



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
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SCRUTINIZER REPORT

To,
The Chairman,
Wardwizard Foods And Beverages Limited (Formerly known as Vegetable Products Limited)
Registered Office: Old Namita Road, Nandan Nagar, Belghoria, Kolkata - 83
Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara- 391243

Sub: SCRUTINIZER REPORT ON REMOTE E-VOTING CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES 2014 AS AMENDED BY COMPANIES (MANAGEMENT & ADMINISTRATION) AMENDED RULES, 2015 68TH ANNUAL GENERAL MEETING ('AGM') OF THE EQUITY SHAREHOLDERS OF WARDWIZARD FOODS AND BEVERAGES LIMITED (FORMERLY KNOWN AS VEGETABLE PRODUCTS LIMITED) HELD ON TUESDAY, SEPTEMBER 27, 2022 AT 01.07 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM).

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **August 27, 2022** of Wardwizard Foods And Beverages Limited (Formerly known as Vegetable Products Limited) ("Company") for the purpose of scrutinizing the remote E-voting process in fair and transparent manner and ascertaining the requisite majority of 68th Annual General Meeting held on **Tuesday September 27, 2022 at 01:07 p.m.** through video conferencing (VC)/ other audio visual means (OAVM) on agenda items contained in Notice dated **August 27, 2022**, submit my report as under;

<u>Resolution No.</u>	<u>Type of Resolution</u>	<u>Particulars</u>
1.	Ordinary Resolution	Adoption of the Audited Financial Statements as at 31st March, 2022
2.	Ordinary Resolution	Appointment of Mr. Yatin Sanjay Gupte (DIN: 07261150) as a Director liable to retire by rotation
3.	Ordinary Resolution	Appointment of M/S. Mahesh Udhvani & Associates, Chartered Accountants (Firm Registration No. – 129738W) as Statutory Auditors of the Company to fill the Casual Vacancy.

I, Submit the Report as under:

1. In compliance with applicable provisions of the Companies Act, 2013 ("Act"), the various relevant Ministry of Corporate affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21 /2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD-1 /CIR/P /2020/79 dated May 12, 2020, SEBI/HO/CFD /CMDVCIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2 /CIR/P/2022/62 dated May 13, 2022. issued by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 39th Annual General Meeting (AGM) of the Company will be held through VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) informed to shareholders prior to dispatched of Notice of AGM and Annual Report to shareholders through advertisement was published **Financial Express All Editions (English Newspaper) and Arthik Lipi (Bengali Newspaper) on 28th August, 2022.**



2. Pursuant to various relevant General Circular issued by the by the Ministry of Corporate Affairs in the year 2020-2021, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2 /CIR/P/2022/62 dated May 13, 2022 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), advertisement was published in **Financial** Express All Editions (English Language Newspaper having Nationwide Circulation) and Arthik Lipi (Bengali Newspaper) on **August 30, 2022** specifying the date and time of the AGM, availability of the notice on company's website and website of the Stock exchange, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
3. The Company has informed that on the basis of Register of members, it has completed dispatched of Notice of AGM and Annual Report on **August 29, 2022** by E-mail (who had registered their email ids). This is in compliance with the various relevant General Circular issued by the Ministry of Corporate Affairs, and Securities and Exchange Board of India ("SEBI") Circular dated 12th May, 2020 and 15th January 2021 ('SEBI Circulars').
4. The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting and e-voting during the AGM to the shareholders from **September 24, 2022 (9.00 a.m) to September 26, 2022 (5.00 p.m.)**. On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015.
5. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited **on August 29, 2022**.
6. Voting rights were reckoned as on **September 20, 2022**, being cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.
7. On completion of e-voting during the AGM, I unblocked the result of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and download the result.
8. On scrutiny, I report that out of **6727** shareholders, **73** (Seventy Three) shareholders had cast their votes through remote e-voting.
9. The result (**EVEN: 121444**, ISIN: **INE761D01021**) with respect to each item on the agenda as set out in the Notice of the AGM dated **August 27, 2022** is enclosed herewith;

**Item No. 1- Ordinary Resolution: Adoption of the Audited Financial Statement as at 31st March, 2022.**

Total No. of Shareholders	6727						
Total No. of Shares	109200000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 24 th September, 2022 to 26 th September, 2022						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	73	89693824	64	89693743	9	81
Total Votes Cast through e-voting at the AGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	73	89693824	64	89693743	9	81

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65904212	65904212	100.00	65904212	0.00	100.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	65904212	65904212	100.00	65904212	0.00	100.0000	0.0000
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-Voting	43295788	23789612	54.95	23789531	81	100	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	43295788	23789612	54.95	23789531	81	100	0.00
Total		109200000	89693824	82.14	89693743	81	100.00	0.00



Item No. 2- Ordinary Resolution: Appointment of Mr. Yatin Sanjay Gupte (DIN: 07261150) as a Director liable to retire by rotation.

Total No. of Shareholders	6727						
Total No. of Shares	109200000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 24 th September, 2022 to 26 th September, 2022						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	*71	56741718	*62	40265584	9	81
Total Votes Cast through e-voting at the AGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	72	56741718	62	40265584	9	81

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65904212	*16476053	25.00	*16476053	0.00	100.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	65904212	*16476053	25.00	*16476053	0.00	100.0000	0.0000
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-Voting	43295788	23789612	54.95	23789531	81	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	43295788	23789612	54.95	23789531	81	100.00	0.00
Total		109200000	40265665	36.87	40265584	81	100.00	0.00

***Note:- Wardwizard Solution India Private Limited - Promoter (holding 1,64,76,053 no. of the shares) is interested in the above mentioned Resolution & voting done by Company has not been considered.**

**Item No. 3- Ordinary Resolution: Appointment Of M/S. Mahesh Udhvani & Associates, Chartered Accountants (Firm Registration No. – 129738w) as Statutory Auditors of the Company to fill the Casual Vacancy.**

Total No. of Shareholders	6727						
Total No. of Shares	109200000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 24 th September, 2022 to 26 th September, 2022						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through Remote e-Voting	A	72	89693719	63	89693638	9	81
Total Votes Cast through e-voting at the AGM	B	0	0	0	0	0	0
Grand Total of remote e-voting/ e-voting at the AGM (A+B)	C	72	89693719	63	89693638	9	81

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65904212	65904212	100.00	65904212	0.00	100.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	65904212	65904212	100.00	65904212	0.00	100.0000	0.0000
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-Voting	43295788	23789507	54.95	23789426	81	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	43295788	23789507	54.94	23789426	81	100.00	0.00
Total		109200000	89693719	82.13	89693638	81	100.00	0.00






POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

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Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

Based on the aforesaid result, we report that Item Nos. 01 to 03 of the Notice of the AGM dated August 27, 2022 have been passed with the requisite majority.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above AGM held through Video conferencing.

Thanking You,

Yours Faithfully,

Pooja Amit Gala

(Practicing Company Secretary)

ACS No: 69393

COP No: 25845

ICSI UDIN: A069393D001064191

Peer Review Number: 2423/2022

Date: 28th September, 2022

Place: Thane