

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mobile: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 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 that the resolutions set out below are proposed for approval by the Members of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, the MCA 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").

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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 The 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 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. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS -69393 and CoP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

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 within two (2) working days from the close of voting period and also be hosted on website of the Company (www.wardwizardfoods.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. Saturday, 25th November, 2023, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **DR. JOHN JOSEPH**

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(DIN: 08641139), who was appointed as an Additional Non-Executive Independent Director of the Company on **25th September, 2023**, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as an “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **25th November, 2023 to 24th November, 2028 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 2: TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **LT General Jai Singh Nain (Retd) (DIN: 10289738)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **25th September, 2023**, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as an “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **25th November, 2023 to 24th November, 2028 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

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“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board

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

Sd/-

Bhoomi Ketan Talati

Company Secretary

Membership No: FCS-12828

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CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: October 21, 2023

NOTES:

1. Explanatory Statement pursuant to Sections 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 resolutions 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 **Friday, 20th October, 2023** (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”).

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3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at compliance@wardwizardfoods.com. The Notice can also be accessed from the website of the Stock Exchange 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 **Friday, 20th October, 2023**. 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 compliance@wardwizardfoods.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 compliance@wardwizardfoods.com
7. **Procedure for Remote E-Voting**

The remote e-voting period begins on **Friday, 27th October, 2023** at 09:00 a.m. and ends on **Saturday, 25th November, 2023** at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **Friday, 20th October, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 20th October, 2023**.

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:

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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 demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you

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	<p>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/Memile 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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

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	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 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 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.</p>
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.

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.

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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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 <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*****.

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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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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- 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.

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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, to the Scrutinizer by e-mail to cspoojagala@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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior 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 compliance@wardwizardfoods.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 compliance@wardwizardfoods.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.

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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:

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. on **Friday, 27th October, 2023** and ends at 5.00 p.m. on **Saturday, 25th November, 2023**. 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. **Friday, 20th October, 2023** 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 **Saturday, 25th November, 2023**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., www.wardwizardfoods.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

Mobile: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

- 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 compliance@wardwizardfoods.com

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

As required by Section 102 of The Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying notice:

ITEM NO. 1: TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on 25th September, 2023 the Board had appointed **Dr. John Joseph (DIN: 08641139)** as an Additional Non-Executive Independent Director w.e.f. 25th September, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Dr. John Joseph** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director. However as per The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, additional directors have to be regularized within 3 months from the date of their appointment, hence in the given instance, the Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

The appointment of **Dr. John Joseph** shall be effective upon approval by the members in the Meeting. **Dr. John Joseph** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1) (b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief resume of Dr. John Joseph.

Dr. John Joseph has academic qualifications in M.V.Sc (Master of Veterinary Science), LLB and Post Graduate Diploma in Alternate Dispute Resolution. He has more than 39 (Thirty-Nine) years of experience in the field of Central Excise and Customs and retired as Special secretary to Government of India and Chairman/member CBIC.

He is one of the distinguished personalities who has proven Integrity by serving as Whole-time Director GST Network (GSTN) with Government of India and also has experience of Directorship in Corporates.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

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Name of Director	Dr. John Joseph
Fathers' Name:	Fr George Thamarakkatt
Date of Birth:	24/05/1960
First Appointment on Board:	25 th September, 2023
Nature of his expertise in specific functional areas:	He has academic qualifications in M.V.Sc (Master of Veterinary Science), LLB and Post Graduate Diploma in Alternate Dispute Resolution. He has more than 39 (Thirty Nine) years of experience in the field of Central Excise and Customs and retired as Special secretary to Government of India and Chairman/member CBIC. He is one of the distinguished personalities who has proven Integrity by serving as Whole-time Director GST Network (GSTN) Government of India and also has experience of Directorship in Corporates
Years of Experience:	More than 39 years
Qualification:	M.V.Sc (Master of Veterinary Science), LLB and Post Graduate Diploma in Alternate Dispute Resolution
Directorship in Other Companies:	Yes
Name of other public limited Companies, where he is Director including this listed entity	1) Ganesh Benzoplast Limited 2) Committed Cargo Care Limited 3) Wardwizard Innovation and Mobility Limited 4) Wardwizard Foods and Beverages Limited
Member/Chairman of the Committee including this listed entity	1) Ganesh Benzoplast Limited Audit Committee- Member Nomination and Remuneration Committee- Member 2) Wardwizard Innovation and Mobility Limited Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Member 3) Wardwizard Foods and Beverages Limited Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Member

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Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
Last salary drawn	NIL
Relationship with other Directors and KMP:	Not related to any other Director or Key Managerial Personnel of the Company.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has experience of being an Independent Director in Listed Company also he has expertise in various areas of Taxes and Customs along with the ability to uphold the dignity of the post and having been known as a problem solver and an effective decision maker.

