

VEGETABLE PRODUCTS LIMITED

Annual Report
2017-18



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CORPORATE INFORMATION'S

Board of Director(s)

Tanmoy Mondal
Pradeep Kumar Daga
Kirti Sharma
Arun Chakraborty
Sudarson Kayori
Rathindra Nath Ghosh

Managing Director & CEO
Non-Executive Director
Non-Executive Woman Director
Independent Director
Independent Director
Independent director

Company Secretary & CFO

Shivani Khanna

Company Secretary cum
Compliance Officer
Chief Financial Officer

Utpal Dey

Registered Office

Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700 001, (W.B.), India
Ph. Nos.: +91 33 2231 5686 / 5687
E-Mail : vp11953@yahoo.com

Principal Bankers

HDFC Bank Ltd.
Kotak Mahindra Bank

Statutory Auditors

M/s. Maroti & Associates
9/12, Lalbazar Street, Block - "E"
3rd Floor, Room No. 2,
Kolkata - 700 001
Tel.: +91 33 2231 9391 / 9392
Fax.: +91 33 2243 8371
E-Mail : mkmaroti@gmail.com

Registrar & Share Transfer Agent

M/s. ABS Consultant Pvt. Ltd.
"Stephen House", 6th Floor,
Room No. 99, 4, B. B. D. Bag (E),
Kolkata - 700 001
Tel.: +91 33 2243 0153
E-Mail : absconsultant@vsnl.net

CIN

L01122WB1953PLC021090

Website

www.vegetableindia.com

Audit Committee

Chairman	Arun Chakraborty
Member	Tanmoy Mondal
Member	Sudarson Kayori

Stakeholders' Relationship Committee

Chairman	Sudarson Kayori
Member	Arun Chakraborty
Member	Rathindra Nath Ghosh

Nomination & Remuneration Committee

Chairman	Arun Chakraborty
Member	Sudarson Kayori
Member	Rathindra Nath Ghosh

DIRECTOR'S REPORT TO THE MEMBERS

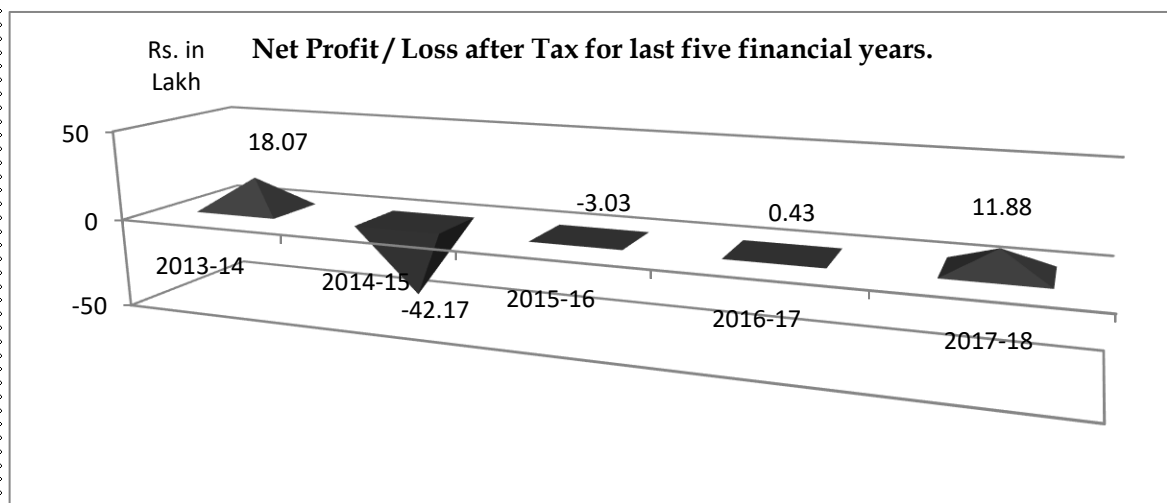
Dear Shareholders,

We are presenting the **64th Annual Report** of the Company along with the Standalone Audited Statement of Accounts for the year ended on **31st March, 2018**. The financial results for the year are given below.

SUMMARISED FINANCIAL RESULTS :

Rs. in Lakh

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Sales & Other Income	42.02	43.53
Profit before Interest, Depreciation & Exceptional Items	20.98	9.88
Interest	(6.91)	(6.91)
Depreciation	(2.13)	(2.35)
Exceptional Items	0.00	0.00
Profit / (Loss) before Tax	11.94	0.62
Provision for Tax	(2.28)	0.00
Deferred Tax	(0.06)	(0.19)
MAT Tax Credit Availed	2.28	0.00
Profit after Tax	11.88	0.43
Add : Balance Brought forward from previous year	(480.33)	(480.76)
Appropriations		
Dividend on Preference Share	0.00	0.00
Tax on distributed preference dividend	0.00	0.00
Sales Tax Paid for Earlier Year	0.00	0.00
Balance carried to Balance Sheet	(468.46)	(480.33)



REVIEW OF OPERATIONS & PROSPECTS :

Your Company has recorded a profit of Rs. 11.88 Lakh during the year under review as compared to profit of Rs. 0.43 Lakh incurred in the previous year. The company's turnover during the year has nil because of discontinuance of production since July, 2011. In spite of this the company could achieve this growth because of continuous effort in other area of business. However, looking to the present scenario, your directors could not foresee a glimpse of bright future. Your directors are putting their full efforts to bring the company in a sustainable position in this competitive market through all possible measures. Your directors bring new projects in the area of agriculture business and Construction Company to boost the turnover and profit of the company in the future scenario. The required approvals to start the new projects is still pending from the various departments, whereas your directors are waiting for approvals to start the new projects. We set hope that once we get the approvals from the department the new projects shall be started accordingly.

Your Company is making all out endeavor to rise to the market expectations to protect and achieve enhanced value for all its stakeholders i.e. shareholders, employees, consumers and society in general.

DIVIDEND :

Your directors regret their inability to recommend any dividend to equity shareholders for the year 2017-18.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND :

Since there was no unpaid/unclaimed Dividend declared and paid in previous year, the provisions of Section 125 of the Companies Act, 2013 is not applicable to the Company.

SHARE CAPITAL :

The Company's paid-up equity share capital as on March 31, 2018 was Rs. 1092 lakhs.

DIRECTORS :

Pursuant to the provisions of section 149 of the Act, Mr. Arun Chakraborty (DIN: 00140430), Mr. Rathindra Nath Ghosh (DIN:00152267) and Mr. Sudarson Kayori (DIN:00165816) were appointed as independent directors of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Approval of members is being sought for re-appointment of Mr. Tanmoy Mondal (DIN: 06391885) for the term of consecutive five years effective from 14th day of May, 2019 up to 13th day of May, 2024 as set out in explanatory statement annexed to the notice convening this Meeting.

Director Ms. Kirti Sharma (DIN: 07434779) retire by rotation and, being eligible, offer herself for re appointment.

The members are requested to refer to the Notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors proposed to be appointed.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. Tanmoy Mondal (DIN 06391885), Chief Executive Officer and Managing Director, Mr. Utpal Dey, Chief Financial Officer and Mrs. Shivani Khanna (ICSI Membership No. A33730), Company Secretary. There has been no change in the key managerial personnel during the year.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS :

Pursuant to the provisions of the Companies Act, 2013 and SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and other Committees of the Board. At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

COMMITTEES OF THE BOARD :

Currently, the Board has three committees: the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee. During the year 4 (Four) Audit Committee Meetings, 4 (Four) Nomination & Remuneration Committee Meetings and 6 (Six) Stakeholders' Relationship Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

NOMINATION & REMUNERATION POLICY :

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

NO. OF BOARD MEETINGS :

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 14 (Fourteen) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER POLICY :

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The vigil mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Chairman of Audit and Chairman of the Board looks into the complaints raised.

AUDITORS :

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s. Maroti & Associates, Chartered Accountants (Firm registration Number 322770E), were appointed as statutory auditors of the Company from the conclusion of the 63rd Annual General Meeting (AGM) of the Company held on September 19, 2017 till the conclusion of the 68th Annual General Meeting (AGM) of the Company.

AUDITOR'S REPORT

The Auditor's Report to the Shareholders does not contain any reservation, qualification or adverse remarks.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P. D. Rao & Associates, Company Secretaries in practice (C.P. No. 14385 & Membership Number A38387) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed herewith as "Annexure 1" to this report.

COST AUDITOR

Appointment of Cost Auditor pursuant to section 148 of the Companies Act, 2013 is not applicable to the company. Hence Cost Auditor has not been appointed for the financial year 2017-2018.

CASH FLOW STATEMENT

In accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Cash Flow statement duly verified by the Auditors is annexed herewith.

FINANCE

Cash and cash equivalents as at March 31, 2018 was Rs. 581.95 lakhs. The Company continues to focus on judicious management of its working capital, receivables and other working capital parameters were kept under strict check through continuous monitoring.

MATERIAL CHANGES AND COMMITMENT :

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report.

RISK MANAGEMENT :

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

DEPOSITS

During the year under reference, the Company has not accepted any deposits from the public and as such, within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

LOANS, GURANTEES AND INVESTMENTS

The provision of section 186 of the Co. Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), are not applicable, as the Company has not given any loans or guarantees during the year. The details of investments, if any, made by the Company is given in the notes of the financial statements.

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS18) has been made in the notes to the Financial Statements. The policy is available on the website of the company (<http://www.vegetableindia.com/cc/rpt.pdf>).

SUBSIDIARY COMPANIES

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

DIRECTORS'S RESPONSIBILITY STATEMENTS

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2018 and state that :

- i) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with the proper explanation relating to material departure, if any.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit or loss of the Company for the year under review.
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

PARTICULARS OF EMPLOYEES :

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT :

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and requirements under the Companies Act, 2013, the Report on Corporate Governance together with Statutory Auditors view and management discussion & analysis report regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

PRESERVATION OF DOCUMENTS :

All the documents as required under the Act, has been properly kept at the registered office of the Company.

LISTING WITH STOCK EXCHANGE :

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2017-18 to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

Further The Company has applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same has been delisted from The Calcutta Stock Exchange Ltd. (CSE) with effect from 23.02.2018 vide their notice dated 22.02.2018.

FRAUD REPORTING :

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

SECRETARIAL STANDARDS OF ICSI :

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

According to the provision of Sec. 135 of the Companies Act 2013, companies having a net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute CSR (Corporate Social Responsibility) Committee. However, your Company does not fall in the above said criteria and hence not required to constitute the said Committee.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

BUSINESS RESPONSIBILITY REPORT :

The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 mandates inclusion of Business Responsibility Report (BRR) as part of the Annual Report for top hundred listed entities based on market capitalization. We does not fall in the top hundred listed entities and hence not provided the BRR as part of our Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information of Conservation of Energy as required under section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts), Rules 2014 along with details of technology absorption and foreign exchange earnings & outgo are given by way of Annexure-3 to Director's Report.

POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on the website of the Company. The policies are reviewed periodically by the board and updated based on need and new compliance requirement.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY :

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

ARCHIVAL POLICY

The policy deals with the retention and archival of corporate records of Vegetable Products Ltd. The policy is available on the website of the company : <http://www.vegetableindia.com/investor.html>.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees.

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, no complaints were reported to the Board and no cases have been files under the Act as the Company is keeping the working environment healthy.

IMPLEMENTATION OF INDIAN ACCOUNTING STANDARDS (IND AS)

The Ministry of Corporate Affairs (MCA), Government of India has notified the Companies (Indian Accounting Standards) Rules, 2015 on 16 February 2015.

Further, a Press Release was issued by the MCA on January 18, 2016 outlining the roadmap for implementation of Indian Accounting Standards (IND AS) converged. Though the Company is required to adopt IND AS from the year 2017-18 onwards

Reconciliation of total income for the year ended March 2017

Particulars	Year Ended as on 31.03.2017
Total Comprehensive Income as per previous GAAP	42,827
Adjustments:	-
Fair Valuation of Investments	
Total Comprehensive Income as per Ind AS	42,827

ACKNOWLEDGEMENT

Your Directors like to place on record their appreciation for the unstinted support and assistance received by the Company from the Central and State Governments and its Bankers.

The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company's well being.

For and on behalf of the Board

Place : Kolkata
Date : 28th day of May, 2018.

Pradeep Kumar Daga
Chairman & Director
DIN: 00080515

Tanmoy Mondal
Managing Director
DIN : 06391885

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To The Members

M/s. Vegetable Products Ltd.

Subol Dutt Building, 6th Floor

13, Brabourne Road, Kolkata – 700001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vegetable Products Limited (CIN: L01122WB1953PLC021090)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **M/s. Vegetable Products Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Vegetable Products Limited** ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company during the period under review;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Reg., 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998**(Not applicable to the Company during the Audit Period);**
6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:
- (a) Food Safety and Standard Act, 2006;
 - (b) Essential Commodities Act,1955;
 - (c) Vegetable Oil Products Production & Availability-VOPPA(Regulation) Order,2011;
 - (d) Intellectual Property Rights related laws;
 - (e) Factories Act, 1948;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We further report that

- The Company has applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same has been delisted from The Calcutta Stock Exchange Ltd. (CSE) with effect from 23.02.2018 vide their notice dated 22.02.2018 is under review.

P D Rao & Associates
Practising Company Secretaries

Signature :

Name : CS P. Doleswar Rao (Proprietor)

Mem. No. : A38387

C. P. No. : 14385

Place: Kolkata

Date: 28.05.2018

Note: This report is to be read with our letter of even date which is annexed as Annexure 'I' and form forms an integral part of this report.

ANNEXURE 'I' OF THE SECRETARIAL AUDIT REPORT

To The Members

M/s. Vegetable Products Ltd.

Subol Dutt Building, 6th Floor

13, Brabourne Road, Kolkata – 700001.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P D Rao & Associates
Practising Company Secretaries

Signature :

Name : CS P. Doleswar Rao (Proprietor)

Mem. No. : A38387

C. P. No. : 14385

Place: Kolkata

Date: 28.05.2018

ANNEXURE '2' TO THE BOARDS REPORT

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN As on the Financial Year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L01122WB1953PLC021090
- ii) Registration Date : 13.06.1953
- iii) Name of the Company : VEGETABLE PRODUCTS LIMITED
- iv) Category/Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered Office and Contact details : **Registered Office :**
Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700001 (West Bengal)
Tel.: +91 33 2231 5686 / 5687
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent : **ABS Consultant Private Limited**
Stephen House, 6th Floor,
Room No.99, 4, B. B. Bag (East),
Kolkata- 700 001
Tel.: +91 33 2230 1043
Fax : +91 33 2243 0153

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	N. A.	-----	-----

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
The company has not any subsidiary company.					

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
Individuals/Hindu Undivided Family	0	0	0	0.00%	0	0	0	0.00%	0.00%
Central Government/State Government(S)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Bodies Corporate	27057520	0	27057520	24.78	27057520	0	27057520	24.78	0.00%
Financial Institutions/Banks	0	0	0	0.00%	0	0	0	0.00%	0.00%
Any Other(Specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-Total (A)(1)	27057520	0	27057520	24.78	27057520	0	27057520	24.78	0.00%
FOREIGN									
NRIs - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Other-Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
Institutions	0	0	0	0.00%	0	0	0	0.00%	0.00%
Any Other(Specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-Total(A)(2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	27057520	0	27057520	24.78	27057520	0	27057520	24.78	0.00%
PUBLIC SHAREHOLDING									
INSTITUTIONS									
Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
Financial Institutions/Banks	0	0	0	0.00%	0	0	0	0.00%	0.00%
Central Government/State Government(S)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Institutional Investors	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Venture Capi-Tal Investors	0	0	0	0.00%	0	0	0	0.00%	0.00%
Any Other(Specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-Total (B)(1)	0	0	0	0.00%	0	0	0	0.00%	0.00%

NON-INSTITUTIONS									
Bodies Corporate	72356809	886900	73243709	67.07	73296422	539700	73836122	67.62	0.82
Individuals - I. Individual Shareholders Holding Nominal Share Capital Up To Rs.1lakh.	972037	1961870	2933907	2.69	916954	1852110	2769064	2.54	5.58
ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs.1 Lakh.	5779364	185500	5964864	5.46	5303371	185500	5488871	5.02	7.87
Any Other (Specify)	0	0	0	0.00	22400	0	22400	0.02	0.02
Nri's	0	0	0	0.00	26023	0	26023	0.02	0.02
Sub-Total (B)(2)	79108210	3034270	82142480	75.22	79565170	2577310	82142480	75.22	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	79108210	3034270	82142480	75.22	79565170	2577310	82142480	75.22	0.00
Total (A)+(B)	106165730	3034270	109200000	100.00	106622690	2577310	109200000	100.00	0.00
Shares Held By Custodians And Against Which Depository Receipts Have Been Issued	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A)+(B)+(C)	106165730	3034270	109200000	100.00	106622690	2577310	109200000	100.00	0.00

(ii) SHAREHOLDING OF PROMOTERS :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	
1	Silverlake Dealers LLP	27057520	24.78%	0.00%	27057520	24.78%	0.00%	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	Silverlake Dealers LLP At the beginning of the year	27057520	24.78		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			27057520	24.78

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	Diana Commodore Pvt. Ltd. At the beginning of the year	5104400	4.67		
	Increase / (Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			5104400	4.67
2	Silvertoss Trexim Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
3	Faber Trexim Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
4	Frontier Vanijya Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
5	Bivoltine Mercantiles Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
6	Odysee Vanijya Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase (Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
7	Oasis Syntex Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
8	Priyanka Trexim & Commerce Pvt. Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
9	J.Taparia Projects Ltd. At the beginning of the year	4984000	4.56		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4984000	4.56
10	Ricon Consultants Pvt. Ltd. At the beginning of the year	4860800	4.45		
	Increase/(Decrease) in Share holding during the year	NO CHANGES DURING THE YEAR			
	At the End of the year			4860800	4.45

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	Mr. Tanmoy Mondal Managing Director cum CEO At the beginning of the year	1680000	1.54		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			1680000	1.54
2.	Mr. Pradeep Kumar Daga Non-Executive Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
3.	Ms. Kirti Sharma Non- Executive Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
4.	Mr. Arun Chakraborty Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
5.	Mr. Sudarson Kayori Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
6.	Mr. Rathindra Nath Ghosh Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
7.	MR. UTPAL DEY Chief Financial Officer At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000
8.	MRS. SHIVANI KHANNA Company secretary cum Compliance Officer At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	NO CHANGES DURING THE YEAR			
	At the End of the year			0	0.000

V. INDEBTEDNESS (Rs. In Lakhs) :

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans *	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	101.43	0	3.01	104.44
ii) Interest due but not paid	136.93	0	0	136.93
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	238.36	0	3.01	241.37
Change in Indebtedness during the financial year.				
Addition	6.85	0	0	6.85
Reduction	0	0	0	0
Net Change Indebtedness	6.85	0	0	6.85
At the end of the financial year.				
i) Principal Amount	101.43	0	3.01	104.44
ii) Interest due but not paid	143.78	0	0	143.78
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	245.21	0	3.01	248.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		Tanmoy Mondal Managing Director cum CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	180000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00
2	Stock Option	00	00
3	Sweat Equity	00	00
4	Commission - as % of profit - others, specify	00	00
5	Others	00	00
	Total (A)	180000	180000

B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board/Board Committee Meetings	Commission	Others, Please Specify	
1	Independent Directors : Mr. Arun Chakraborty Mr. Sudarson Kayori Mr. Rathindra Nath Ghosh	00 00 00	00 00 00	00 00 00	00 00 00
	Total Amount (1)	00	00	00	00
2	Other Executive Directors Mr. Pradeep Kumar Daga Ms. Kirti Sharma	00 00	00 00	00 00	00 00
	Total Amount (2)	00	00	00	00
	Total (B) = (1+2)	00	00	00	00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shivani Khanna Company secretary	Utpal Dey Chief Financial Officer	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	180000	360000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00
2	Stock Option	00	00	00
3	Sweat Equity	00	00	00
4	Commission - as % of profit - others, specify	00	00	00
5	Others, please specify	00	00	00
	Total (C)	180000	180000	360000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officers in Default under the Companies Act, 2013 : None

Annexure-3 to Directors' Report

Information required under section 134(3)(m) of the Companies Act, 2013 read with companies (Accounts) Rules,2014

A) COSERVATION OF ENERGY

- a) Time to time Suggestions have been taken from leading consultants for proper utilization and efficient management of steam generation for reduction of energy cost and accordingly they have been implemented wherever possible.
- b) The above measures will restrict the energy cost of per ton of production in future in spite of increase in power cost.
- c) Total energy consumption and energy consumption per unit of production:

a) POWER & FUEL CONSUMPTION :			
		01.04.2017-31.03.2018	01.04.2016-31.03.2017
1	ELECTRICITY(Purchased)		
	Total (KWH)	23743.25	34050.50
	Total Amount (Rs)	384411.00	601036.00
	Rate per Unit (Rs.)	16.19	17.65
2	D.G.SET		
	Quantity (Ltrs)	0.00	0.00
	Total Amount (Rs)	0.00	0.00
	Average Rate (Rs)	0.00	0.00
3	COAL		
	Quantity (M/T)	0.00	0.00
	Total Cost (Rs)	0.00	0.00
	Average Rate (Rs)	0.00	0.00
b) CONSUMPTION PER UNIT OF PRODUCTION:			
	Electricity per M.T. of Production	0.00	0.00
	Diesel per M.T. of Production	0.00	0.00
	Coal per M.T. of Production	0.00	0.00

B) TECHNOLOGY ABSORPTION

The manufacturing unit has been closed since July, 2011 hence there are no steps taken for technology absorption and development. The Company has not taken any steps in specific areas of R&D.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended 31st March, 2018 and forms a part of Board Report.

