

# 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>

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the **61st Annual General Meeting** of the Members of Vegetable Products Limited will be held at **52, Old Nimta Road, Near Belgharia Railway level crossing, Gate No.2, Belgharia, Kolkata-700083. 24 Pgs (North) on Saturday, 26th September, 2015 at 12.30 P.M.** to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet and Profit & Loss Account of the Company for the financial year ended 31st March, 2015 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Pradeep Kumar Daga (DIN: 00080515) 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 62nd 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. Sub division or splitting of equity shares from nominal value of Rs.10/- each equity share to Re.1/- each equity share and in this regard to consider if though fit to pass with or without modification following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 & 61(1)(d) of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendment, modification, variation or re-enactment thereof, for the time being in force and the provisions of the Articles of Association of the Company and subject to requisite approvals required, if any, consent of the members be and is hereby accorded to sub-divide 1 (one) fully paid equity share having nominal value of Rs.10/- (Rupees Ten) each into 10 (ten) fully paid equity shares having nominal face value of Re.1/- (Rupee One) each share and the relevant Capital clauses "5" in the Memorandum of Association be and hereby substituted or altered accordingly as proposed in the resolution set out at item No. 5.

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**RESOLVED FURTHER THAT** upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically canceled and be of no effect on and from the 'Record Date' of sub-division as may be decided by the Board of Directors and the Company shall issue and dispatch the new share certificate(s) of the Company in lieu of existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of subdivided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division subject to applicable provisions of Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee which the Board may constitute for this purpose) be and are hereby authorized to issue new share certificates representing the subdivided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares as aforesaid and/or credit the members' account maintained with the Depositories, subject to compliance with provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things required to be done in this regard including to fix the 'Record Date' for subdivision and execute such documents, instruments and writings as may be required in this connection including without limitation filing of documents with the regulatory authorities, admission of securities with the Depositories, listing of the Equity Shares on the Bombay Stock Exchange Limited and the other Stock Exchange in India, and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or any Director or Company Secretary to give effect to the aforesaid Resolution."

5. Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company and to pass and in this regard to consider and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 61(1)(d) and 64 read with rule 15 of the Companies (Share Capital & Debenture) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment, modification or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to increase the existing authorized share capital of company from 7,20,00,000 divided into 72,00,000 (Seventy Two Lacs) Equity shares of Rs.10/- (Rupees Ten) each to Rs.11,00,00,000/- (Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lacs ) equity share of Rs.10/- each and authorized share capital of company be and hereby suitably altered accordingly as under

5. "The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs.10/- each with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company for the time being. The Company shall have power to increase or reduce, consolidate or subdivided the Capital of the Company for the time being and from time to time and to divide the shares in Capital for time being or the new Capital into several classes and denomination and to issue any shares of the original or further Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of the Association of the Company and subject to the provisions of the Companies Act, 2013, for the time being in force."

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**RESOLVED FURTHER THAT** subsequent upon sub-division of Equity Shares of the Company as proposed in the resolution set out at item No. 4 aforesaid the authorized share capital of company be and hereby suitably altered by substituting the following for the existing Clause 5 of the Memorandum of Association of the Company:

5. “The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 11,00,00,000 (Eleven Crore ) Equity Shares of Re.1/- each with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company for the time being. The Company shall have power to increase or reduce, consolidate or subdivide the Capital of the Company for the time being and from time to time and to divide the shares in Capital for time being or the new Capital into several classes and denomination and to issue any shares of the original or further Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of the Association of the Company and subject to the provisions of the Companies Act, 2013, for the time being in force.”

**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.”

6. Approval for Issue of Bonus Shares and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable regulatory authorities as may be required and pursuant to the relevant provisions of Articles 61 of the Article of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly authorized by the Board in this behalf), and subject to such permissions, sanctions and approvals as may be necessary in this regard, consent of the Members be and is hereby accorded to the Board for capitalization such sum standing to the credit of the securities premium / free reserves and Capital Redemption Reserve of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re. 1 (Rupee one only) each to be issued as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on 'Record Date' as may be fixed in this regard by the Board, in the proportion of Nine (9) new fully paid-up Equity Shares of Re. 1/- each for every 5 (Five) fully paid-up Equity Share of Re. 1/- each held by the Members, i.e. in the ratio of 9:5 on 'Record Date' as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the Equity Shares so allotted as bonus shares shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

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**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus shares and that the Certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed from time to time, except in respect to those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.

**RESOLVED FURTHER THAT** the allotment of the bonus equity shares as aforesaid, to the extent they relate to the Non-Resident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations there under, as amended from time to time, as may be necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to apply for Listing of Bonus Shares to the Stock Exchange where the shares of the Company is listed and to make necessary application with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the aforesaid resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions from time to time as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter within changed circumstances, if any, as it may at its discretion deem necessary or desirable for such purpose and delegate all or any of the powers as conferred by this resolution on it, to any Committee or Sub-Committee of Directors of the Company to give effect to the aforesaid resolutions .”