*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

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

ITEM NO. 2: TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on 25th September, 2023 the Board had appointed **LT General Jai Singh Nain (Retd) (DIN: 10289738)** as an Additional Non-Executive Independent Director w.e.f. 25th September, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Act, **LT General Jai Singh Nain (Retd)** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director. However as per The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, additional directors have to be regularized within 3 months from the date of their appointment, hence in the given instance, the Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

The appointment of **LT General Jai Singh Nain (Retd)** shall be effective upon approval by the members in the Meeting. **LT General Jai Singh Nain (Retd)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under Section 149(6)

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of the Act and Regulation 16 (1) (b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief resume LT General Jai Singh Nain (Retd).

Lt General Jai Singh is a dynamic and highly decorated officer with rich & have extensive experience of nearly 40 years in the Indian Army at the strategic, operational and functional level.

He has tenanted diverse designations from Junior Level Management to Executive and Apex Level. As Army Commander, he drafted the Indian Army Vision 2050, played a pivotal role in conceptualizing and raising of the First Regional Technology Node at Pune so as to accelerate development and induction of indigenous defense and dual use technology in the IA. He Gave impetus to induction of Electric Vehicles, pioneered a number of Skill Development Projects, Steered execution of Renewable Energy, Soil Conservation, Rain Water Harvesting and Waste Management Projects in Rajasthan, Gujarat and Maharashtra. He has worked in a multinational environment as part of United Nations Peace keeping Force and in Bangladesh. During his illustrious career he has been instrumental in enhancing organizational effectiveness with zeal to drive vision into reality using effective tools of planning, synergetic application of resources and by ensuring highest standards of professionalism, integrity and ethics.

He is multi-faceted professional officer and has an innovative and creative bent of mind. He displays a deep understanding of Strategy Formulation, Human Resource Development, Logistics and Supply Chain Management, Contingency Planning and handling of adverse situations. He is eminently qualified to make significant contribution to the Company in his current Role.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	LT General Jai Singh Nain (Retd)
Fathers' Name:	Risal Singh Nain
Date of Birth:	05/10/1962
First Appointment on Board:	25 th September, 2023
Nature of his expertise in specific functional areas:	Lt General Jai Singh is a dynamic and highly decorated officer with rich & extensive experience of nearly 40 years in the Indian Army at the strategic, operational and functional level. He has tenanted diverse designations from Junior Level Management to Executive and Apex Level. As Army Commander he drafted the Indian Army Vision 2050, played a pivotal role in conceptualizing and

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	raising of the First Regional Technology Node at Pune so as to accelerate development and induction of indigenous defence and dual use technology in the IA. He Gave impetus to induction of Electric Vehicles, pioneered a number of Skill Development Projects, Steered execution of Renewable Energy, Soil Conservation, Rain Water Harvesting and Waste Management Projects in Rajasthan, Gujarat and Maharashtra. He has worked in a multinational environment as part of United Nations Peace keeping Force and in Bangladesh. During his illustrious career he has been instrumental in enhancing organizational effectiveness with zeal to drive vision into reality using effective tools of planning, synergetic application of resources and by ensuring highest standards of professionalism, integrity and ethics.
Years of Experience:	More then 40 Years
Qualification:	B.A., M.Sc in Defence and Strategic Studies, Master of Management Studies, Advance Course in Management, Post Graduate Diploma in Public Relations, National Defence Course.
Directorship in Other Companies:	Yes
Name of other public limited Companies, where he is Director including this listed entity	Wardwizard Innovation and Mobility Limited Wardwizard Foods and Beverages Limited
Member/Chairman of the Committee including this listed entity	Wardwizard Innovation and Mobility Limited Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Member Wardwizard Foods and Beverages Limited Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Member
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
Last salary drawn	NIL

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Relationship with other Directors and KMP:	Not related to any other Director or Key Managerial Personnel of the Company.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	

*** *Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

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

**By Order of the Board
For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)
Sd/-
Bhoomi Ketan Talati
Company Secretary
Membership No: FCS- 12828**

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Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: October 21, 2023