

VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

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

ANNEXURE TO THE NOTICE FOR THE 64TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 15TH DAY OF SEPTEMBER, 2018

Sr. No. :
Name & Registered Address
of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility :

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 64th Annual General Meeting (AGM) to be held on **Saturday, 15th day of September, 2018 at 3:00 p.m. at “Conference Hall” 11, Clive Row, 5th Floor, Kolkata - 700 001** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

| (1) EVEN (E-Voting Event No.) | (2) USER ID. | (3) PASSWORD |
|----------------------------------|-----------------|-----------------|
| | | |

The E-voting facility will be available during the following voting period:

| Remote e-Voting start on | Remote e-Voting end on |
|---|---|
| 12th September, 2018 at 9:00 A.M. (IST) | 14th September, 2018 at 5:00 P.M. (IST) |

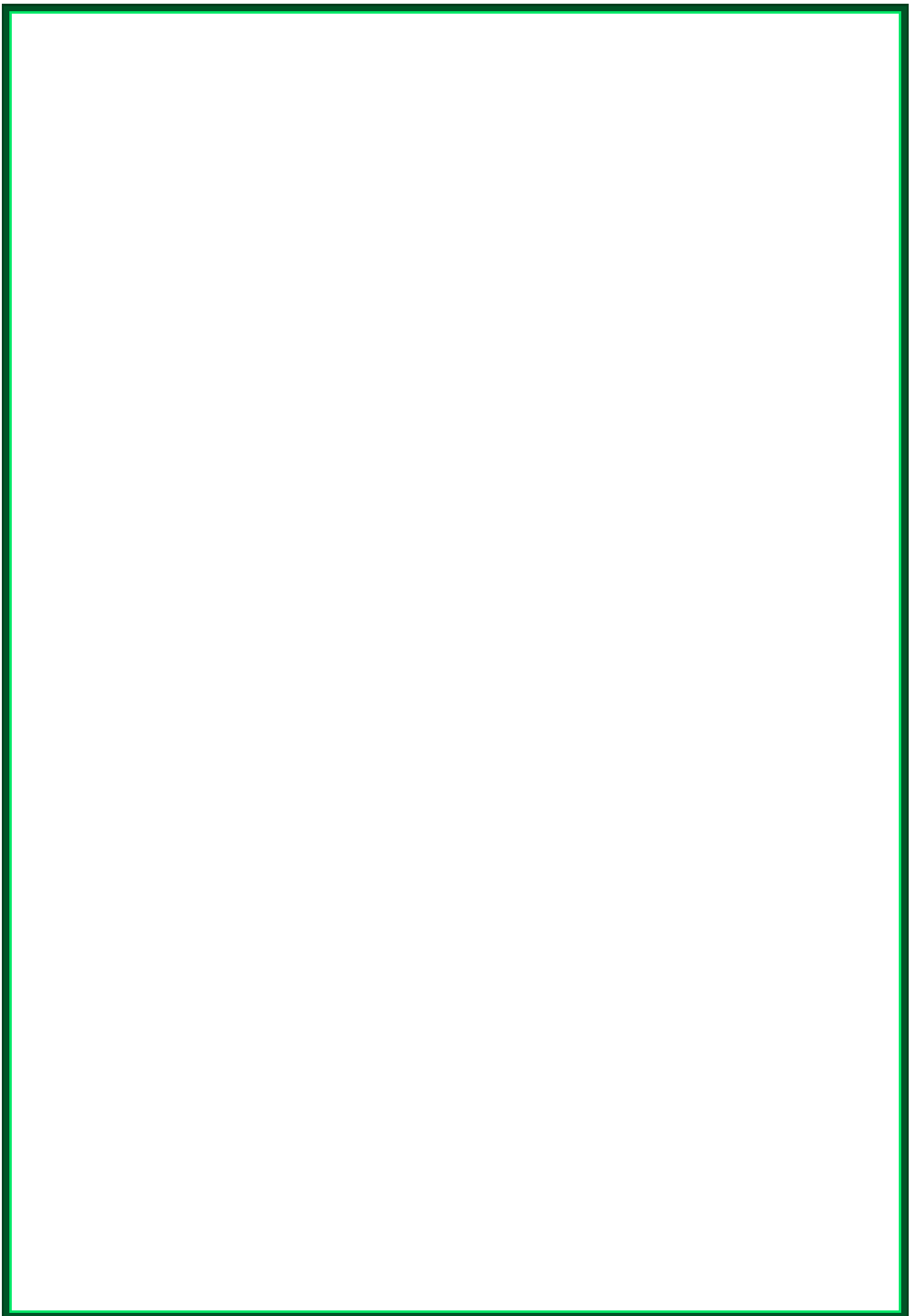
Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