OVERALL REVIEW :

The company's production has been discontinued with effect from the financial year 2011. However, due to non clearance by the pollution control Board the company could not restart its production. The production or operation procedure includes the use of boilers running on coal consumption which is objectionable to the Municipality & Pollution Control Board. There are various reasons behind decline in production. Even after due effort of the management to sustain in the industry it was not viable to continue with the same business line and the management has to take strong strategic decisions.

The company's business turnover during the year has nil because of discontinuance of production since July, 2011. In spite of this the company could achieve this growth because of continuous effort in other area of business. However, looking to the present scenario, your directors could not foresee a glimpse of bright future. Your directors are putting their full efforts to bring the company in a sustainable position in this competitive market through all possible measures. Your directors bring new projects in the area of agriculture business and construction company to boost the turnover and profit of the company in the future scenario.

In this situation, the management have no way but to shift the existing unit to a new remote suitable area and to diversify the existing unit into a new concept of developing and promoting the area for the fulfillment of demand of the locality and in this regard the Board at its meeting held on **22nd January, 2015** approved the proposed project viz; "**Responce City**" for building Housing Complex on the Land of the company. The Housing Complex may consists of Residential & Commercial buildings, Amusement Park, Play Ground, Hospital or Nursing Home and School etc. The company may with or without JV complete the project. The company may engage itself into Real Estate Business activity.

INDUSTRY STRUCTURE AND DEVELOPMENTS :

The Indian economy stress, as the rupee depreciates sharply. Price pressure due to high inflation, fuel cost, a weakening rupee and rising input prices remained major concern for manufacturers. Low household consumption of Vanaspati Products in India due to health conscious, change in pattern of food culture, changing life style, introduction of new models and increasing consumer awareness give tough challenges to the industries to adopt new technologies. A large number of consumer brand loyalty were increasingly affecting the industry. We did observe that commodity companies especially in the edible oils sector were losing money. Vanaspati also has been reeling from health related issues within the consumer domain.

Reserve Bank of India's policy seems to be heading towards creation of a stable, low inflation regime. The Reserve Bank of India (RBI) has started to lower the interest rates as well as increase the liquidity in the economy by taking various initiatives. The RBI has indicated that further monetary actions will be conditioned by incoming data especially on the easing of supply

constraints, pass through of rate cuts into lending rates and improved availability of key inputs such as power, land, mineral and infrastructure. Additionally, impact of US interest rates on global capital flows will determine the pace of interest rate cuts. Post the regime change in India's federal Government, there have been firm signals of development agenda and pushing of reforms required to revitalize the economy. The Government has taken measures to revive the economy by modifying FDI policies for various industries, pushing hard for infrastructure spending and towards creating smart cities. Reforms to create flexibility in labour markets, safety net for the unorganized sector and passing of GST to create a common market will go a long way to take the growth momentum to a different level.

In 2017, the cyclical upswing underway since mid-2016 continued to strengthen and the global economy witnessed a pickup in growth. According to the International Monetary Fund (IMF), the year reported the broadest synchronised global growth surge since 2010. The advanced economies witnessed expansion owing to increased investments and manufacturing output. Similarly, key emerging markets and developing economies, including Brazil, China and India, posted strong upward momentum.

Given stronger than expected economic activity in 2017, the IMF has revised its growth forecast for the United States from 2.3% to 2.7% in 2018 and from 1.9% to 2.5% in 2019. Stronger domestic demand in the United States is projected to increase imports. In Europe too, economic activity in 2018 and 2019 is projected to remain stronger than anticipated. Moreover, the advanced economies in Asia are expected to deliver stronger growth, while the emerging and developing ones are expected to grow at around 6.5% over 2018-19, broadly the same pace as in 2017.

India's economy picked up some pace in FY 2017-18 and the gross domestic product growth was better than FY 2016-17. The structural reform of The Goods and Services Tax (GST) within a year of demonetisation is expected to provide a boost to the economic growth and investments in the long run.

◀ OUTLOOK :

Your Company continues to implement its strategy to concentrate on its core business activity of manufacturing of edible oil. The company may enjoy the synergy in its core business activity by utilizing its profits earned from the projected business into farming of oil seeds i.e. manufacturing of raw-material and re-start manufacturing of Edible oil with use of new & advanced technological instruments at plant proposed to be shifted to a different location in remote village of West Bengal. Our backward bending strategy will continue to motivate agriculture sector in the Country and support farmers for their sustainability & livelihood. This will bring financial reliance and development of farmers and their family and the locality with betterment to the life. Your company also propose to continue its trading business activity to generate revenue. We presumed our strategy in the best interest of stakeholders and the company. A success to the presumed strategy may allow us to propose dividend in near future.

◀ OPPORTUNITIES AND THREATS :

The company foresee glimpse of opportunity in the Real Estate as The Government has pushed big ticket reforms to provide housing for the masses with the introduction of their policy viz. 'Housing for All by 2022'. In India, the pace of urbanization has not been able to match its peers globally. Approximately 30% of India's population lives in cities as compared to an average 50% globally and 70% in developing nations and substantial portions of this population lives in illegal,

shanty towns. The Government expects that half of the population would be shifting to urban cities by 2050. Further the government's initiation of SMART CITY concept is also one motivating factor.

According to a report by CREDAI and JLL India, the Indian real estate sector is projected to reach a market size of \$180 billion by 2020, a sharp rise from \$126 billion in 2015. The housing sector's contribution to the Indian GSP is expected to almost double to more than 11% by 2020 up from an estimated 5-6% today. A 2014 study by the National Council of Applied Economic Research indicates that every additional rupee of capital invested in the housing sector adds INR 1.54 to the gross domestic product (GDP) and every INR 1 lakh invested in residential housing creates 2.69 new jobs in the economy. Regulatory reforms, steady demand generated through rapid urbanization, rising household income and the emergence of affordable housing and nuclear housing are expected to be key drivers of growth for the real estate sector.

According to a CLSA report, there is currently no listed developer achieving sales of US\$1bn per annum in India's US\$100bn + residential market. Fragmentation is high, not just a national level, but a city level too, However disruption with demonetization in 2016 and the Real Estate Regulatory Act (RERA) reform in 2017 has triggered accelerated consolidation. Customer preferences also have shifted towards better quality and branded developments. Access to cheaper capital has gained importance as working capital requirements rise. The organized sector should be able to more than double its market share of the residential property market, to near 20% over the next five to seven years.

The CLSA report further compares the Indian and the Chinese real estate market. The top 10 Chinese developers accounted for 20% of residential properties sales in 2016, double the level of 11% in 2008. The top developers have steadily utilized their balance sheet advantages and delivery capabilities to scale-up. In 2016, the top three Chinese developers together sold US\$150bn of properties, accounting for 11% of the market share. As delivery capabilities and balance sheets start to matter more in India, it expects a similar consolidation to unfold in India as well.

The Indian residential real estate sector is at the cusp of a gradual demand revival, aided by affordability at a 15 year high and new buyer friendly regulations that have increased the confidence of property buyers. Improvement in current subdued job creation / income growth outlook could lead to even faster growth. Developers with a scalable business model are better placed to grow market share in a regulatory environment that demands greater accountability and transparency from developers.

Increase in disposable income and spending among people with moderate economic growth, leads to higher propensity to consume. We believe in the years ahead one will see more robust growth and therefore more consumption.

Further, increase in rural market for product with verity of brands, change in consumption pattern and health conscious among consumers are likely to witness growing demand of quality products in the current years. Also Technological improvements on regular basis are needed to satisfy consumers test & preferences. They tend to look for healthy products when it comes to choosing products for consumption. Newer variants of our products will help the company in getting the attention of consumers who look for healthy lifestyle products that may replace & niche demand for our products. This also requires perfect marketing mix to penetrate product in the market.

The industry has always been adversely affected by high volatility in prices of major inputs, deficiency of project management capabilities; slow down in government decision making, delays in approval by Authorities and lack of availability of skilled laborers. Natural calamities like poor weather conditions and manmade disruptions like encroachment, disruption of supply chain etc. continue to be a major constraint in the business growth. The major threat being faced are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition to sustain in the market with several brands Saffola, Dalda Active, Emami Refined Soyabean Oil, Sunflower and various. The competition became toughest when customer's brand loyalty is considered.

RISKS & CONCERNS :

Risks are inherent in every business and their successful mitigation is necessary to protect profitability. In a highly competitive market, the ability to manage diverse risks determines success for a company. Our Strategic focus on Real Estate sector in India exposes the Company to a vast variety of risks. Your Company's growth and profitability are dependent on the consumer's Life style, consumption habits & pattern along Marketing Strategies. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk which are major cause of concern to the Company.

INTERNAL CONTROL SYSTEM & ADEQUACY :

Internal control systems and procedures in the Company commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting. The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive and being replaced or scrape are sold whenever it considered waste. Checks and balances are in place and are reviewed at regular intervals to ensure that transactions are properly authorized and reported correctly.

The internal control is supplemented by an extensive programme of internal audits, review by management, documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets.

HUMAN RESOURCES :

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PEROFRMANCE :

The financial performance of the Company for the year under review is discussed in detail in the Directors Report. Your Company's finance function is responsible for correctness of all financial information, timely reporting of business metrics, ensuring complete financial propriety & control, effective risk management, treasury operations and institutional investor relations. The function is organized along with finance teams for each business unit which work within well defined parameters and policies to ensure flexibility, speed and control at the same time.

Regular presentations of audit reports including significant audit findings and compliance assurance along with the implementation status and resolution timelines is made to the Audit Committee of the Board by the internal auditors. Every quarter, the statutory auditors also make a presentation of the summary of audit issues to the Audit Committee.

CAUTIONARY STATEMENT :

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time.

For and on behalf of board of directors

Place : **Kolkata**
Date : **28th day of May, 2018**

(Tanmoy Mondal)
Managing Director & CEO
DIN : 06391885

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (Listing Regulations).

