



**FORM NO. MGT-13**

**Report of Scrutinizer**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended]**

To,  
The Chairman  
Vegetable Products Limited  
Subol Dutt Building, 6<sup>th</sup> Floor  
13, Brabourne Road,  
Kolkata - 700001.

The 62<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Vegetable Products Limited held on Monday, the 26<sup>th</sup> of September, 2016 at "Conference Hall" of 11, Clive Row, 5th Floor, Kolkata-700 001.

Sir,

1. I, P. Doleswar Rao, Practicing Company Secretary (Membership No. A38387 & Certificate of Practice No. 14385) and Proprietor of P D Rao & Associates have been appointed as a Scrutinizer by the Board of Directors of Vegetable Products Limited (the Company) for the purpose of:
  - (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
  - (ii) Poll under the provisions of Section 109 of the Companies Act 2013 read with rule 21 of the Rules, on the resolution contained in the notice to the Annual General Meeting (AGM) of the Equity Shareholders of Vegetable Products Limited held on Monday, the 26<sup>th</sup> September, 2016 at 12.00 Noon at "Conference Hall" of 11, Clive Row, 5th Floor, Kolkata-700 001.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e voting and voting by poll at the AGM] for the resolutions contained in the Notice to the Annual General Meeting (AGM) of the Equity Share Holders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronics means (i.e. remote e-voting and Poll at the AGM)



3. The Company had appointed Central Depository Services (India) Ltd. (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from 23<sup>rd</sup> September 2016 (9.00 A.M. IST) to 25<sup>th</sup> September 2016 (5.00P.M. IST).
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM , facility of vote by poll was provided at the AGM venue.
5. The ballot box kept for voting by means of ballot paper was locked in my presence.
6. On conclusion of the Voting at the venue of the AGM, the votes casted through Ballot Papers were duly scrutinized by opening the ballot box in my presence. The ballot papers were reconciled with the records maintained by the Registrar & Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. I did not find any ballot papers invalid.
8. Thereafter , I unblocked the remote e-voting results on the CDSL e-voting platform before Sri. P. Surya Rao and P. Mahalaxmi and downloaded the e-voting results (both are not in employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

P. Surya Rao.

Name: P. Surya Rao

P. Mahalaxmi

Name: P. Mahalaxmi

[Note: Shareholders had been provided the facility of Remote E-voting and also option to vote through Ballot Paper at the venue. ]

9. Thereafter, the details inter-alia list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from e-voting website of Central Depository Services (India) Limited i.e.. <http://www.evotingindia.com> and based on such reports generated from the website of CDSL and the votes casted through the Ballot Papers at the venue of the AGM, the results of the voting stands as under :



(a) **Resolution No. 1:**

Adoption of the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2016 and the Report of the Board of Directors and Auditors thereon.

(i) **Voted in favour of the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	32	102092965	99.9999%
Voting Through Poll	7	166	Negligible
<b>Total</b>	<b>39</b>	<b>102093131</b>	<b>99.9999%</b>

(ii) **Voted against the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	0	0	0
Voting Through Poll	1	1030	0.0001%
<b>Total</b>	<b>1</b>	<b>1030</b>	<b>0.0001%</b>

(iii) **Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid (In person or by Proxy)	Total Number of votes cast by them
Voting Through Electronic Means	0	0
Voting Through Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**(b) Resolution no. 2:**

**Re-appointment of Mr. Tanmoy Mondal (DIN:06391885) as Director who retires by rotation and, being eligible, offers himself for re-appointment:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	30	102090865	99.9999%
Voting Through Poll	7	166	Negligible
<b>Total</b>	<b>37</b>	<b>102091031</b>	<b>99.9999%</b>

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	2	2100	0.0001%
Voting Through Poll	1	1030	Negligible
<b>Total</b>	<b>3</b>	<b>3130</b>	<b>0.0001%</b>

**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid (In person or by Proxy)	Total Number of votes cast by them
Voting Through Electronic Means	0	0
Voting Through Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**(c) Resolution No. 3:**

**Ratify Appointment of M/s. Maroti & Associates, Chartered Accountants as statutory auditors of the Company for the Financial Year ended 31.03.2017:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	32	102092965	99.9999%
Voting Through Poll	7	166	Negligible
<b>Total</b>	<b>39</b>	<b>102093131</b>	<b>99.9999%</b>

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	0	0	0
Voting Through Poll	1	1030	0.0001%
<b>Total</b>	<b>1</b>	<b>1030</b>	<b>0.0001%</b>

**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid (In person or by Proxy)	Total Number of votes cast by them
Voting Through Electronic Means	0	0
Voting Through Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



(d) Resolution No. 4:

Appointment of 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 :

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	30	102090865	99.9999%
Voting Through Poll	7	166	Negligible
<b>Total</b>	<b>37</b>	<b>102091031</b>	<b>99.9999%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	2	2100	0.0001%
Voting Through Poll	1	1030	Negligible
<b>Total</b>	<b>3</b>	<b>3130</b>	<b>0.0001%</b>

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid (In person or by Proxy)	Total Number of votes cast by them
Voting Through Electronic Means	0	0
Voting Through Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**(e) Resolution No. 5:**

**Appointment of Ms. Kirti Sharma (DIN: 07434779) as Non Executive Director of the Company who shall be eligible to retire by rotation:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	31	102091565	99.9999%
Voting Through Poll	7	166	Negligible
<b>Total</b>	<b>39</b>	<b>102091731</b>	<b>99.9999%</b>

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	1	1400	0.0001%
Voting Through Poll	1	1030	Negligible
<b>Total</b>	<b>2</b>	<b>2430</b>	<b>0.0001%</b>

**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid (In person or by Proxy)	Total Number of votes cast by them
Voting Through Electronic Means	0	0
Voting Through Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Recommendation:**

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,  
Yours truly,

For M/s P D Rao & Associates  
Practicing Company Secretaries

P. Doleswar Rao.

( P. Doleswar Rao - Proprietor )  
Membership No. A38387  
CP No. 14385



Place: Kolkata

Dated: 27<sup>th</sup> September, 2016