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

**Sd/-
Tanmoy Mondal
Managing Director
DIN : 06391885**

**Place : Kolkata
Date : 13.08.2018**

Encl : AGM Notice / Attendance Slip / Proxy Form / Ballot Form / Annual Report



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E-mail: vp11953@yahoo.com ; Website : www.vegetableindia.com

"Notice of 64th Annual General Meeting to the Shareholders "

Notice is hereby given that the **64th Annual General Meeting** of the Members of Vegetable Products Limited will be held at **"Conference Hall", 11, Clive Row, 5th Floor, Kolkata-700001 on Saturday, 15th day of September, 2018 at 3:00 p.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Ms. Kirti Sharma (DIN: 07434779) who retire by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS :

3. Re-appointment of Mr. Tanmoy Mondal as Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Members of the Company hereby accords its approval to the reappointment of Mr. Tanmoy Mondal (DIN : 06391885), as the Managing Director for a period of five years with effect from 14th May, 2019 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Tanmoy Mondal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Registered Office:

Subol Dutt Building

13, Brabourne Road, 6th Floor,

Kolkata - 700 001 (W.B.)

CIN: L01122WB1953PLC021090

Dated the 13th Day of August, 2018

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

Sd/-

Tanmoy Mondal

Managing Director

DIN : 06391885

Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.

- b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorized by it.
 - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.
 - h) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at info@vegetableindia.com. The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
 5. The Register of Members and Share Transfer Books of the Company will remain closed from **10th September, 2018 to 15th September, 2018 (both days inclusive)**
 6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement, to the Notice and also in the section on Corporate Governance.
 7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
 8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
 9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** to facilitate better servicing.
 10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. ABS Consultant Private Limited** for their doing the needful.

11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, **M/s. ABS Consultant Private Limited** for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
14. Members may also note that the Notice of the 64th Annual General Meeting and the Annual Report 2017-2018 will also be available on the Company's website www.vegetableindia.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : info@vegetableindia.com.

15. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 64th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **12th September, 2018 (9:00 am)** and ends on **14th September, 2018 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

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

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD / PIN</u> |
|--|----------------|-----------------------|
|--|----------------|-----------------------|

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or absconsultant@vsnl.net

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

- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII.** Mr. P Doleswar Rao, Company Secretary in Practice (Membership No. A38387 and CP No. 14385) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.vegetableindia.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the exchanges where the securities of company are Listed.

Registered Office:
Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700 001 (W.B.)
CIN: L01122WB1953PLC021090
Dated the 13th Day of August, 2018

By Order of the Board
For Vegetable Products Limited

Sd/-
Tanmoy Mondal
Managing Director
DIN : 06391885

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under item No. 3 of the accompanying notice dated 13th day of August, 2018.

Item No. 3

The Board of Director (the 'Board') of the company at its Meeting held on 13.08.2018 has subject to the approval of members, re-appointed Mr. Tanmoy Mondal as Managing Director for a period of 5 (five) years, on expiry of his present term on 13.05.2019, with effect from 14th day of May, 2019 up to 13th day of May, 2024 at the remuneration of Rs. 15,000/- Per month recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Tanmoy Mondal as Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable Mr. Tanmoy Mondal (hereinafter referred to as "MD") are as under:

A. Tenure of Appointment:

The appointment of the MD is for a period of 5 years with effect from 14th day of May, 2019.

B. Remuneration:

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

(i) Remuneration:

- (a) Basic salary Rs. 15,000/- per month, with authority to the Board or a Committee thereof to fix his basic salary;
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

(ii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

C. Terms & Conditions

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company. The appointee shall not be entitled to any sitting fees for Board / Committee meetings. The above remuneration will be payable as the minimum remuneration even in the case of loss or inadequacy of profits in any financial year during the term of his appointment and will be subjected to the provisions of Schedule V of the Companies Act, 2013 and the remuneration shall not exceeding Rs. 15,000/- per month (as above). The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

At present the said perquisites, allowances, leave salary and gratuity are nil but eligible for modifications subject to the approval of remuneration.

The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 197 and section 198 of the Companies Act, 2013 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

D. Termination of Service:

The Service may be terminated by either party giving the other one months' notice subject to the applicability & compliance of relevant provisions of the Companies Act 2013 and Rules & Regulation made in its respect. **Mr. Tanmoy Mondal** shall perform such duties and exercise such powers as are entrusted to him by the Board. The above may be treated as an abstract of the terms between the Company and **Mr. Tanmoy Mondal** under Section 190 of the Companies Act, 2013.

