the Company is established are” be substituted by new heading titled with Clause 3A as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -”:

b. Alteration of existing Object Clause 3A by replacing the entire object clauses with the following:

i) To carry on the business of manufacture, bottle, process, produce. Mix pack, preserve, freeze, extract, refine, distribute, import, export, buy, sell, trade and deal in processed foods, health

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foods, protein foods, food products, agro foods, fast foods, packed foods, ready to eat foods, poultry products, sea foods, milk foods, milk products and condensed milk, ice creams, beverages, health and diet drinks, extruded foods, all kinds of frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, vegetable products, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, concentrates and flavors (liquid and powder form), nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and outside India.

ii) To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks including aerated drinks, fruit pulp and drinks, artificial flavored drinks, solvents, mixtures, by-products, intermediates & ingredients, whether made of natural or synthetic materials. condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.

c. Inserting new Clause 3B as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 A”.

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above businesses or usually dealt with by persons engaged therein.

2. To enter into agreements with any company or persons for obtaining by grant of license or on such other terms of all types formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise, subsidies, research, laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes and grants to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

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4. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

5. To enter into any arrangement with any government or authorities, municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licenses and concessions including in particular rights in respect of waterways, roads and highways, which the company may think desirable and carry out, exercise and comply therewith.

6. To apply for and obtain any order of Central/State or such other authority for enabling the Company to carry out any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

7. To pay all cost, charges, expenses incurred in connection with incorporation of the Company including preliminary expenses of any kind and incidental to the formation and incorporation of the Company costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for any of the purposes of this Company.

9. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

10. To open accounts with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy, sell and deal in the same.

11. Subject to Sections 73 and 179 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the Company and at

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such time or times as may be thought fit, by promissory notes, bills of exchange, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

12. To invest in other than investment in Company's own shares and deal with moneys of the Company not immediately required, in such shares or upon such securities or investments and in such manner as may, from time to time, be determined.

13. Subject to the provisions of Sections 181 and 182 of the Companies Act, 2013 to subscribe to or guarantee money for national, charitable, benevolent, public, general or useful object for any exhibition.

14. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.

15. To improve, alter, manage, develop, exchange, lease, mortgage and dispose of all or any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Directors may think fit.

16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.

17. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other such purpose conducive to the interest of the Company.

18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation,

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hospitals and dispensaries, medical and such other attendance and assistance as the Company shall think fit.

19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.

20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the business in any part of the world.

21. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.

22. To acquire lease, purchase, hire, license immovable property, land, building, assets, or acquire right of easements or other interest in any manner whatsoever in real estate and sell, let, hire, lease, dispose of or license or franchise such rights to third parties in the course of the business of the Company.

23. To guarantee the payment of money secured or unsecured or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.

24. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the main object or any of them in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

25. To carry on the business as brewers, distillers and manufacturers of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard pickles, sauces, condiments of all kinds, cocoa, coffee preservers and all or any other such commodities and things related thereto.

26. To carry on the business of dry and cold storages of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable items of all types.

27. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw and to buy, sell, manufacture and trade in any goods usually traded in any of the above

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businesses or any such other business as of staple foods and medicinal preparations from milk, vegetable and animal products and any substitute for any of them associated with the farming interests.

28. To carry on the business as stockists, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents.

29. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, straw-boards, wood, glass or any other such material of all types metal, glass or plastic containers as also containers of any other such material related thereto.

30. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, malsters, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors, livery, stable and garage keepers, job masters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on a commercial basis that may be required for the tourist and entertainment industry.

31. To establish experimental farms and research stations anywhere in India for conducting experiments, test and research for developing better quality food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other such ways and means of improving such other agricultural crops and produce seeds, fodder crops and cattle feed of all kinds.

32. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional companies of every nature, to acquire and provide promotional requisites of every kind and description.

33. To carry on the business as proprietors of clubs, game rooms, card rooms and billiard rooms and generally as amusement caterers and organizers, promoters, providers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and pastimes, licensed victuallers, restaurant and refreshment room proprietors and to deal in foods, drink and refreshments, wine and spirit dealers, printers, publishers, magazine and periodical proprietors and book sellers.

34. To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment or similar transactions and to

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institute, enter into, carry on, subsidise, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms to acquire and discount hire purchase or such other agreements or any rights thereunder (whether proprietary or contractual).