**Registered Office:**

**Subol Dutt Building**

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

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

**CIN: L01122WB1953PLC021090**

**Dated the 26th Day of August, 2015**

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

**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 i.e. by **12.30 P.M on 24th September, 2015.**

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- 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.
  - 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 **21st September, 2015 to 26th September, 2015 (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.

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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.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2014-2015 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. **Process and manner for members opting for E-voting**
  - 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 Clause 35B of the Listing Agreement, 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 National Securities Depository Limited (NSDL).
  - 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.
  - III. 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.
  - IV. The remote e-voting period commences on 23rd September, 2015 (9:00am) and ends on 25th September, 2015 (5:00pm). 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> day of September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “**VPL Remote e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “**Vegetable Products Limited**”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pramod2677@gmail.com](mailto:pramod2677@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the annexure or at the bottom of the Attendance Slip for the AGM :
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: **1800-222-990**.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **19th day of September, 2015**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 19th day of September, 2015** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@vegetableindia.com](mailto:info@vegetableindia.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: **1800-222-990**.

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- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Pramod Agarwal, Company Secretary in whole time practice (C.P. Membership No. F-4193) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.vegetableindia.com](http://www.vegetableindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and other exchanges where the share of the company are listed.

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**CIN: L01122WB1953PLC021090**

**Dated the 26th Day of August, 2015**

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

**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, 5 and 6 of the accompanying notice dated 26th day of August, 2015.

**To Resolution No. 4**

The Equity Shares of the Company were listed on with The Calcutta Stock Exchange Ltd. where the share were not traded actively and with due endeavourer of the Management the equity share of the company are listed on the Bombay Stock Exchange Ltd. (BSE) on 13-05-2015 and are now actively traded at BSE. Currently, the market price of the shares of the Company has witnessed a significant spurt over last few months. High price of the Equity Shares of the Company keeps the small and retail investors away from trading in your Company’s shares leading to reduction in the liquidity of the shares of the Company in the stock market. With a view to improve the liquidity in the stock market with higher floating stock and to make it affordable to all the class of investors, the Board of Directors of the Company at its meeting held on 26th day of August, 2015, has recommended a Stock Split i.e. a sub-division of each fully paid equity share of nominal / face value of Rs.10/- each into 10 (Ten) equity shares of nominal / face value of Re.1/- each and accordingly the existing Authorised Share Capital of the Company will be altered as per the resolution proposed in the item no 5 to the Notice of 61st AGM dated 26-08-2015 and henceforth subject to the approval of Members, the face value of Equity Share shall be Re.1/- each. The Record Date will be fixed by the Board after the approval of the Members is obtained for the aforesaid sub-division of the Equity Shares.



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The approval of the Members of the Company is being sought to the above sub-division pursuant to section 61 of the Companies Act, 2013 at item no. 4 of the Notice. Upon the above sub-division being approved by the Members in terms of the Resolution at item No. 4 of the Notice, clause '5' of the Memorandum of Association of the Company are required to be suitably altered. The Resolution at item No. 5 of the Notice relates to the alteration of clause '5' of the Memorandum of Association to reflect the sub-division of the equity share capital of the Company and hence of a consequential nature.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and the investors and hence recommends the subdivision of the face value of the Equity Shares, and passing of the Resolutions at item Nos. 4 as **Ordinary Resolutions**

A copy of the existing Memorandum of Association and the Articles of Association of the Company along with the proposed draft amendment is available for inspection by the Members of the Company at the Registered Office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Public Holidays) and also at the venue of the AGM on 26th day of September, 2015 upto the date of declaration of the results of the E-voting.

None of the Directors or Key Management Personnel or their relatives are concerned or interested in the aforesaid resolutions at item no. 4 of the Notice, except to the extent of their respective Shareholdings in the Company.

## **To Resolution No. 5**

The proposed split and Bonus Issue require amendment in capital Clause of the Memorandum of Association of the Company. Accordingly Clause '5' of the Memorandum of Association is proposed to be amended as set out in Item No.5 of the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company. The Board recommends the resolutions as set out in Item No.5 of the accompanying notice for the approval of the members of the Company as **Ordinary Resolutions**.

The Resolution at item No.5 of the Notice relates to the alteration of clause '5' of the Memorandum of Association to reflect the sub-division of the equity share capital of the Company and hence of a consequential nature.

A copy of the existing Memorandum of Association and the Articles of Association of the Company along with the proposed draft amendment is available for inspection by the Members of the Company at the Registered Office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Public Holidays) and also at the venue of the AGM on 26th September, 2015 upto the date of declaration of the results of the E-voting.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

## **To Resolution No. 6**

Your Company is pleased to inform you that the Company has decided to issue bonus shares to the existing shareholders of the Company as on the 'Record Date' as may be decided by the Board. The interest of investors has grown significantly during the last quarter which has increased the market price of the Company's shares significantly. This is coupled with the general positive sentiment of the investors upon listing of its equity on BSE Limited. The Audited Financial Statements of the Company as on 31st March, 2015 represent Rs.7,60,00,000/- standing to the credit of Securities Premium / Free Reserves and Capital Redemption Reserve Account of the Company and to capitalize such sum and to pass on the benefit to its shareholders of amount lying in Securities Premium and Capital Redemption Reserve, your directors considered it is necessary to propose for the issuance of bonus shares.