Disclosure of Interest in the resolution

Mr. Tanmoy Mondal is interested in the resolution set out at item no. 3 of the Notice, which pertain to his re-appointment and remuneration payable to him. The relatives of Mr. Tanmoy Mondal may be deemed to be concerned or interested, in the resolution to the extent of their shareholding interest, if any, in the company. He is holding 1680000 shares of the company as on date.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relative is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Registered Office:
Subol Dutt Building
13, Brabourne Road, 6th Floor,
Kolkata - 700 001 (W.B.)
CIN: L01122WB1953PLC021090
Dated the 13th Day of August, 2018

By Order of the Board
For Vegetable Products Limited

Sd/-
Tanmoy Mondal
Managing Director
DIN : 06391885

EXHIBIT TO NOTICE

Details of Directors proposed to be appointed/reappointed at this 64th Annual General Meeting:

| | | |
|--|---|---|
| Name of the Director | Ms. Kirti Sharma | Mr. Tanmoy Mondal |
| DIN | 07434779 | 06391885 |
| Date of Birth | February 26, 1993 | April 26, 1989 |
| Date of Appointment | 20/05/2016 | 01/12/2012 |
| Qualifications | Company Secretary | Graduate in Commerce |
| Nature of Expertise | Ms. Kirti Sharma has an experience in investment management. She is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied facet of business strategic planning she will be contributing significantly in the growth of the Company. She drives projects with a focus on leveraging leading practices by defining requirements and controlling scope. She is also adept in managing risks and change. | Mr. Tanmoy Mondal, is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies. |
| Directorships held in other Indian Public Companies (other than Section 8 Companies) | Mangalam Industrial Finance Ltd. ; Cinerad Communications Ltd. ; Thirani Projects Ltd. | ----- |
| Memberships / Chairmanships of Committees in other Indian Public Companies | ----- | ----- |
| Number of Equity Shares held in the Company | 0 | 1680000 |

VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

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

Form No. MGT-12 BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Vegetable Products Limited
Registered Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)
CIN : L01122WB1953PLC021090

BALLOT PAPER

| Sl. No. | Particulars | Details |
|---------|---|---------------|
| 1. | Name of the first named Shareholder (In Block Letters) | |
| 2. | Postal address | |
| 3. | Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form) | |
| 4. | Class of Share | Equity Shares |

I hereby exercise my vote in respect of Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

| No. | Item No. | No. of Shares held by me | I assent to the resolution | I dissent from the resolution |
|-----|---|--------------------------|----------------------------|-------------------------------|
| 1. | Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2018 and the Report of the Board of Directors and Auditors thereon. | | | |
| 2. | Ordinary Resolution for re-appointment of Ms. Kirti Sharma (DIN: 07434779) who retire by rotation and being eligible, offers herself for re-appointment. | | | |
| 3. | Ordinary Resolution for re-appointment of Mr. Tanmoy Mondal (DIN: 06391885) as Managing Director (Key Managerial Personal) of the company for the term of consecutive five years, with effect from 14th day of May, 2019. | | | |