35. To carry on the business of advisors on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on the businesses of industrial, business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

36. To manufacture and otherwise deal in all kinds of papers and paper products for the use and distribution thereof to the Restaurants, Eating Houses, Kiosks, Fast Food Outlets, Amusement Centers, Cafeterias and the like.

37. To carry on the business as business consultants, market research consultants, business transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.

38. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purpose of leasing the same or making the same available to any person, firm or company.

39. To carry on all or any of the business of buyers, sellers, importers, exporters, distributors, agents, brokers, factors, Stuckists, commission agents and dealers in all types of products, commodities, produce, goods, materials in any form of shape.

40. To carry on the business of importers and exporters in all kinds of goods, either manufactured, semi-manufactured or raw materials.

41. To carry on the business as traders, agents, suppliers and commission agents, of products and commodities and materials in any form or shape, manufactured or supplied by any company, firm, association of persons, body, whether incorporate or not, individuals, government, semi-government or any local authority.

42. To carry on the business of manufacturers, agents or representatives, import and export agents, general merchants, importers and exporters and dealers in all class and description of goods, merchandise and effect in any part of the world and to undertake and transact every other kind of agency business which an industrial agent legally undertakes.

43. To carry on the business of all kinds of farming agricultural, poultry, horticultural and diary and gardening and of raising, breeding, importing, exporting, preparing, preserving, dealing and trading in all kinds of products of such business and in particular seeds, pure bred and inbred,

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poultry, meat, cattle and other live and dead stock, eggs, sausages, preserved meat, trees, plants, fruits, flowers and vegetables, milk and milk products.

44. To undertake collecting, storing and preserving milk and to and, for that purpose to establish, erect, build, manage and run dairy farms in connection with the main business of the Company.

45. To act as dealers in and producers of dairy farm and garden produce or all kinds and in particular milk, cream, butter, cheese fruit and vegetable and to act as cow keepers' cattle breeders and farmers in connection with the main business of the company.

46. To establish stables, dens, sheds, kennels, nests, hatcheries, burrows and other dwelling places for keeping animals, live stocks for their proper up keeps and improving their breeds in connection with the main business of the company.

47. To act as buyers, importers and dealers in all kinds of air conditioning plants, refrigerators, ice-plants, ice-cream plants, freezers, cooling appliances, room coolers and all components parts, accessories articles and fittings required for the purpose of the main business of the company.

48. To take part in formation of company or undertaking carrying on business similar to those of the company in which the company is interested and for that purpose, subject provisions of the Act, to appoint any director trustee, accountant, agent or representative.

49. To purchase, buy, exchange, alter, improve, manipulate or for the purpose of the main business of the company, let on hire apparatus, tools, utensils, plants, vehicles, machineries, implements, substances and materials.

50. To enter into technical and financial collaboration with Foreign or Indian collaborations for the main objects of the company,

51. To collect, process, fabricate and dispose of and deal in all bi-products and slag from the main or subsidiary processes of the company.

52. To acquire, buy, sell, import, refine and manipulate in any articles of whatever description stores and raw materials for all or any of the objects of the company .

53. To assemble and manufacture goods on hire purchase or easy payment system or on credit and to adopt such means of making known the products of the company as may seem expedient and in particular by purchase and exhibition of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to provisions of the Companies Act, 2013.

54. To establish and maintain agencies, branches and to carry on business as such in any part of the world for the attainment of the main objects of the company.

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55. To hold, use work, manage, improve, carry on and develop any undertaking, lands and real and personal estate or property and assets of any kind of the company or any part thereof and to establish depots, agencies, showrooms, workshops, centers, go-downs, and marketing facilities.

56. To control or acquire the whole or any part of the business and proper liabilities of any undertaking, Company, association firm or individual, which may seem to the Board of Directors capable of being carried on in connection with the objects of the company or calculate directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights or benefit of the Company in any way (except Life Insurance business within the meaning of the Insurance Act) and as amended from time to time.

57. To register, apply for, purchase or otherwise acquire, sell, let. Grant or turn to account any patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights or privileges, subject to royalty or otherwise and whether exclusive or limited or any part or interest in such patents, letters, brevets, concessions, licenses, invention, trade-marks, copyrights and privileges whether in India or any part of the world and to manufacture and produce or trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with such patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights and privileges as aforesaid.

