

**General information about company**

Scrip code	539132
NSE Symbol	
MSEI Symbol	
ISIN	INE761D01021
Name of the entity	VEGETABLE PRODUCTS LTD.
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PRADEEP KUMAR DAGA	ACOPD3574C	00080515	Non-Executive - Non Independent Director	Chairperson related to Promoter		11-09-2014			4	3	0		
2	Ms	KIRTI SHARMA	FROPS7833D	07434779	Non-Executive - Non Independent Director	Not Applicable		26-09-2016			4	0	0		
3	Mr	ARUN CHAKRABORTY	ACNPC7925P	00140430	Non-Executive - Independent Director	Not Applicable		19-09-2017		54	4	3	5		
4	Mr	SUDARSON KAYORI	AFKPK1009G	00165816	Non-Executive - Independent Director	Not Applicable		19-09-2017		54	4	3	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	RATHINDRA NATH GHOSH	AKDPG1347H	00152267	Non-Executive - Independent Director	Not Applicable		26-09-2016		38	4	4	2		
6	Mr	TANMOY MONDAL	BOMPM6062F	06391885	Executive Director	Not Applicable	CEO-MD	14-05-2014			1	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00140430	ARUN CHAKRABORTY	Non-Executive - Independent Director	Chairperson	01-12-2012		
2	06391885	TANMOY MONDAL	Executive Director	Member	01-12-2012		
3	00165816	SUDARSON KAYORI	Non-Executive - Independent Director	Member	01-12-2012		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00140430	ARUN CHAKRABORTY	Non-Executive - Independent Director	Chairperson	01-12-2012		
2	00165816	SUDARSON KAYORI	Non-Executive - Independent Director	Member	01-12-2012		
3	00152267	RATHINDRA NATH GHOSH	Non-Executive - Independent Director	Member	06-02-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00165816	SUDARSON KAYORI	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	00140430	ARUN CHAKRABORTY	Non-Executive - Independent Director	Member	01-04-2014		
3	00152267	RATHINDRA NATH GHOSH	Non-Executive - Independent Director	Member	06-02-2016		





<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	08-11-2018			
2	21-12-2018		42	
3		02-01-2019	11	
4		30-01-2019	27	
5		26-03-2019	54	

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	30-01-2019	Yes		08-11-2018	82		
2	Nomination and remuneration committee	30-01-2019	Yes		08-11-2018	82		
3	Stakeholders Relationship Committee	09-01-2019	Yes		10-10-2018	90		
4	Stakeholders Relationship Committee	25-01-2019	Yes		25-10-2018	91		
5	Stakeholders Relationship Committee	13-03-2019	Yes		13-11-2018	119		
6	Stakeholders Relationship Committee		Yes		29-11-2018	56		ONLY THREE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS WERE HELD IN THE QUARTER ENDED 31ST MARCH, 2019.

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Stakeholders Relationship Committee		Yes		11-12-2018	91		ONLY THREE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS WERE HELD IN THE QUARTER ENDED 31ST MARCH, 2019.

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	SHIVANI KHANNA
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.vegetableindia.com/about.html">http://www.vegetableindia.com/about.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.vegetableindia.com/contact.html">http://www.vegetableindia.com/contact.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.vegetableindia.com/contact.html">http://www.vegetableindia.com/contact.html</a>
12	Financial results	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
13	Shareholding pattern	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="http://www.vegetableindia.com/investor.html">http://www.vegetableindia.com/investor.html</a>
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	SHIVANI KHANNA
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	SHIVANI KHANNA
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	SHIVANI KHANNA
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	03-04-2019