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

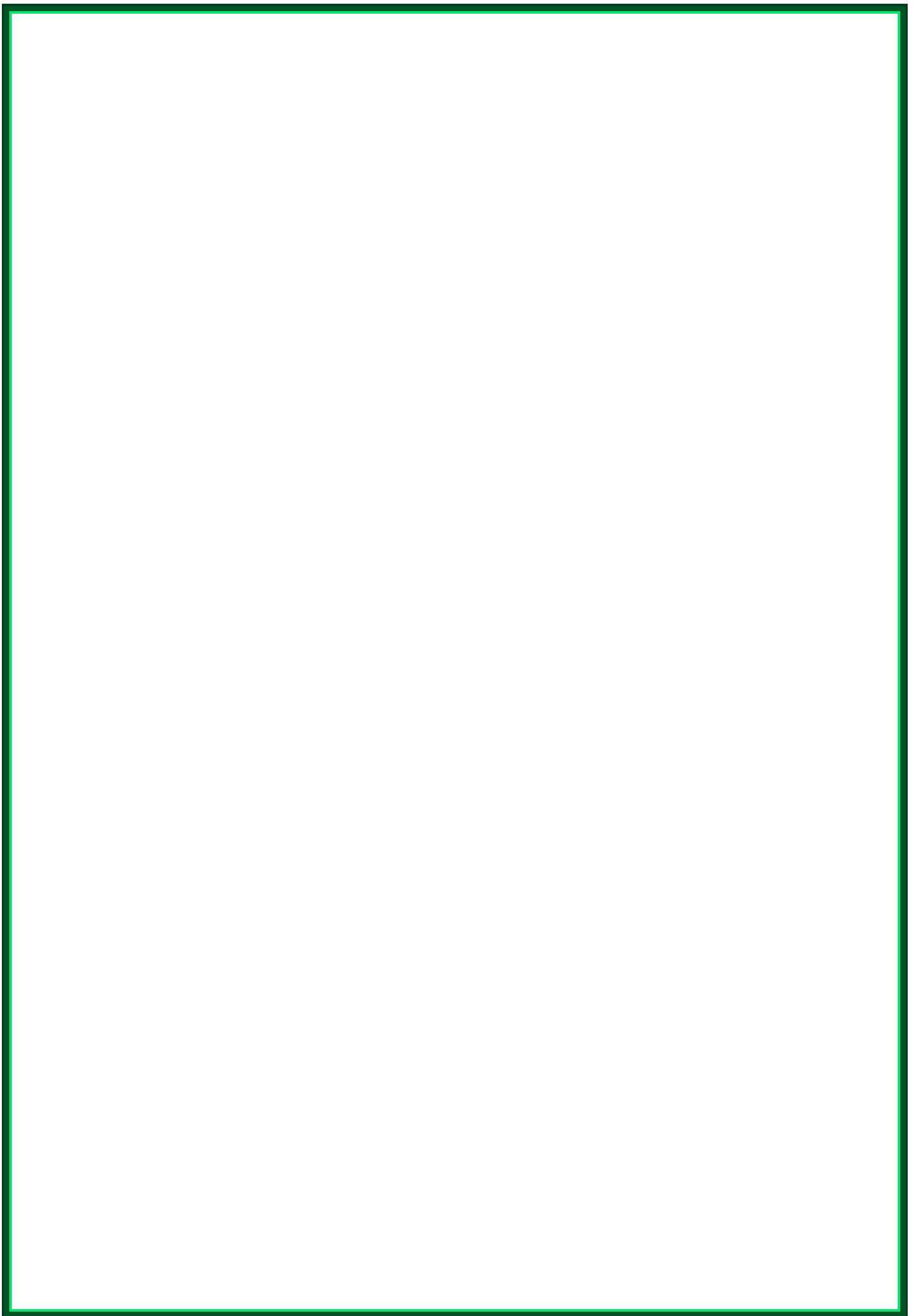
© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)



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

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF AGM VENUE

| | | |
|---|---|--|
| Name and address of the registered member | : | |
| Folio No./DP ID No./ Client ID No. | : | |
| No. of Shares | : | |

I certify that I am the registered shareholders/proxy for the registered shareholders of the Company.

I hereby record my presence at **the 64th Annual General Meeting** of the Company to be held at **"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001 on Saturday, 15th September, 2018 at 3:00 P.M.**

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

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

VEGETABLE PRODUCTS LIMITED

CIN: L01122WB1953PLC021090

Regd. Office : 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686 & 2231 5687

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

64th Annual General Meeting on Saturday, 15th day of September, 2018 at 3:00 P.M.

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|------------------------------|--|
| CIN | CIN: L01122WB1953PLC021090 |
| Name of the Company | Vegetable Products Limited |
| Registered Office | Subol Dutt Building, 13, Brabourne Road, 6th Floor, Kolkata – 700 001, (W.B) |
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| Folio No./ DP ID – Client ID | |

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- Name: Address:
Email ID: Signature: Or failing him/her
- Name: Address:
Email ID: Signature: Or failing him/her
- Name: Address:
Email ID: Signature:

-----Note : PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-----

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **64th Annual General Meeting** of the Company to be held at “**Conference Hall**” 11, Clive Row, 5th Floor, Kolkata-700001 on **Saturday, 15th September, 2018**, at 3:00 P.M. and at any adjournment thereof in respect of such resolutions:

| Serial No. | RESOLUTIONS | Optional* | |
|------------|--|-----------|---------|
| | | For | Against |
| 1. | Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2018 and the Report of the Board of Directors and Auditors thereon. | | |
| 2. | Ordinary Resolution for re-appointment of Ms. Kirti Sharma (DIN: 07434779) who retire by rotation and being eligible, offers herself for re-appointment. | | |
| 3. | Ordinary Resolution for re-appointment of Mr. Tanmoy Mondal (DIN: 06391885) as Managing Director (Key Managerial Personal) of the company for the term of consecutive five years, with effect from 14th day of May, 2019. | | |

Signed this.....day of....., **20 18**

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp of
Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.