MANDATORY REQUIREMENTS

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics

2) BOARD OF DIRECTORS

2. a) Composition:

As on 31st March, 2018, the Board of Directors comprises of six directors consisting of five non executive directors who account for more than eighty three percent of the Board's strength as against the minimum requirement of fifty percent as per the Listing Regulations.

The composition of the Board and other details relating to their directorship in other company are given below:

Name of the Director	Designation	Number of board meetings during the year 2017-18		Whether attended last AGM held on 19th September, 2017	No of other Directorship in other Companies		Number of Committee's ² position held in other Public Companies	
		Held	Attended		Public	Private	Chairman	Member
Mr. Tanmoy Mondal	Managing Director	13	11	YES	NIL	NIL	NIL	NIL
Mr. Pradeep Kumar Daga	Non Executive Director	13	12	YES	7	2	NIL	3
Ms. Kirti Sharma	Non Executive Director	13	12	YES	3	0	NIL	NIL
Mr. Sudarson Kayori	Non Executive Independent Director	13	11	YES	3	0	NIL	2
Mr. Arun Chakraborty	Non Executive Independent Director	13	11	YES	3	0	4	2
Mr. Rathindra Nath Ghosh	Non Executive Independent Director	13	12	YES	3	0	2	3

- Memberships of the Directors in various Committees are within the permissible limits of the Listing Regulations.
- Includes Membership of Audit and Stakeholders Relationship Committees of other Indian Public Limited Companies only.

2. b) Board Meeting

The meetings of the Board of Directors are being held at regular intervals of not more than four months at the Company's Registered Office at Kolkata. The Board meets at least once in a quarter to review quarterly performance and financial results. The members of the Board have been provided with the requisite information mentioned in the Listing Regulations well before the Board Meetings. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions.

During the financial year ending 31.03.2018, 13 (Thirteen) meeting of the Board of Directors were held on : 12.04.2017, 08.05.2017, 26.05.2017, 23.06.2017, 11.08.2017, 21.09.2017, 26.09.2017, 25.10.2017, 22.11.2017, 14.12.2017, 18.01.2018, 12.02.2018, 23.03.2018 were held.

Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the code for the year 2017-18.

Name	Thirteen Board Meeting Attending Details													% of Attendance
	1	2	3	4	5	6	7	8	9	10	11	12	13	
Tanmoy Mondal														84.61%
Pradeep Kumar Daga														92.31%
Kirti Sharma														92.31%
Sudarson Kayori														84.61%
Arun Chakraborty														84.61%
Rathindra Nath Ghosh														92.31%
Present							Absent							

2. c) Code of Conduct













The Company has framed a code of conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Mr. Tanmoy Mondal, Managing Director (DIN 06391885) of the Company regarding compliance by the Board members and Senior Management Personnel, with the said code of conduct forms part of this Annual Report. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

3) AUDIT COMMITTEE

The Audit Committee meetings were held on 26.05.2017, 11.08.2017, 25.10.2017 and 12.02.2018. The attendance of each Audit Committee member is as under:-

Members	Category	Number of meetings attended
Mr. Arun Chakraborty	Chairman	4
Mr. Sudarson Kayori	Member	4
Mr. Tanmoy Mondal	Member	4

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Listing Regulations as well as in Section 177 of the Companies Act, 2013. At the invitation of the Company, representatives of internal auditors and statutory auditors and & Secretary, who acted as Secretary to the Audit Committee, also attended the Audit Committee meetings to respond to queries raised at the Committee meetings.

Name	Four Audit Committee Meeting Attending Details				% of Attendance
	1	2	3	4	
Arun Chakraborty					100.00%
Sudarson Kayori					100.00%
Tanmoy Mondal					100.00%



Present





















Absent

4) STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee of the Board comprises three Non Executive Independent Directors. During the year under reference, Six (6) meetings were held on 12.04.2017, 25.04.2017, 08.05.2017, 19.06.2017, 14.12.2017 and 16.03.2018. The composition of the said committee as on 31.03.2018 and details of meetings attended by the Members of the Committee are given below:

Members	Category	Number of meetings attended
Mr. Sudarson Kayori	Chairman	5
Mr. Arun Chakraborty	Member	4
Mr. Rathindra Nath Ghosh	Member	6

Name	Six Stakeholders Relationship Meeting Attending Details						% of Attendance
	1	2	3	4	5	6	
Sudarson Kayori							83.33%
Arun Chakraborty							66.67%
Rathindra Nath Ghosh							100.00%



Present



Absent

The Company Secretary viz. Mrs. Shivani Khanna has been designated as the Compliance Officer. During the year ended 31st March, 2018, the committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal.

Number of shareholders' complaints received so far	NIL
Number not solved to the satisfaction of shareholders	NIL
Number of pending complaints	NIL













5) NOMINATION & REMUNERATION COMMITTEE

The terms of reference of the Nominations & Remuneration Committee are as follows :

1. Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time and take steps to refresh the composition of the Board from time to time.
2. Provide guidance and direction in developing and implementing the reward philosophy of the Company.
3. Evaluate and approve the appointment and remuneration of senior executives, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits.
4. Review progress on the Company leadership development programs, including for promotion to the Board, employee engagement initiatives and employee surveys.
5. Consider and approve matters relating to normal retirement plans, Voluntary Retirement and Early Separation Schemes for employees of the Company.
6. Establish key performance metrics to measure the performance of the Managing Director and the executive team including the use of financial, non-financial and qualitative measures.
7. Evaluate executive team performance regularly to strengthen the cumulative annual assessment and to provide timely feed-back to the assessed individuals.
8. Developing a view on the human resources capability in the business by periodically engaging with levels below the executive team.
9. Review and recommend to the Board the remuneration and commission to the managing and executive directors and define the principles, guidelines and process for determining the payment of commission to non-executive directors of the Company.

Nomination and Remuneration Committee has presently three Non-Executive Directors and all of them are Independent Directors. During the year under review, four (4) committee meetings were held on 26.05.2017, 11.08.2017, 25.10.2017 and 12.02.2018. The Composition and attendance of the said committee as on 31.03.2018 are given below:

Members	Category	Number of meetings attended
Mr. Arun Chakraborty	Chairman	4
Mr. Sudarson Kayori	Member	4
Mr. Rathindra Nath Ghosh	Member	4

Name	Four Nomination and Remuneration Committee Meeting Attending Details				% of Attendance
	1	2	3	4	
Arun Chakraborty					100.00%
Sudarson Kayori					100.00%
Rathindra Nath Ghosh					100.00%



Present



Absent

Performance evaluation criteria for Independent Directors :

The framework used to evaluate the performance of the Independent Directors is based on the expectation that they are performing their duties in a manner which should create and continue to build sustainable value for the shareholders, and in accordance with the duties and obligations imposed upon them.

Remuneration Of Directors :

Remuneration to Non-Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Section 197 of the Companies Act, 2013. Sitting fees for attending each meeting of the Board/or Committee if any, paid to Non-Executive Directors are within the limits imposed by the Act.

None of the Non-Executive Directors has any material financial interest in the Company apart from the remuneration by way of fees received by them during the year.

6) OTHER DISCLOSURE

1. Corporate Social Responsibility (CSR) Committee: According to the provision of the Companies Act, 2013 the said committee is not applicable to our Company and hence the same has not being constituted.
2. During the year under reference, Independent directors met once viz on 08.03.2018
3. During the financial year ended March 31, 2018 a no related party transactions was held on the promoters Director and others with the Company's Directors or their relatives.
4. The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.
5. The Company does not have any subsidiary company.
6. All Accounting Standards mandatorily required have been followed without exception in preparation of the financial statements.
7. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the year under reference.
8. The Company has established a vigil mechanism/whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company.
9. No money was raised by the Company through public issue, rights issue etc. in the last financial year.

10. Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters, if any, as required by Regulation 34(3) of the Listing Regulations.
11. There is no non-compliance of any of the requirements of Corporate Governance Report as required under the Listing Regulations.
12. Compliance Certificate for Corporate Governance from Auditors of the Company forms part of this report.
13. As required under Regulation 17(8) of Listing Regulations, the Executive Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2018.
14. As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. It's also available on the website of the Company.

6) GENERAL BODY MEETINGS

(a) (i) The details of Annual General Meetings of the Company held in the last three years are as under:

Financial Year	Date	Time	Venue
2016-2017	19.09.2017 Tuesday	10.00 A.M.	"Conference Hall" 11, Clive Row, 5th floor, Kolkata-700001
2015-2016	26.09.20.16 Monday	12.00 Noon	"Conference Hall" 11, Clive Row, 5th floor, Kolkata-700001
2014-2015	26.09.2015 Saturday	12.30P.M	Old Nimta Road, Belgharia, Kolkata-700083

(ii) There were **no extra-ordinary** general meeting held in the last three years.

(iii) Whether any special resolutions passed in the previous 3 AGM/EGM?

Yes, the details of which are given hereunder :- **AGMs**

Date	Matter
19.09.2017	To re-appoint Mr. Arun Chakraborty (DIN: 00140430), Independent Director of the Company for a second term under the provisions of the Companies Act, 2013
19.09.2017	To re-appoint Mr. Sudarson Kayori (DIN: 00165816), Independent Director of the Company for a second term under the provisions of the Companies Act, 2013

(iv) There were no special resolutions passed at the last Annual General Meeting of the Company through postal ballot.

(v) The procedure for postal ballot is as per the provisions of the Companies Act, 2013 and rules made thereunder namely The Companies (Management and Administration) Rules, 2014.

(vi) Whether any special resolution is proposed to be conducted through postal ballot?

Special Resolutions to be passed at the ensuing Annual General Meeting of the Company are not proposed to be put through postal ballot. However, for other special resolutions, if any, in the future, the same will be decided at the relevant time.