# 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>

In furtherance to above and to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 26th day of August, 2015, has considered, approved and recommended for the approval of Shareholders, the issuance of bonus shares in the proportion of Nine (9) fully paid New Equity Shares of Re.1/- each for every Five (5) fully paid equity share of Re. 1/- each to the existing shareholders as on the record date by way of capitalization of free reserves which shall include both Securities Premium and Capital Redemption Reserve.

The issue of Bonus shares subsequent upon sub-division of share of par value of the shares, inter alia, require appropriate adjustments and hence of a consequential nature.

The Board of Directors is of the opinion that the aforesaid issuance of Bonus Share is in the best interest of the Company and the investors and hence recommends the passing of the Resolutions at item Nos. 6 as Ordinary Resolutions. This proposal shall also increase liquidity of the Equity Shares of the Company by making available new shares in the market to be traded and also reward the Members by allotting bonus equity shares. Currently, the Equity Shares of the Company is traded on Bombay Stock Exchange (BSE).

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

**Registered Office:**

**Subol Dutt Building,  
13, Brabourne Road, 6th Floor,  
Kolkata - 700 001 (W.B.)  
CIN: L01122WB1953PLC021090  
Dated the 26th Day of August, 2015**

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

**Shivani Khanna  
Company secretary**

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## EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished in respect of Directors proposed to be appointed / reappointed.

Name of the Director	<b>Mr. Pradeep Kumar Daga</b>	
Date of Birth	November 22, 1966	
Age	49 years	
Date of Appointment	February 04, 2012	
Qualifications and Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 25 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.	
Directorships held in other Indian Public Companies (other than Section 8 Companies)	Cinerad Communications Limited Daga International Ltd Mangalam Industrial Finance Ltd Responce Capital Limited Responce Commodities Limited Responce Energy Limited Responce Investments Limited Responce Renewable Energy Ltd.	
Memberships/Chairmanships of Committees in other Company	Mangalam Industrial Finance Ltd	Cinerad Communications Limited
Chairman	--	--
Member	--	Audit & Stakeholders Relationship Committee
Number of Equity Shares held in the Company	15,000	

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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 Annual General Meeting of the Company to be held at 52, Old Nimta Road, Near Belgharia Railway Level Crossing, Gate No.2, Belgharia, Kolkata-700083, 24 Pgs (North) on Saturday, 26th September, 2015 at 12.30 P.M.

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

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

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**Annual General Meeting on Saturday, 26th day of September, 2015 at 12.30 P.M.**

## 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	CIN: L01122WB1953PLC021090
Name of the Company	Vegetable Products Limited
Registered Office	Subol Dutt Building, 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (W.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: .....

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 on **Saturday, 26th September, 2015 at 12.30 P.M. at 52, Old Nimta Road, Near Belgharia Railway Level Crossing, Gate No.2, Belgharia, Kolkata-700083. 24 Pgs (North)** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	<b>Ordinary Resolution</b> to consider, approve and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015 and the Report of the Board of Directors and Auditors thereon.		
2.	<b>Ordinary Resolution</b> to appoint a director in place of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offer himself for re-appointment.		
3.	<b>Ordinary Resolution</b> to ratify the continuation of the Statutory Auditors M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E) to hold office from the conclusion of this Meeting until the conclusion of the 62nd Annual General Meeting (AGM) of the Company.		
4.	<b>Ordinary Resolution</b> Sub division or splitting of equity shares from nominal value of Rs.10/- each equity share to Re.1 each equity share		
5.	<b>Ordinary Resolution</b> to Increase in the Authorised Share Capital upto Rs.11 Crore and to alteration of the Capital Clause in the Memorandum of Association of the Company		
6.	<b>Ordinary Resolution</b> to approval for Issue of Bonus Shares in ratio 9:5		

Signed this.....day of..... 2015

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 i.e. by 2.00 p.m. on 24th September, 2015.
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.

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## Form No. MGT-12 BALLOT / POLLING 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 Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution To appoint a director in place of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offer himself for re-appointment.			
3.	Ordinary Resolution to ratify the continuation of the Statutory Auditors M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E) to hold office from the conclusion of this Meeting until the conclusion of the 62nd Annual General Meeting (AGM) of the Company			
4.	Ordinary Resolution Sub division or splitting of equity shares from nominal value of Rs.10/- each equity share to Re.1 each equity share			
5.	Ordinary Resolution to Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company			
6.	Ordinary Resolution to approval for Issue of Bonus Shares in ratio 9:5			

#### 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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