

<b>General information about company</b>	
Scrip code	539132
Name of the entity	VEGETABLE PRODUCTS LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	PRADEEP KUMAR DAGA	ACOPD3574C	00080515	Non-Executive - Non Independent Director	Chairperson		11-09-2014			4	3	0	
2	Ms	KIRTI SHARMA	FROPS7833D	07434779	Non-Executive - Non Independent Director	Not Applicable		26-09-2016			3	0	0	
3	Mr	ARUN CHAKRABORTY	ACNPC7925P	00140430	Non-Executive - Independent Director	Not Applicable		11-09-2014		30	3	1	5	
4	Mr	SUDARSON KAYORI	AFKPK1009G	00165816	Non-Executive - Independent Director	Not Applicable		11-09-2014		30	4	3	1	

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	RATHINDRA NATH GHOSH	AKDPG1347H	00152267	Non-Executive - Independent Director	Not Applicable		26-09-2016		14	3	4	0	
6	Mr	TANMOY MONDAL	BOMPM6062F	06391885	Executive Director	Not Applicable	CEO-MD	14-05-2014			1	1	0	

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	04-10-2016		
2	05-11-2016		31
3	13-12-2016		37
4		20-01-2017	37
5		03-03-2017	41
6		25-03-2017	21

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	20-01-2017	Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.	05-11-2016	75	
2	Audit Committee	25-03-2017	Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.		63	
3	Stakeholders Relationship Committee	03-03-2017	Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.	31-12-2016	61	
4	Stakeholders Relationship Committee		Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.	06-10-2016	9	
5	Nomination and remuneration committee	20-01-2017	Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.	13-12-2016	37	
6	Nomination and remuneration committee	03-03-2017	Yes	ALL THE MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.		41	

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Nomination and remuneration committee	25-03-2017	Yes	TWO MEMBERS OF THE COMMITTEE WERE PRESENT. HENCE QUORUM WAS MET.		21	

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.vegetableindia.com/about.html">http://www.vegetableindia.com/about.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.vegetableindia.com/contact.html">http://www.vegetableindia.com/contact.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.vegetableindia.com/contact.html">http://www.vegetableindia.com/contact.html</a>
12	Financial results	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
13	Shareholding pattern	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Signatory Details</b>	
Name of signatory	TANMOY MONDAL
Designation of person	Managing Director
Place	KOLKATA
Date	11-04-2017