7) MEANS OF COMMUNICATIONS

(a) Quarterly results :	
(i) Which newspaper normally published in	All India edition of Financial Express, English daily and Arthik Lipi, Bengali newspaper in the state of Bengal.
(ii) Any website, where displayed	www.vegetableindia.com
(b) Shareholder's grievances/complaints:	
Grievances redressal E-mail for investors	info@vegetableindia.com

8) GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting to be held :	
Day, Date, Time and Venue :	
Day	Saturday
Date	15th day of September, 2018
Time	3.00 P.M.
Venue	"Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001
As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the 64th AGM to be held on 15th day of September, 2018.	
(b) Financial Calendar :	
Year ending	March 31, 2018
AGM in	September
(c) Dates of Book closure :	10th September, 2018 to 15th September, 2018 (Inclusive of Both days)
(d) Stock Exchange related information :	
(i) Listing on Stock Exchanges:	(i) BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Web: http://www.bseindia.com (ii) The Company has Voluntarily delisted from The Calcutta Stock Exchange Ltd. w.e.f. 23.02.2018.
(ii) Codes on Stock Exchanges:	(i) BSE Ltd. : 539132

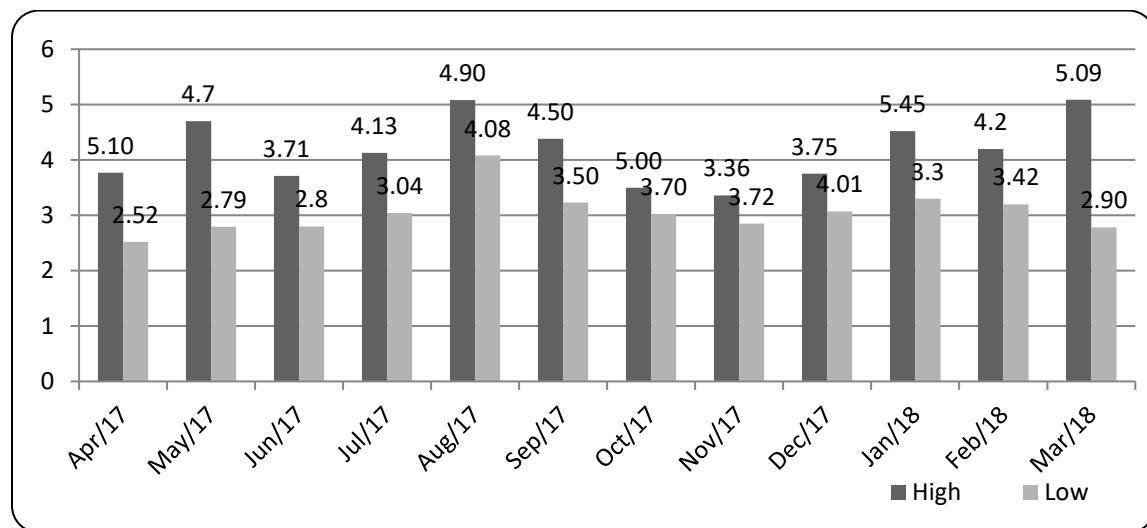
(f) ISIN No. for the Company's Listed Securities:

Equity Shares in Demat Form

INE761D01021

(g) The details of monthly highest and lowest closing quotations of the equity shares of the Company during the financial year 2017-18 are as under:**BSE Ltd.**

Month	High	Low
April'17	3.77	2.52
May'17	4.70	2.79
June'17	3.71	2.80
July'17	4.13	3.04
August'17	5.08	4.08
September'17	4.38	3.23
October'17	3.50	3.02
November'17	3.36	2.85
December'17	3.75	3.07
January'18	4.52	3.30
February'18	4.20	3.20
March'18	5.09	2.78



Graph showing the month-wise high and low of equity share in BSE Platform.

(h) Registrar and Transfer Agents:

Name and Address	M/s. ABS Consultant Pvt. Ltd. "Stephen House", 6th Floor, Room No. 99, 4, B.B.D. Bag (E), Kolkata-700001.
Telephone No.	+ 91 33 2243 0153
Email Id.	absconsultant@vsnl.net
(i) Share Transfer System:	97.64% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Registrar and Share Transfer Agents at the above mentioned addresses.

(j) Distribution of shareholding :

The shareholding distribution of equity shares of face value of Re. 1/- each as at March, 2018 is given below:

Sr. No.	No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Share holding
1.	Upto 500	406	24.47	46849	0.04
2.	501-1000	484	29.17	346158	0.32
3.	1001-2000	373	22.48	525943	0.48
4.	2001-3000	166	10.01	458780	0.42
5.	3001-4000	10	0.60	35397	0.03
6.	4001-5000	38	2.29	163596	0.15
7.	5001-10000	115	6.93	760658	0.70
8.	10001 and above	67	4.04	106862619	97.86
	Total	1659	100.00	109200000	100.00

(k) Shareholding Pattern as at 31st March, 2018:

Sr. No.	Category	No. of shares held	% of shareholding
1.	Promoters	27057520	24.78
2.	Directors & their Relatives	1680000	1.54
3.	Resident Individuals	6577935	6.02
4.	Bodies Corporate	73836122	67.62
5.	Trusts	22400	0.02
6.	NRIs and OCBs	26023	0.02
	Total	109200000	100.00

(l) Dematerialization of equity shares :

About 97.64% of total equity share capital is held in dematerialized form with NSDL and CDSL.

(m) Address for Correspondence :

Vegetable Products Limited
"Subol Dutt Building" 13, Brabourne Road, 6th
Floor, Kolkata-700001

**DECLARATION ON COMPLIANCE OF THE COMPANY'S
CODE OF CONDUCT**

Annexure - I

To,
M/s. Vegetable Products Limited
Subol Dutt Building,
13, Brabourne Road, 6TH Floor, Kolkata-700001

The Company has a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company in terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2018.

Place: **Kolkata**

Tanmoy Mondal

Date : **28th Day of May, 2018.**

Managing Director & CEO (DIN : 06391885)

CEO AND CFO CERTIFICATION

We Tanmoy Mondal, Managing Director & CEO and Utpal Dey, Chief Financial Officer certify that :

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 and to the best of our knowledge and belief :
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- d) i) There has not been any significant change in internal control over financial reporting during the year under reference;
ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of Board of Directors

Place: **Kolkata**

(Tanmoy Mondal)

(Utpal Dey)

Date : **28th day of May, 2018**

Managing Director & CEO Chief Financial Officer

DIN 06391885

**AUDITORS CERTIFICATE ON
CORPORATE GOVERNANCE**

To,
The Members of **Vegetable Products Limited**

We have examined the compliance of conditions of Corporate Governance by **Vegetable Products Limited** for the year ended on **31st March, 2018** as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Maroti & Associates
Chartered Accountants
Firm Registration No: 322770E

Place: **Kolkata**
Date : **28th Day of May, 2018**

Radhika Patodia
Partner
Membership No: 309219

INDEPENDENT AUDITOR'S REPORT

To the Members of

VEGETABLE PRODUCTS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **VEGETABLE PRODUCTS LIMITED** ('the Company'), which comprise the balance sheet as at 31st March 2018, the Statement of profit and loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate

in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its Profit, the changes in equity and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The balance sheet, the statement of profit and loss including other comprehensive income, Statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
 - e. On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position.

- b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
- c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.

For Maroti & Associates
Chartered Accountants
Firm Registration No: 322770E

Radhika Patodia
Partner
Membership No: 309219

Place: **Kolkata**

Date : **28th Day of May, 2018**

Annexure - A to the AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2018, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
C) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.

5. The Company has not accepted any deposits from the public during the year and does not have any unclaimed deposits as at 31st March, 2018. Accordingly, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company for the year under audit. Accordingly, this clause is not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, Goods and Service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, Goods and Service Tax, cess and other material statutory dues were in arrears as at 31st March 2018 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2018 for a period of more than six months from the date of becoming payable.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Maroti & Associates
Chartered Accountants
Firm Registration No: 322770E

Radhika Patodia
Partner
Membership No: 309219

Place: Kolkata

Date : 28th Day of May, 2018

Annexure - B to the AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **VEGETABLE PRODUCTS LIMITED** ("the Company") as of 31st March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Maroti & Associates
Chartered Accountants
Firm Registration No: 322770E

Radhika Patodia
Partner
Membership No: 309219

Place: **Kolkata**
Date : **28th Day of May, 2018**

VEGETABLE PRODUCTS LIMITED				
(CIN : L01122WB1953PLC021090)				
Balance Sheet as at 31st March 2018				
Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		(Rs.)	(Rs.)	(Rs.)
<u>ASSETS</u>				
Non-Current Assets :				
(a) Property, Plant and Equipment	2	575,261,149	576,766,941	578,388,334
(b) Other Intangible assets	2	1,000	1,000	1,000
(c) Financial Assets				
(i) Investments	3(a)	19,047,500	19,548,750	23,057,500
(ii) Loans	3(b)	1,378,322	1,626,622	1,626,622
(d) Deferred tax assets (net)	4	3,550,742	3,557,450	3,576,865
Current Assets :				
(a) Financial Assets		-	-	-
(i) Trade receivables	3(c)	1,615,661	1,615,661	1,615,661
(ii) Cash and cash equivalents	3(d)	58,194,934	54,702,162	50,830,595
(iii) Loans	5	7,471,841	7,836,952	7,547,660
Total Assets ::		666,521,150	665,655,538	666,644,237
<u>EQUITY AND LIABILITIES</u>				
Equity :				
(a) Equity Share capital	6(a)	109,200,000	109,200,000	109,200,000
(b) Other Equity	6(b)	532,125,940	532,230,469	533,615,607
<u>LIABILITIES</u>				
Non-current liabilities :				
(a) Financial Liabilities				
(i) Borrowings	7	24,520,700	23,836,048	23,151,396
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)	4	-	-	-
(d) Other non-current liabilities	8	301,000	301,000	301,000
Current liabilities :				
(a) Provisions	9	227,609	-	209,746
(b) Other current liabilities	10	145,901	88,021	166,488
Total Equity and Liabilities ::		666,521,150	665,655,538	666,644,237
see accompanying notes to the financial statements	1 - 21	For and on behalf of the Board		
In terms of our report of even date FOR MAROTI & ASSOCIATES Chartered Accountants	Tanmoy Mondal Managing Director DIN : 06391885	Pradeep Kumar Daga Director DIN : 00080515		
(Radhika Patodia) Partner Membership No. 309219 Firm Registration No. 322770E Place : Kolkata Date : 28th Day of May, 2018	Utpal Dey Chief Financial Officer	Shivani Khanna Company Secretary ACS : 33730		

VEGETABLE PRODUCTS LIMITED				
(CIN : L01122WB1953PLC021090)				
Statement of Profit and Loss for the period ended 31st March, 2018				
	Particulars	Note No.	As at	As at
			31.03.2018	31.03.2017
			(Rs.)	(Rs.)
I	Revenue From operations	11	-	-
II	Other Income	12	4,202,157	4,353,501
III	Total Income (I+III)		4,202,157	4,353,501
IV	EXPENSES			
	Power & Fuel		403,106	610,995
	Employee benefits expense	13(a)	646,800	647,556
	Depreciation and amortization expenses	13(b)	213,484	235,179
	Other expenses	14	1,053,506	2,106,762
	Finance costs	15	690,776	690,767
	Total expenses (IV)		3,007,671	4,291,259
V	Profit/(loss) before exceptional items and tax (I - IV)		1,194,486	62,242
VI	Exceptional Items		-	-
VII	Profit/(loss) before exceptions items and tax (V - VI)		1,194,486	62,242
VIII	Income Tax expense:	17		
	(1) Current tax		(227,609)	-
	(2) Deferred tax		(6,708)	(19,415)
	(3) MAT Credit Entitlement		227,609	-
IX	Profit/(Loss)for the period from continuing operations (VII - VIII)		1,187,778	42,827
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X - XI)		-	-
XIII	Profit/(loss) for the period (IX + XII)		1,187,778	42,827
XIV	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-

	Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
			(Rs.)	(Rs.)
XV	Total Comprehensive Income for the period(XIII+ XIV) Comprising Profit (Loss) and Other comprehensive Income for the period)	19	1,187,778	42,827
XVI	Earnings per equity share (for continuing operation):			
	(1) Basic		0.011	0.0004
	(2) Diluted		0.011	0.0004
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earning per equity share (for discontinued & continuing operation)			
	(1)Basic	0.011	0.0004	
	(2) Diluted	0.011	0.0004	

See accompanying notes to the financial statements

1 - 21

For and on behalf of the Board

In terms of our report of even date
FOR MAROTI & ASSOCIATES
Chartered Accountants

Tanmoy Mondal
Managing Director
DIN : 06391885

Pradeep Kumar Daga
Director
DIN : 00080515

(Radhika Patodia)
Partner
Membership No. 309219
Firm Registration No. 322770E

Utpal Dey
Chief Financial Officer

Shivani Khanna
Company Secretary
ACS : 33730

Place : Kolkata

Date : 28th Day of May, 2018

STATEMENT OF CHANGES IN EQUITY
VEGETABLE PRODUCTS LIMITED

(CIN : L01122WB1953PLC021090)

Statement of Changes in Equity for the period ended 31st March, 2018

6A. Equity Share Capital

Balance at the beginning of the reporting period	10,92,00,000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	10,92,00,000

6B. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Capital Reserve/ Capital Redemption Reserve	Securities Premium Reserve	General Reserve/ Revaluation Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	-	58,00,000	57,44,64,230	(4,80,33,761)	53,22,30,469
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	11,87,778	11,87,778
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other change	-	-	-	-	(12,92,307)	-	(12,92,307)
Balance at the end of the reporting period	-	-	-	58,00,000	57,31,71,923	(4,68,45,983)	53,21,25,940

Statement of Changes in Equity for the period ended 31st March, 2017**6C. Equity Share Capital**

Balance at the beginning of the reporting period	10,92,00,000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	10,92,00,000

6D. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Capital Reserve/ Capital Redemption Reserve	Securities Premium Reserve	General Reserve/ Revaluation Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	-	58,00,000	57,44,64,230	(4,80,76,588)	53,21,87,642
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	42,827	42,827
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	58,00,000	57,44,64,230	(4,80,33,761)	53,22,30,469

In terms of our report of even date

For and on behalf of the Board

FOR MAROTI & ASSOCIATES
Chartered Accountants

Tanmoy Mondal
Managing Director
DIN : 06391885

Pradeep Kumar Daga
Director
DIN : 00080515

(Radhika Patodia)
Partner
Membership No. 309219
Firm Registration No. 322770E

Utpal Dey
Chief Financial Officer

Shivani Khanna
Company Secretary
ACS : 33730

Place : Kolkata

Date : 28th Day of May, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

		<u>As at 31.03.2018</u>		<u>As at 31.03.2017</u>	
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit/(Loss) before Tax		11,94,486		62,242
	Adjustment For:				
	Interest Paid	6,90,652		6,90,652	-
	Depreciation	2,13,484	9,04,136	2,35,179	9,25,831
	Operating Profit before Working Capital Changes		20,98,622		9,88,073
	Changes in Working Capital :				
	Decrease/(Increase) in Loans & Advances	6,13,410		(56,940)	
	(Decrease)/Increase in Current Liabilities	57,880		(78,468)	
	Decrease/(Increase) in Trade Receivables	-		-	
			6,71,290		(1,35,408)
	Cash Generated From Operating Activities		27,69,912		8,52,665
	Less: Income Tax paid/(refund)		(2,27,609)		4,42,099
	Net Cash From Operating Activities		29,97,521		4,10,566
B.	Cash Flow From Investing Activities				
	Purchase of Fixed Asset	-		(41,750)	
	Increase/ (Decrease) of Investments	5,01,251	5,01,251	35,08,750	34,67,000
			5,01,251		34,67,000
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Increase / Decrease in Unsecured Loans	6,84,652		6,84,652	
	Interest paid	(6,90,652)	(6,000)	(6,90,652)	(6,000)
			(6,000)		(6,000)
	Net Increase/(Decrease) in Cash & Cash Equivalent		34,92,772		38,71,566
	Cash & Cash Equivalent At the Beginning of the Year		5,47,02,162		5,08,30,595
	Cash & Cash Equivalent at the End of the Year		5,81,94,934		5,47,02,162

Note :

1 Cash Flow Statement has been prepared under the indirect method as set out in Ind AS -7 "Statement of Cash flows" issued by the Institute of Chartered Accountants of India.

2 **Cash & Cash Equivalents Comprise**

	<u>As as 31.03.2018</u>	<u>As at 31.03.2017</u>
Cash in Hand	98,775	2,41,526
Balance With Schedule Banks in current Account	5,80,96,159	5,44,60,636
	5,81,94,934	5,47,02,162

In terms of our report of even date

For and on behalf of the Board

FOR MAROTI & ASSOCIATES
Chartered Accountants

Tanmoy Mondal
Managing Director
DIN : 06391885

Pradeep Kumar Daga
Director
DIN : 00080515

(Radhika Patodia)

Partner

Membership No. 309219

Firm Registration No. 322770E

Utpal Dey
Chief Financial Officer

Shivani Khanna
Company Secretary
ACS : 33730

Place : Kolkata

Date : 28th Day of May, 2018

Sl. No.	<u>COMPANY OVERVIEW</u>
	<p>M/s Vegetable Products Ltd. was established & started working in the year 1953 vide Corporate Identity No. L01122WB1953PLC021090, with manufacturing of vegetable edible oil products under the “PRATAP VANASPATI” brand name. The Company after experiencing decades of ups & downs and facing tough competitive macroeconomic environment in the industrial sector of Indian economy today M/s Vegetable Products Ltd. stands as a professionally managed company wherein the overall management is vested in the Board of Directors, comprised of qualified and experienced persons. We currently have Six Directors on our Board comprise of one Managing Director and 2 Non Executive Director including one women director and the other 3 are Non-executive Independent Directors. In a country that cooks from the heart, food is more than just nourishment for the body. It is a bond that brings families together and friends closer. At "VPL" we believe it is what upholds the tradition of true Indian hospitality. That’s why we offered widest range of edible oils that helps India indulge in its passion for food, without the guilt. We shall be foraying into a wider range of agro products besides edible oils. Our dedication to quality, innovation and the promise of uncompromised health for the people of India shall shot us to top 10 positions in the Indian vegetable edible oil industry, by 2020. As a brand we are bound to meet the consumer’s changing requirements. This will make us the most respectful brands in the nation. Any complain from our customers are sincerely looked into and this is the reason behind our products popularity in the state of West Bengal and in other States. For us Quality Control is not a just routine, but is a mission. Our Esteemed Directors have the vision, courage and leadership qualities. His efforts to place the Company in a most modernized unit with upgraded process & latest equipment and machineries will surely bring success to the company.</p>
	BASIS OF PREPARATION OF FINANCIAL STATEMENTS.
a)	Basis of preparation and compliance with Ind AS
	<p>(i) For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.</p>
	<p>In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, “Ind ASs”) with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind AS for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the “Ind AS Financial Statements”) are the first financial statements, the Company has prepared in accordance with Ind AS.</p>
	<p>(ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the “Audited Previous GAAP Financial Statements”), which were approved by the Board of Directors of the Company on May 26, 2017 and May 19,2016 respectively. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.</p>

	(iii) The Company has followed the provisions of Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders’ equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.
	(iv) These financial statements were approved for issue by the Board of Directors on May 28, 2018.
b)	Segment Reporting.
	The Company does not have any income from revenue from operation and any geographical segments, hence there are no separate reportable segments as per Ind AS.
c)	Foreign currency translation.
	The Company does not have any income in Foreign Currency, hence injunction in regard to foreign currency translation did not reportable as per Ind AS.
d)	Revenue Recognition.
	Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties. Income & Expenditures are accounted for on accrual basis.
e)	Governments Grants.
	Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Moreover, during the year the company did not received any grants from the Governments.
f)	Income Tax.
	The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.
	Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.
g)	Impairment of Assets.
	The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its receive after impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
h)	Cash and cash equivalents.
	For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

i)	Basis of measurement
	The Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative.
	Fair value measurement
	The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
	i) In the principal market for the asset or liability, or
	ii) In the absence of a principal market, in the most advantageous market for the asset or liability The principal or the most advantageous market must be accessible by the Company.
	The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
	A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
	Fair value for measurement and /or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.
	The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
j)	Property, Plant and Equipment.
	Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
	Transition to Ind AS
	On transition to Ind AS, the company has elected to continue with the carrying value of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.
	Depreciation methods, estimated useful lives and residual value.
	Depreciation is calculated using the W.D.V. method to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on fixed assets added/disposed off during the year, is provided on pro-rata basis with reference to the date of addition/disposal. In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

	> Freehold Building	25 - 40	Years
	> Computer	0 - 3	Years
	> Plant and Equipment	3 - 5	Years
	The useful lives have been determined based on technical evaluation done by the management's expert which are not higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.		
	The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.		
	Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).		
k)	Functional and presentation currency		
	These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.		
	All financial information presented in Rupees has been rounded to the nearest crores with two decimals.		
l)	Standards issued but not yet effective:		
	The amendments to standards that are issued, but not yet effective, up to date of issuance of the Company's financial statements are disclosed below.		
	In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. The amendments are applicable to the Company from April 1, 2017.		
	Amendment to Ind AS 7:		
	The amendment to IndAS-7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. Ind AS-7 does not applicable for the company during the year.		
	Amendment to Ind AS 102:		
	The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity-settled awards. Market-based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement.		

m)	Borrowings.
	Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.
	Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.
n)	Borrowing Cost.
	General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.
	Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
	Other borrowing costs are expensed in the period in which they are incurred.
o)	Provisions.
	Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.
p)	Employee benefits.
	<i>(i) Short-term obligations</i>
	Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.
	<i>(ii) Other long-term employee benefit obligations</i>
	The company has complied the revised Accounting standard - 15 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year.

