

# VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

E-mail: [vp11953@yahoo.com](mailto:vp11953@yahoo.com), Website : <http://www.vegetableindia.com>

## **ANNEXURE TO THE NOTICE FOR THE 62<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26<sup>TH</sup> DAY OF SEPTEMBER, 2016**

Sr. No. :

Name & Registered Address  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

### **Subject : Process and manner for availing E-voting facility :**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 62<sup>nd</sup> Annual General Meeting (AGM) to be held on “**Conference Hall” 11, Clive Row, 5th floor, Kolkata-700001 on Monday, 26th September, 2016, at 12.00 Noon** and at any adjournment thereof. The Company has engaged the services of Central Depository Services ( India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN / Sequence Number
<b>160808030</b>		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
23 <sup>rd</sup> September, 2016 at 9:00 A.M. (IST)	25 <sup>th</sup> September 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in point **no.15** of the Notice before exercising your vote.

By Order of the Board  
For Vegetable Products Limited

Sd/-  
Shivani Khanna  
Company Secretary

Place : **Kolkata**

Date : **08.08.2016**

Encl : AGM Notice / Attendance Slip / Proxy Form

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## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the **62<sup>nd</sup> Annual General Meeting** of the Members of Vegetable Products Limited will be held at **11, Clive Row, 5th Floor, Kolkata-700001 on Monday, 26<sup>th</sup> September, 2016 at 12.00 noon** to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Tanmoy Mondal (DIN: 06391885) who retire by rotation and being eligible, offer himself for re-appointment.
3. To ratify the continuation of the Statutory Auditors and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at 60th Annual General Meeting held on 11th September, 2014, the appointment of M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors.”

### **SPECIAL BUSINESS :**

4. To appoint Mr. Rathindra Nath Ghosh (DIN: 00152267) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Rathindra Nath Ghosh (DIN: 00152267), has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 26th September, 2016 up to 30th September, 2021.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Ms. Kirti Sharma (DIN: 07434779) as Non Executive Director of the Company who shall be eligible to retire by rotation and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

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“RESOLVED that pursuant to the applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, Ms. Kirti Sharma (DIN: 07434779) be and is hereby appointed as Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Registered Office:**

**Subol Dutt Building**

**13, Brabourne Road, 6th Floor,**

**Kolkata - 700 001 (W.B.)**

**CIN: L01122WB1953PLC021090**

**Dated the 8<sup>th</sup> Day of August, 2016**

Sd/-

**Shivani Khanna**

**Company secretary**

## **Notes :**

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
  - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
  - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
  - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
  - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
  - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorized by it.
  - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

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- h) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos..
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
  4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at [info@vegetableindia.com](mailto:info@vegetableindia.com). The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
  5. The Register of Members and Share Transfer Books of the Company will remain closed from **20<sup>th</sup> September, 2016 to 26<sup>th</sup> September, 2016 (both days inclusive)**
  6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement, to the Notice and also in the section on Corporate Governance.
  7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
  8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
  9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** to facilitate better servicing.
  10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** for their doing the needful.
  11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, **M/s. ABS Consultant Private Limited** for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
  12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
  13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
    - i) Transferees' PAN Cards for transfer of shares,
    - ii) Legal heirs' PAN Cards for transmission of shares,
    - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
    - iv) Joint holders' PAN Cards for transposition of shares.

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14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015-2016 will also be available on the Company's website [www.vegetableindia.com](http://www.vegetableindia.com) for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : [info@vegetableindia.com](mailto:info@vegetableindia.com).

## 15. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

### III. **The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period commences on 23<sup>rd</sup> September, 2016 (9:00 am) and ends on 25<sup>th</sup> September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. VEGETABLE PRODUCTS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :\
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [cspdrao@gmail.com](mailto:cspdrao@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 25<sup>th</sup> September, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
  2. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 19<sup>th</sup> September, 2016.
  3. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

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4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
5. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
6. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19<sup>th</sup> September, 2016 are requested to send the written / email communication to the Company at [vp11953@yahoo.com](mailto:vp11953@yahoo.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
7. Mr. P. Doleswar Rao, Practicing Company Secretary (Certificate of Practice Number 14385) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vegetableindia.com](http://www.vegetableindia.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Ltd. and The Calcutta Stock Exchange Limited.

**Registered Office:**  
**Subol Dutt Building**  
**13, Brabourne Road, 6th Floor,**  
**Kolkata - 700 001 (W.B.)**  
**CIN: L01122WB1953PLC021090**  
**Dated the 8<sup>th</sup> Day of August, 2016**

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

**Sd/-**  
**Shivani Khanna**  
**Company secretary**



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('The ACT')**, the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 and 5 of the accompanying notice dated 8th day of August, 2016.

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

Mr. Rathindra Nath Ghosh (DIN: 00152267), who was appointed as Additional Director of the company on 6th February, 2016 under section 161 of the Companies Act, 2013 to hold office only up to the date of this Annual General Meeting. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose Mr. Rathindra Nath Ghosh (DIN: 00152267) as a candidate for the office of Director. Mr. Rathindra Nath Ghosh (DIN: 00152267) who possess expert knowledge in accounting, finance, audit and taxation which will be beneficial to the Company. It is, therefore, in the Company's interest that it should continue to avail of his services as member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and recommended for your acceptance.