58. To pay for properties, rights or privileges, acquired by this company either in shares of the company or party in shares and partly in shares or otherwise.

59. To enter into partnership or into any arrangements for sharing profit, union of interest, reciprocal concession or cooperation with any person, partnership or company having objects similar to those of this company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnerships for the purpose of acquiring and undertaking any property and liabilities of this company or of advancing directly or indirectly the objects thereof.

60. To apply or join in applying to the Government, Local or improvement Trust or any other authority or body, Municipal, Local or otherwise in India or foreign countries for and to obtain or in any way assist in obtaining from any state government orders or decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other Company or for enabling this or any other Company's constitution', to oppose any proceedings of application which seem calculated directly or indirectly to prejudice the interests of this or any other Company, if necessary in accordance with the laws of any other country, state or place in which it may propose to carry on operate to establish and maintain any other agencies of the company and to open and keep a colonial or a foreign register or registers of this Company in respect of members residing in that country.

61. To remunerate any person, firm, Company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the, securities of the Company or in or about the formation or promotion of the Company or the conduct of its main business.

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Tel: +91 6355426350 / 033-40445753

Website: www.vegetableindia.com | Email ID: vegetableproductsLtd20@gmail.com / vp11953@yahoo.com

62. Subject to the provisions of the Act, to distribute any of the property of the company amongst the members of the Company or in kind, in the event of winding up of the Company.

63. To place, to reserve or to distribute, subject to the provisions of the Companies Act, 2013, bonus shares amongst the members of otherwise to apply as the Company may, from time to time think fit, any money received by way of premium of shares of debentures issued at a premium by the Company and any money received in received in respect of Dividends accrued on forfeited shares.

64. Subject to provisions of the Companies Act, 2013 to acquire or amalgamate with any other company whose objects are or include objects altogether or in part similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liability of this or any such other company as aforesaid or by partnership or in any other manner of all types.

65. To payout the funds of the company all expenses of the incidental to the formation, registration, advertisement, and establishment of this company and the issue and subscription of the share or loan capital including brokerage and or commission for obtaining applications for or placing or guaranteeing the placing of shares of any debenture, debenture-stock and other securities of this company and also all expenses attending the issue of any circular of notice and the printing stamping circulating of proxies and forms to be filled up by the members of the company.

66. To insure all or any of the properties or assets or obligations of the Company of whatsoever, nature against any risk.

67. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature, to take out execution, to enter into agreement, to refer to arbitration and to enforce and where need to be contest any award and for all such purposes engage or retain counsels, attorneys and agents and when necessary to remove them.

68. To give guarantees or counter guarantees to any bank, insurance company or financial institution for advances taken, guarantees obtained or any other financial accommodation taken and/or in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person, persons or company for such services rendered or to be rendered.

69. To provide for such management, letting and advantageous as aforesaid by employing any person, firm or company to carry out or supply the same on such.

70. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any or the Company's objects otherwise expedient, and in particular to remunerate any person or corporation introducing business to this company, subject to the provisions of Companies Act, 2013.

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71. To issue debentures, debenture-stock, bonds, obligations and securities of all kinds and to frame, constitute and to secure the same, as may see, expedient to the Board of Directors of the company with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the company (including its uncalled capital) or otherwise howsoever.

RESOLVED FURTHER THAT the words 'The Indian Companies Act, VII of 1913' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the 'The Indian Companies Act, VII of 1913' in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

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

Sd/-

**Bhoomi Ketan Talati
(Company Secretary)**

Membership No.: ACS56279

Registered Office: MMS Chambers, 4A, Council House Street,
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CIN: L01122WB1953PLC021090

Email: vegetableproductsLtd20@gmail.com / vp11953@yahoo.com

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

Place: Vadodara

Date: June 24, 2022

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NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.

2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on June 17, 2022 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited (“RTA”).

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.vegetableindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on June 17, 2022. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at vegetableproductsLtd20@gmail.com.

6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to vegetableproductsLtd20@gmail.com.