	<i>(iii) Bonus, Medical, gratuity & Other obligations.</i>
	No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of gratuity act.
	No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
	Share-based compensation benefits are not provided to employees via the Value Ind AS Employee Option Plan and share-appreciation rights.
	Termination benefits are payable when employment is terminated by the group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The group recognises termination benefits at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.
q)	Dividends.
	Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.
r)	Earnings per share.
	(i) Basic earnings per share
	<i>Basic earnings per share is calculated by dividing:</i>
	<ul style="list-style-type: none"> • the profit attributable to owners of the company. • by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
	(ii) Diluted earnings per share
	Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account: <ul style="list-style-type: none"> • the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and • the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.
s)	Rounding of amounts.
	All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rs. 10/- as per the requirement of Schedule III, unless otherwise stated.
	The Company will adopt these amendments from their applicability date.

VEGETABLE PRODUCTS LIMITED

(CIN : L01122WB1953PLC021090)

NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**NOTE - 2****PROPERTY, PLANTS AND EQUIPMENTS**

(Amount in Rs.)

Description	Gross Block			Depreciation			Net Block		
	As at			As at	Up to	For the	Up to	As at	As at
	01.04.2017	Addi- tion	Dele- tion	31.03.2018	31.03.2017	year	31.03.2018	31.03.2018	31.03.2017
TANGIBLE ASSETS									
LAND	56,10,78,915	-	-	56,10,78,915	-	-	-	56,10,78,915	56,10,78,915
BUILDING	3,83,22,691	-	-	3,83,22,691	2,26,81,460	14,85,917	2,41,67,377	1,41,55,314	1,56,41,231
PLANT & EQUIPMENT	38,070	-	-	38,070	16,553	3,907	20,460	17,610	21,517
COMPUTER	41,750	-	-	41,750	16,472	15,968	32,440	9,310	25,278
TOTAL	59,94,81,426	-	-	59,94,81,426	2,27,14,485	15,05,792	2,42,20,277	57,52,61,149	57,67,66,941
PREVIOUS YEAR	59,94,39,676	-	-	59,94,39,676	1,92,31,258	18,20,084	2,10,51,342	57,83,88,334	-
INTANGIBLE ASSETS									
GOODWILL	1,000	-	-	1,000	-	-	-	1,000	1,000
TOTAL	1,000	-	-	1,000	-	-	-	1,000	1,000
PREVIOUS YEAR	1,000	-	-	1,000	-	-	-	-	-

Note 3 : Financial Assets			
3(a) Investments - Non-Current			
<i>(Amounts in Rupees, unless otherwise stated)</i>			
	31 March 2018	31 March 2017	01 April 2016
Bliss Dealcom Pvt. Ltd. [38,000 (P.Y 39,000)Shares of R.S 10/- each]	1,90,47,500	1,95,48,750	2,30,57,500
Total (Equity Instruments)	1,90,47,500	1,95,48,750	2,30,57,500
3(b) Loan- Non-Current			
	31 March 2018	31 March 2017	01 April 2016
Security Deposit	3,56,775	8,32,684	8,32,684
Project Expenses under capitalisation	7,93,938	7,93,938	7,93,938
MAT Credit Entitlement	2,27,609	-	-
Total Loans	13,78,322	16,26,622	16,26,622
3(c) Trade Receivables			
	31 March 2018	31 March 2017	01 April 2016
(Unsecured , considered goods) Debts exceeding six months from due date	16,15,661	16,15,661	16,15,661
Total Loans	16,15,661	16,15,661	16,15,661
3(d) Cash and Cash Equivalents			
	31 March 2018	31 March 2017	01 April 2016
Balance with banks			
- in Current Account	2,49,585	4,36,870	7,66,223
- in Fixed Deposits Accounts	5,78,46,574	5,40,23,766	5,00,33,697
Cash in Hand	98,775	2,41,526	30,675
Total Cash and Cash Equivalents	5,81,94,934	5,47,02,162	5,08,30,595
Note 4 : Deferred Tax Assets / (Liabilities)			
	31 March 2018	31 March 2017	01 April 2016
<u>Deferred Tax Liabilities</u>			
Opening Balance	39,029	19,614	19,614
Add : Generated	6,708	19,415	-
Less : Reversed	-	-	-
Closing Balance	45,737	39,029	19,614
<u>Deferred Tax Asset</u>			
Opening Balance	35,96,479	35,96,479	35,96,479
Add : Generated	-	-	-
Less : Reversed	-	-	-
Deferred tax Asset / (Liabilities) (Net)	35,50,742	35,57,450	35,76,865
Note 5 : Loans -Current			
	31 March 2018	31 March 2017	01 April 2016
Loans and Advances (Unsecured, considered good)			
Advances receivable in cash or in kind	-	-	39,619
Interest on FD Accrued	32,52,269	33,68,242	34,47,272
TDS Recievable	3,67,413	8,22,533	5,90,180
MAT Credit Receivable	1,57,086	1,57,086	1,57,086
Other Receivable	1,52,983	-	-
Input GST (w.e.f. 1st July,2017 VAT is known as GST)	35,33,005	29,90,927	29,90,927
Central Excise/ CENVAT/ Service Tax	9,085	4,98,164	3,22,576
Total Other Current Assets	74,71,841	78,36,952	75,47,660

Note 6 : Equity Share Capital and Other Equity.**6(a) Equity Share Capital**

Authorised equity share capital :

(Amounts in Rupees, unless otherwise stated)

	Number of Shares	Amount	Amount
As at 01 April 2016	11,00,00,000	11,00,00,000	11,00,00,000
Increase during the year	-	-	-
As at 31 March 2017	11,00,00,000	11,00,00,000	11,00,00,000
Increase during the year	-	-	-
As at 31 March 2018	11,00,00,000	11,00,00,000	11,00,00,000

(i) Movements in equity share capital :

	Number of Shares	Amount	Amount
As at 01 April 2016	3,90,00,000	3,90,00,000	3,90,00,000
Increase during the year	7,02,00,000	7,02,00,000	7,02,00,000
As at 31 March 2017	10,92,00,000	10,92,00,000	10,92,00,000
Increase during the year	-	-	-
As at 31 March 2018	10,92,00,000	10,92,00,000	10,92,00,000

Terms and rights attached to equity shares :

The Company has only one class of equity share having par value of Rs. 1/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

(ii) Details of shareholders holding more than 5% shares in the company

	31 March 2018		31 March 2017		01 April 2016	
	Number of Shares	% Holding	Number of Shares	% Holding	Number of Shares	% Holding
(EQ. SH. OF RS. 10/- EACH FULLY PAID UP)						
SILVERLAKE DEALERS P LTD	27057520	24.78	27057520	24.78	22400000	20.51

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares.

6(b) Reserves and Surplus

	31 March 2018	31 March 2017	01 April 2016
Securities Premium	58,00,000	58,00,000	58,00,000
Revaluation Reserve	57,31,71,923	57,44,64,230	57,58,92,194
Retained Earnings	(4,68,45,983)	(4,80,33,761)	(4,80,76,587)
Total Reserves and Surplus	53,21,25,940	53,22,30,469	53,36,15,607

(i) Securities Premium

	31 March 2018	31 March 2017	01 April 2016
Opening Balance	58,00,000	58,00,000	58,00,000
Add : Addition During the year	-	-	-
Closing Balance	58,00,000	58,00,000	58,00,000

<i>(ii) Revaluation Reserve</i>			
<i>(Amounts in Rupees, unless otherwise stated)</i>			
	31 March 2018	31 March 2017	01 April 2016
Opening Balance	57,44,64,230	57,58,92,194	57,74,70,053
Add : Addition During the year			-
Les : Deduction	(12,92,307)	(14,27,964)	(15,77,859)
Closing Balance	57,31,71,923	57,44,64,230	57,58,92,194
<i>(iii) Retained Earnings</i>			
	31 March 2018	31 March 2017	01 April 2016
Opening Balance	(4,80,33,759)	(4,80,76,588)	(4,71,21,507)
Net Profit / (Loss) for the period	11,87,778	42,827	(3,03,243)
Sales Tax Earlier Paid			(6,51,838)
Closing Balance	(4,68,45,983)	(4,80,33,761)	(4,80,76,588)
Note 7 : Borrowings - Non - Current Liabilities			
	31 March 2018	31 March 2017	01 April 2016
Secured Loan			
Soft Loan from West Bengal Government	2,45,20,700	1,01,43,000	1,01,43,000
Interest Accrued and due on borrowings	-	1,36,93,048	1,30,08,396
Total Long Term Borrowing	2,45,20,700	2,38,36,048	2,31,51,396
Note 8 : Other Non - Current Liabilities			
	31 March 2018	31 March 2017	01 April 2016
Security Deposit	3,01,000	3,01,000	3,01,000
Total Non - Current Liabilities	3,01,000	3,01,000	3,01,000
Note 9 : Provision.			
	31 March 2018	31 March 2017	01 April 2016
Provision for Taxation	2,27,609	-	2,09,746
Total Short Term Provision.	2,27,609	-	2,09,746
Note 10 : Other Current Liabilities.			
	31 March 2018	31 March 2017	01 April 2016
Other Payable	1,24,744	82,334	1,56,838
Professional Tax Payable	4,180	220	-
Salary Payable	13,977	-	-
TDS Payable	3,000	5,467	9,650
Total Other Current Liabilities	1,45,901	88,021	1,66,488
Note 11 : Revenue from Operation.			
	31 March 2018	31 March 2017	
Service Charges	-	-	
Total Revenue from Operation	-	-	
Note 12 : Other Income.			
	31 March 2018	31 March 2017	
Interest	41,42,239	43,47,501	
Interest on TDS Refund	26,810	-	
Interest on Security Deposit	27,108	-	
Miscellaneous Receipt	6,000	6,000	
Total Other Income	42,02,157	43,53,501	

Note 13 : Expenses.		
13(a) Employee Benefit Expenses	<i>(Amounts in Rupees, unless otherwise stated)</i>	
	31 March 2018	31 March 2017
Salary	4,26,000	4,26,000
Contribution to P.F & E.S.I etc	40,800	41,556
Directors Remuneration	1,80,000	1,80,000
Total Employee Benefit Expenses	6,46,800	6,47,556
13(b) Depreciation and Amortisation Expenses		
	31 March 2018	31 March 2017
Depreciation	2,13,484	2,35,179
Total Depreciation and Amortisation Expenses	2,13,484	2,35,179
Note 14 : Other Expenses		
	31 March 2018	31 March 2017
E-voting processing fees	7,000	-
Certification Fees	15,000	-
Rent	38,226	41,674
Subscription	26,501	50,000
Telephone Charges	17,947	17,405
Travelling and Conveyance	6,782	4,690
General Expenses	7,822	3,382
Security Expenses	2,05,675	7,98,000
Advertisement	65,570	58,012
Listing Fees	3,16,250	2,23,500
Late Fee on GST	2,100	-
Auditors Remuneration		
For Statutory Audit (Refer Note 16(a) below)	35,400	34,500
Internal Audit Fees	5,000	5,000
Secretarial Audit Fees	15,000	15,000
Printing & Stationery	78,181	83,014
Filing Fees	11,400	10,205
Legal & Professional Charges	10,850	32,742
Rates & Taxes	22,500	58,421
Assessed Income Tax	-	1,52,169
Assessed Sales Tax	-	2,23,693
Interest on EPF	313	-
Interest on P. Tax	-	113
Interest on TDS	196	40
Meeting Expenses	5,150	3,400
Depository Fees	1,03,500	1,10,655
Postage & Courier	25,867	26,027
Repairing & Maintenance	3,400	83,910
Registrar & Transfer Agent Fees	22,576	66,610
Website Charges	5,300	4,600
Total Other Expenses	10,53,506	21,06,762