Except Mr. Rathindra Nath Ghosh, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.4 of the notice.

### **To Resolution No. 5**

The Board of Director (the 'Board') of the company at its Meeting held on 19.05.2016 has subject to the approval of members, propose to appoint Ms. Kirti Sharma (DIN: 07434779), as a Non Executive Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing her candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Ms. Kirti Sharma, as Non Executive Director of the company in terms of relevant provisions of the Act. Ms. Kirti Sharma is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied facet of business strategic planning, she will be contributing significantly in the growth of the Company.

Except Ms. Kirti Sharma, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.5 of the notice.

**Registered Office:**  
**Subol Dutt Building,**  
**13, Brabourne Road, 6th Floor,**  
**Kolkata - 700 001 (W.B.)**  
**CIN: L01122WB1953PLC021090**  
**Dated the 8<sup>th</sup> Day of August, 2016**

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

Sd/-  
**Shivani Khanna**  
**Company secretary**

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## EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, following information is furnished in respect of Directors proposed to be appointed / reappointed.

Name of the Director	<b>Kirti Sharma</b>	<b>Tanmoy Mondal</b>	<b>Rathindra Nath Ghosh</b>		
DIN	07434779	06391885	00152267		
Date of Birth	February 26, 1993	April 26, 1989	August 22, 1959		
Date of Appointment	May 20, 2016	September 19, 2012	February 6, 2016		
Qualifications	B.Com (Hons.) Company Secretary	Graduate in Commerce	Graduate in Commerce		
Nature of Expertise	She is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied facet of business strategic planning she will be contributing significantly in the growth of the Company.	Mr. Tanmoy Mondal, is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies.	Mr. Sudarson Kayori possesses experience and knowledge in the field of commerce.		
Directorships held in other Indian Public Companies (other than Section 8 Companies)	Mangalam Industrial Finance Limited Cinerad Communications Limited.	--	Mangalam Industrial Finance Limited Cinerad Communications Limited.		
Memberships / Chairmanships of Committees in Company	---	Vegetable Products Limited	Mangalam Industrial Finance Limited	Vegetable Products Limited	Cinerad Communications Limited
Chairman	---	--	--	--	--
Member	----	Audit Committee	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Nomination & Remuneration Committee and Stakeholders Relationship Committee	Nomination & Remuneration Committee and Stakeholders Relationship Committee
Number of Equity Shares held in the Company	---	168000	--		

# VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

E-mail: [vp11953@yahoo.com](mailto:vp11953@yahoo.com), Website : <http://www.vegetableindia.com>

## Form No. MGT-12 BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company** : Vegetable Products Limited  
**Registered Office** : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)  
**CIN** : L01122WB1953PLC021090

### BALLOT PAPER

Sl.No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution To consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for Re-appointment of Mr. Tanmoy Mondal (DIN: 06391885) who retire by rotation and being eligible, offers herself for re-appointment.			
3.	Ordinary Resolution to ratify appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors for the financial year ended 31.03.2017.			
4.	Ordinary Resolution to appoint Mr. Rathindra Nath Ghosh (DIN: 00152267) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as an Independent Director with effect from 26th September,2016 upto 30th September,2021.			
5.	Ordinary Resolution to approve the appointment of Ms. Kirti Sharma (DIN: 07434779) as Non Executive Director of the Company.			

#### Note :

# Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

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

Place:

Date :

(Signature of the shareholder\*)

(\*as per Company records)

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## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF AGM VENUE

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the **62<sup>nd</sup> Annual General Meeting** of the Company to be held at "Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001 on **Monday, 26<sup>th</sup> September, 2016 at 12.00 Noon.**

Signature of the Member/Joint Member/Proxy attending the Meeting

**Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

# VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

E-mail: [vp11953@yahoo.com](mailto:vp11953@yahoo.com), Website : <http://www.vegetableindia.com>

## Annual General Meeting on Monday, 26<sup>th</sup> day of September, 2016 at 12.00 Noon Form MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	<b>CIN: L01122WB1953PLC021090</b>
Name of the Company	<b>Vegetable Products Limited</b>
Registered Office	<b>Subol Dutt Building, 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (W.B)</b>
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

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

**Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held at **"Conference Hall" 11, Clive Row, 5<sup>th</sup> Floor, Kolkata-700001** on **Monday, 26<sup>th</sup> September, 2016**, at **12.00 Noon** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	<b>Ordinary Resolution To consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.</b>		
2.	<b>Ordinary Resolution for Re-appointment of Mr. Tanmoy Mondal (DIN: 06391885) who retire by rotation and being eligible, offers herself for re-appointment.</b>		
3.	<b>Ordinary Resolution to ratify appointment of M/s. Maroti &amp; Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors for the financial year ended 31.03.2017.</b>		
4.	<b>Ordinary Resolution to appoint Mr. Rathindra Nath Ghosh (DIN: 00152267) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as an Independent Director with effect from 26th September,2016 upto 30th September,2021.</b>		
5.	<b>Ordinary Resolution to approve the appointment of Ms. Kirti Sharma (DIN: 07434779) as Non Executive Director of the Company.</b>		

Signed this.....day of....., **2016**

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

Signature of Proxy holder(s):.....

Affix Revenue Stamp of Re. 1/-
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**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Intentionally Blank