



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

The Annual General Meeting of the Equity Shareholders of Vegetable Products Limited held on 15th September, 2018 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) Ballot 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 **15th September, 2018 at 3.00 P.M. 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 Ballot 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 Ballot 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 National Securities Depository Ltd. (NDSL), 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 Ballot at the AGM)



3. The Company had appointed National Securities Depository Ltd. (NSDL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Wednesday, 12th September 2018 (9.00 A.M. IST) to Friday, 14th September 2018 (5.00P.M. IST).
4. In respect of those Members present at the AGM who did not cast their vote by remote e-voting prior to the AGM , facility of vote by Ballot was provided at the AGM venue.
5. I unblocked the remote e-voting results on the NSDL e-voting platform before Ms. Varsha Poddar and Mr. Lakshman Prasad Shaw 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.

Varsha Poddar

Name: Ms. Varsha Poddar

Lakshman Prasad Shaw

Name: Lakshman Prasad Shaw

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

6. 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 National Securities Depository Limited i.e.. <https://www.evoting.nsdl.com> and based on such reports generated, the results of e-voting as under:



(a) Resolution No. 1:

Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the financial year ended March 31, 2018, 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	29	102340310	99.9991%
Voting Through Ballot	28	816	0.0008%
Total	57	102341126	99.9999%

(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	0.00%
Voting Through Ballot	2	56	0.0001%
Total	2	56	0.0001%

(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 Ballot	0	0
Total	0	0



(b) Resolution No. 2:

Ordinary Resolution for re-appointment of Ms. Kirti Sharma, (DIN: 07434779), as Director who retires by rotation and being eligible, offers herself 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	29	102340310	99.9991%
Voting Through Ballot	28	816	0.0008%
Total	57	102341126	99.9999%

(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	0.00%
Voting Through Ballot	2	56	0.0001%
Total	2	56	0.0001%

(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 Ballot	0	0
Total	0	0



(c) Resolution No. 3:

Ordinary Resolution for re-appointment of Mr. Tanmoy Mondal, (DIN: 06391885), as Managing Director (Key Managerial Personnel) of the Company for the term of consecutive five years, with effect from 14th day of May 2019.:

(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	28	97356310	99.9991%
Voting Through Ballot	28	816	0.0008%
Total	56	97357126	99.9999%

(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	0.00%
Voting Through Ballot	2	56	0.0001%
Total	2	56	0.0001%

(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 Ballot	0	0
Total	0	0



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: 17.09.18