15 : Finance Cost		
	31 March 2018	31 March 2017
Interest Paid	6,90,652	6,90,652
Bank Charges and Commission	124	115
Total Payment to Auditors	6,90,776	6,90,767
16(a) : Details of Payment to Auditors		
	31 March 2018	31 March 2017
Payment to Auditors		
<i>As Auditors:</i>		
Audit Fees	30,000	34,500
Reimbursement of Expenses	5,400	-
Total Payment to Auditors	35,400	34,500
Note 17 : Income Tax Expenses		
	31 March 2018	31 March 2017
(a) Income Tax Expenses		
<i>Current Tax</i>		
Current tax on profit for the year	2,27,609	-
Adjustments for current tax of prior periods	-	-
Total Current Tax Expenses	2,27,609	-
<i>Deferred Tax</i>		
Decrease (Increase) in deferred tax assets	-	
(Decrease) Increase in deferred tax liabilities	(6,708)	(19,415)
Total deferred tax expenses (benefit)	(6,708)	(19,415)
Income Tax Expenses	2,20,902	(19,415)
Income tax expenses is attributable to :		
Profit from continuing operations	2,20,902	(19,415)
Profit from discontinuing operations		
	2,20,902	(19,415)
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
	31 March 2018	31 March 2017
Profit from continuing operations before income tax expense	11,94,486	62,242
Profit from discontinuing operation before income tax expense	-	-
	11,94,486	62,242
Tax at the Indian tax rate of 25.75% (2016-2017 - 30.09%)	3,07,580	18,729
Tax effect of:		
Adjustments of carried forward business loss	(1,71,753)	(14,187)
Expenses allowed as per IT Act	(1,35,827)	(4,542)
Tax as per MAT	2,27,609	62,242
Additional Allowance of MAT Credit	(2,27,609)	(62,242)
Current Tax Provision (A)	-	-
Incremental Deferred Tax Liability/(Assets) on account of Property, Plant and Equipment	(6,708)	16
Deferred Tax Provision (B)	(6,708)	16
Tax Expenses recognised in Statement of Profit and Loss (A+B)	(6,708)	16

Note 18 : Related party transactions.

18(a) : Subsidiaries

	31 March 2018	31 March 2017
Associates	None	None
Subsidiaries	None	None

(Amounts in Rupees, unless otherwise stated)

18(b) : Key management personnel

1. Tanmoy Mondal	- Managing Director
2. Pradeep Kumar Daga	- Director
3. Utpal Dey	- Chief Financial Officer
4. Shivani Khanna	- Company Secretary

18(c) : Transaction with Related Parties

			31 March 2018	31 March 2017
Tanmoy Mondal	Directors Remuneration	Managing Director	1,80,000	1,80,000
Utpal Dey	Salary	Chief Financial Officer	1,80,000	1,80,000
Shivani Khanna	Salary	Company Secretary	1,80,000	1,80,000

Note 19 : Earning Per Share.

	31 March 2018	31 March 2017
Net Profit after tax as per Statement of Profit and Loss (A)	11,87,778	42,827
weighted Average number of equity shares outstanding (B)	10,92,00,000	10,92,00,000
Basic and Diluted Earnings per share (')[A/B]	0.011	0.0004
Face value per equity share (')	1	1

In terms of our report of even date

For and on behalf of the Board

FOR MAROTI & ASSOCIATES

Chartered Accountants

(Radhika Patodia)
Partner
Membership No. 309219
Firm Registration No. 322770E

Tanmoy Mondal
Managing Director
DIN : 06391885

Pradeep Kumar Daga
Director
DIN : 00080515

Utpal Dey
Chief Financial Officer

Shivani Khanna
Company Secretary
ACS : 33730

Place : Kolkata
Date : 28th Day of May, 2018

**Note 20 : Fair value measurements
Financial instruments by category**

(Figures in `)

Particulars	As at 31st March, 2018				As at 31st March, 2017				As at 1st April, 2016			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets												
At Amortised Cost												
Investment in Mutual Fund	10,000,000	-	-	-	10,000,000	-	-	-	-	-	-	-
Cash and Cash Equivalents	2,301,809	-	-	-	3,344,688	-	-	-	14,268,341	-	-	-
Loans	160,034	-	-	-	160,034	-	-	-	213,034	-	-	-
At FVOCI												
Investment in Equity (Unquoted)*	1,90,47,500	-	-	1,90,47,500	1,95,48,750	-	-	1,95,48,750	2,30,57,500	-	-	2,30,57,500

* Excludes Financial Assets Measured at Cost (Refer Note 3(a))

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Note 21 : FIRST TIME IND AS ADOPTION RECONCILIATIONS

Transition to Ind AS

These are the Entity's first standalone financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Entity's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemption and exception availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities.

Accordingly, the entity has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

A.1.2 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Entity has elected to apply this exemption for its investment in equity investments.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

Ind AS 101 An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Entity made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL or FVOCI.

B. Effect of Ind AS adoption on the standalone balance sheet as at 31st March, 2017 and 1st April, 2016**(Figures in `)**

	As at 1st April 2016			As at 31st March 2017		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
ASSETS						
<i>Non-current assets :</i>						
Property, Plant and Equipment	57,83,88,334	-	57,83,88,334	57,67,66,941	-	57,67,66,941
Intangible Assets	1,000	-	1,000	1,000	-	1,000
Financial Assets						
(i) Investments	2,30,57,500	-	2,30,57,500	1,95,48,750	-	1,95,48,750
(ii) Trade receivables	-	-	-	-	-	-
(iii) Loans	16,26,622	-	16,26,622	16,26,622	-	16,26,622
Deferred tax assets (net)	35,76,865	-	35,76,865	35,57,450	-	35,57,450
<i>Current assets :</i>						
Inventories	-	-	-	-	-	-
Financial Assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Trade receivables	16,15,661	-	16,15,661	16,15,661	-	16,15,661
(iii) Cash and cash equivalents	5,08,30,595	-	5,08,30,595	5,47,02,162	-	5,47,02,162
(iv) Bank balances other than(iii) above	-	-	-	-	-	-
(v) Loans	75,47,660	-	75,47,660	78,36,952	-	78,36,952
(vi) Others (to be specified)	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Assets ::	66,66,44,237	-	66,66,44,237	66,56,55,538	-	66,56,55,538

	As at 1st April 2016			As at 31st March 2017		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
<u>EQUITY AND LIABILITIES</u>						
<i>Equity :</i>						
Equity Share capital	10,92,00,000	-	10,92,00,000	10,92,00,000	-	10,92,00,000
Other Equity	53,36,15,606	-	53,36,15,606	53,22,30,469	-	53,22,30,469
<u>LIABILITIES</u>						
<i>Current liabilities :</i>	-	-	-	-	-	-
Financial Liabilities	-	-	-	-	-	-
(i) Borrowings	2,31,51,396	-	2,31,51,396	2,38,36,048	-	2,38,36,048
(ii) Trade payables	-	-	-	-	-	-
(iii) Other financial liabilities	3,01,000	-	3,01,000	3,01,000	-	3,01,000
Provisions	2,09,746	-	2,09,746	88,021	-	88,021
Current Tax Liabilities (Net)						
Other current liabilities	1,66,489	-	1,66,489	-	-	-
<i>Total Equity and Liabilities ::</i>	66,66,44,237	-	66,66,44,237	66,56,55,538	-	66,56,55,538

C. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP

(Figures in `)

Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP

	31-Mar-17	01-Apr-16
Total Equity (Shareholders Fund) as per Previous GAAP	64,14,30,469	64,28,15,606
Adjustments:		
Fair Valuation of Investments	-	-
Total Equity (Shareholders Fund) as per Ind AS	64,14,30,469	64,28,15,606

D. Reconciliation of total income for the year ended March 2017

Particulars	31-Mar-17		
	Profit and Loss	Other Comprehensive Income	Total Comprehensive Income
Total Comprehensive Income as per previous GAAP	42,827	-	42,827
Adjustments:			
Fair Valuation of Investments	-	-	-
Total Comprehensive Income as per Ind AS	42,827	-	42,827

In terms of our report of even date
FOR MAROTI & ASSOCIATES
Chartered Accountants

For and on behalf of the Board

(Radhika Patodia)
Partner
Membership No. 309219
Firm Registration No. 322770E

Tanmoy Mondal
Managing Director
DIN : 06391885

Pradeep Kumar Daga
Director
DIN : 00080515

Place : Kolkata
Date : 28th Day of May, 2018

Utpal Dey
Chief Financial Officer

Shivani Khanna
Company Secretary
ACS : 33730

E-MAIL ADDRESS REGISTRATION FORM

In continuation of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India and pursuant to Section 101 of the Companies Act, 2013 & Rule 18(3)(i) of the Companies (management & Administration) Rule, 2014 & Rule 11 Companies (Accounts) Rule, 2014.

(For shares held in Physical Form)

To
M/s. ABS Consultant Private Limited
"Stephen House", 6th Floor,
Room No.99, 4, B.B.D.Bag (East),
Kolkata - 700 001

Sub : E-mail ID Registration & Service of documents through electronic mode.

Dear Sir,

I / We, Member(s) of **M/s. Vegetable Products Limited**, hereby give my / our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) submit to you as under :

Kindly use my / our Email ID for serving the documents in electronic mode. I / We request you to note my/our e-mail address as mention below. If there will be any change in the e-mail address, I / We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Thanking you,
Yours Faithfully

(Signature of first/sole Member)

Place :

Date :



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VEGETABLE PRODUCTS LIMITED**

CIN : L01122WB1953PLC021090

Reg. Off. : Subol Dutt Building, 13, Brabourne Road, Kolkata-700001

Phone:+91 33 22315686-87 ; Fax:+91 33 22315683

E-mail : vpl1953@yahoo.com; Website : www.vegetableindia.com