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7. Procedure for Remote E-Voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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

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	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in

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	progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote,

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to the Scrutinizer by e-mail to csaparnatripathi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh, Assistance Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vegetableproductsLtd20@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (vegetableproductsLtd20@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions

- i. In case Members of the Company who have not registered their e-mail address:

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On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on July 01, 2022 and ends at 5.00 p.m. (IST) on July 30, 2022. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. June 17, 2022 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on July 30, 2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.vegetableindia.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Private Limited on <https://www.purvashare.com/email-and-phone-updation/> or mail to Company vegetableproductsLtd20@gmail.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors in its meeting held on June 17, 2022 discussed the need of changing its main object of the Company. The present management proposes to carry out the business activities of frozen foods, ready to eat foods, aerated drinks, soft drinks, drinking water and other foods and beverages items. Presently, these business activities are carried on by the various companies of the group. The management proposes to conduct these business activities in Vegetable Products Limited, which requires change in object of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large. The management proposes to consolidate all foods & beverages business activities in the Company & thus to enjoy all its operations with greater cost efficiency.

The present name of the Company reflects the vegetables oil and vegetable product factories activities, which the Company has stopped the business since 2011. Presently, new management of the Company wants to change its main business activities as frozen foods, ready to eat foods, aerated drinks, soft drinks, drinking water and other foods and beverages items etc. The new name will reflect the correct & new business activities of the Company. Wardwizard is the brand name established by the present management. Hence, the present management decided to change the name of the Company to “WARDWIZARD FOODS AND BEVERAGES LIMITED”.

As per the provisions of section 13 of the companies act 2013 approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders’ approval.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant to this effect is annexed herewith as Annexure 1.

Ministry of Corporate Affairs (MCA), Central Registration Centre vide its letter dated June 21, 2022 has given NOC for change of name of the Company to “WARDWIZARD FOODS AND BEVERAGES LIMITED” & this name is valid only for 60 days from the date of approval within which all formalities are required to be compiled. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders’ approval is being obtained to change name of the company with any other name also as may be acceptable to the regulatory authorities without specific consent of the members.

VEGETABLE PRODUCTS LTD

CIN: L01122WB1953PLC021090

Registered Office: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1,
Kolkata – 700001.

Corporate Office: 418, GIDC Estate POR Ramangamdi Vadodara 391243

Tel: +91 6355426350 / 033-40445753

Website: www.vegetableindia.com | Email ID: vegetableproductsLtd20@gmail.com / vpl1953@yahoo.com

Your Directors recommend the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO. 2:

The Board of Directors in its meeting held on June 17, 2022 discussed the need of changing its main object of the Company. The present management proposes to carry out the business activities of frozen foods, ready to eat foods, aerated drinks, soft drinks, drinking water and other foods and beverages items. Presently, these business activities are carried on by the various companies of the group. The management proposes to conduct these business activities in Vegetable Products Limited, which requires change in object of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large. The management proposes to consolidate all foods & beverages business activities in the Company & thus to enjoy all its operations with greater cost efficiency.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause 3A of the MOA of the Company and inserting new Clause 3B as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3A as requires the approval of the members by means of a Special Resolution through Postal Ballot.

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.2 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

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None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution

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

**Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No.: ACS56279**

Registered Office:

MMS Chambers, 4A, Council House Street,
1st floor, Room No. D1, Kolkata – 700001

CIN: L01122WB1953PLC021090

Email: vegetableproductsLtd20@gmail.com / vp11953@yahoo.com

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

Place: Vadodara

Date: June 24, 2022

Annexure 1 to the explanatory statement of Postal Ballot Notice
Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015

To
The Board of Directors of
Vegetable Products Limited
MMS Chambers, 4A, Council House Street,
1st floor, Room No. D1,
Kolkata – 700001.

I, CA Nishitkumar Kiritbhai Shah, Practising Chartered Accountant, have verified the relevant records and documents of Vegetable Products Limited (the Company) with respect to the proposed change of name by the Company from Vegetable Products Limited to Wardwizard Foods And Beverages Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and I hereby certify in respect of the proposed change of name of the Company that:

- a. The Company has not changed its name from the date of incorporation in 1953. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name.
- b. The Company has compliance with conditions provided in clause 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.

For, Nishit Shah & Associates
Chartered Accountant
FRN: 152862W
Sd/-
CA. Nishitkumar Kiritbhai Shah
(Proprietor)
MRN: 197626
UDIN: 22197626ALNPUF5730

Place: Vadodara
Date: June 23, 2022