VEGETABLE PRODUCTS LTD

CIN: L01122WB1953PLC021090
Registered Office: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.
Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara -391243
Tel: +91 6355426350 / 033-40445753
Website: www.vegetableindia.com |Email ID: vegetableproductsltd20@gmail.com / vpl1953@yahoo.com

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EOGM") of the Shareholders of Vegetable Products Limited ("Company") will be held on **Friday, August 19, 2022 at 01:00 P.M**. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility ("Notice"), to transact the following businesses: -

SPECIAL BUSINESS:

ITEM NO: TO APPOINT MRS. SHEETAL MANDAR BHALERAO (DIN: 06453413) AS MANAGING DIRECTOR AND CHAIRPERSON OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"),The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to **Mrs. Sheetal Mandar Bhalerao, (DIN: 06453413)**, as Managing Director and chairperson, of the Company who was appointed as an Additional Executive Non-Independent Woman Director on **21st May, 2022** for a period of three (3) years with effect from **21st May, 2022 to 20th May, 2025** on the terms and conditions including the remuneration as approved by the Nomination and Remuneration Committee of Rs. 3,00,000/- per month or Rs. 36,00,000/-p.a. and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the Agreement entered between the Company and Mrs. Sheetal Mandar Bhalerao and such agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mrs. Sheetal Mandar Bhalerao.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mrs. Sheetal Mandar Bhalerao be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT as per the Articles of Association of the Company, Mrs. Sheetal Mandar Bhalerao shall not be subject to retire by rotation unless the total number of Directors (including Managing Director) as are not subject to retirement by rotation exceeds one-third of total number of Directors. In such case, Mrs. Sheetal Mandar Bhalerao a shall be liable to retire by rotation so that the total number of Directors not liable to retire by rotation does not exceed one third of total number of Directors and after re-appointment Mrs. Sheetal Mandar Bhalerao shall automatically continue to hold the office of the Managing Director.

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

ITEM NO. 2: TO APPOINT MR. YATIN SANJAY GUPTE (DIN: 07261150) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yatin Sanjay Gupte (DIN – 07261150), who was appointed as an Additional Director on **21st May, 2022** pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Non-Executive- Non- Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

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ITEM NO. 3: TO APPOINT MR. SANJAY MAHADEV GUPTE (DIN: 08286993) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Mahadev Gupte (DIN – 08286993), who was appointed as an Additional Director on **21st May, 2022** pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Non-Executive- Non- Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 4: TO APPOINT MRS. NEELAMBARI HARSHAL BHUJBAL (DIN: 09195568) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mrs. Neelambari Harshal Bhujbal (DIN: 09195568),** who was appointed as an Additional Independent Woman Director on **21st May, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Woman Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **19th August, 2022 to 18th August, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 5: TO APPOINT MR. SANJAY SONI (DIN: 02613471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Sanjay Soni (DIN: 02613471),** who was appointed as an Additional Independent Director on **21st May, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **19th August, 2022 to 18th August, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 6: TO APPOINT MR. KIRAN SUHAS UPASANI (DIN: 08287618) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

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"RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Kiran Suhas Upasani (DIN: 08287618),** who was appointed as an Additional Independent Director on **21st May, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **19th August, 2022 to 18th August, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

By Order of the Board
For Vegetable Products Limited
Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No.: ACS-56279

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POR, Ramangamd,i Vadodara – 391243

Place: Vadodara
Date: 21-07-2022

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Notes:

1) In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3 /2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the forthcoming EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2) The Members can join the EOGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
3) Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
5) GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EOGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
6) Mrs. Pooja Amit Gala, a Practicing Company Secretary (Membership No. 69393), has been appointed as "Scrutinizer" to scrutinize the e-Voting process and voting at the EOGM in a fair and transparent manner and he has communicated his willingness to be appointed.

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7) In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the EOGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EOGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cspoojagala@gmail.com or upload on the VC portal / e-voting portal i.e., www.evoting.nsdl.com.
8) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the business to be transacted at the EOGM is annexed hereto.
9) 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 **Friday, the 12th August, 2022**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
10) Pursuant to the MCA Circulars, the Notice of the EOGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories. Copy of the Notice of the EOGM is also available for download on the website of the Company at www.vegetableindia.com, the e-voting portal i.e., www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e., BSE at www.bseindia.
11) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
    i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to registered by visiting https://www.purvashare.com/email-and-phone-updation/.
    ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
12) Members will be able to attend EOGM through VC/ OAVM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com by using their e-voting login credentials. On this webpage, click on the tab SHAREHOLDERS / MEMBERS, the Video Conferencing/ webcast link would be available.
13) Members who would like to express their views/ ask questions during the EOGM may register themselves as a speaker by sending their request in advance at least seven days before the EOGM. Members who do not wish to speak during the EOGM but have queries may send their queries, mentioning the name, securities demit account number/folio number, email id, mobile number to vegetableproductsltd20@gmail.com send their queries in advance 7 days prior to meeting.

14) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EOGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the EOGM.
15) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
16) The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **August 16, 2022 at 09:00 A.M**. and ends on **August, 18, 2022 at 05:00 P.M**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **August 12, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **August 12, 2022**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial**

securities in demat mode with NSDL.	**Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

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Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Tel: +91 6355426350 / 033-40445753
Website: www.vegetableindia.com |Email ID: vegetableproductsltd20@gmail.com / vpl1953@yahoo.com

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to cspoojagala@gmail.com **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., **August 12, 2022**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA. 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" or "Physical User Reset Password" option available on **www.evoting.nsdl.com** or call on toll free no. **1800 1020 990 and 1800 22 44 30.** In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **August 12, 2022** may follow steps mentioned in the Notice of the AGM/EOGM under Step 1: "Access to NSDL e-Voting system" (Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vegetableproductsltd20@gmail.com (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vegetableproductsltd20@gmail.com (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM/AGM. However, they will not be eligible to vote at the EOGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM/AGM shall be the same person mentioned for Remote e-voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **vegetableproductsltd20@gmail.com** (company email id) latest by 05:00 p.m. (IST) on **Friday 12th day of August, 2022**.The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EOGM.

Members who need assistance before or during the AGM/EOGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 to 6 of the accompanying notices:

ITEM NO. 1: TO APPOINT MRS. SHEETAL MANDAR BHALERAO (DIN: 06453413) AS MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors in their Meeting held on **21st May, 2022** approved the appointment of Mrs. Sheetal Mandar Bhalerao as Managing Director of the Company for the period of 3 years with effective from **21st May, 2022 up to 20th May, 2025**, subject to approval of members, on the terms of remuneration mentioned herein below. The same has been recommendation of the Nomination & Remuneration Committee on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below: -

a) Salary: Salary has been approved as Rs.3,00,000/- per month or Rs. 36,00,000/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

i. **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
ii. Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
iii. Free use Company's car with driver for company's business.
iv. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
v. Reimbursement of entertainment expenses incurred in the course of business of the Company.

vi. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.

vii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.

viii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.

ix. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.

x. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

xi. **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

xii. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

xiii. **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.

xiv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination& Remuneration Committee as it may in its discretion, deem feet within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.

xv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing.

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Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	**Mrs. Sheetal Mandar Bhalerao**
DIN	06453413
Date of Birth:	02-05-1978
Date of first appointment on Board:	21-05-2022
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	She has degree in Master of Business Administration in Human Resource Management and services from University of South Australia. She has more than 18 years' experience in the field of Human resource management and services. She is one of the distinguished personalities who has proved her mettle in the corporate industry and associated with many Leadership Roles in various industries.
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	1,64,76,053 equity shares (15.09%)
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company
Directorships held as on date of this Notice	1) Vegetable products Limited 2) Wardwizard Innovation and Mobility Limited 3) Wardwizard Medicare Limited
Chairmanship/ Membership of Board Committees as on date of this Notice	Chairmanships: None Membership: Stakeholder relationship committee (Vegetable products Limited)
Listed entities from which resigned in past three years	None

** ***Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Except Mrs. Sheetal Mandar Bhalerao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1

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ITEM NO: 2 - TO APPOINT MR. YATIN SANJAY GUPTE (DIN: 07261150) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

At the Board Meeting of the Company held **on 21st May, 2022** the Board had appointed Mr. Yatin Sanjay Gupte as an additional Non-Executive Non- Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. Yatin Sanjay Gupte holds office up to the date of this ensuing general meeting and is eligible for appointment as Non- Independent Director.

The appointment of Mr. **Yatin Sanjay Gupte** shall be effective upon approval by the members in the Meeting. Mr. **Yatin Sanjay Gupte** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Yatin Sanjay Gupte

He has degree in Master of Business Administration (M.B.A Exe.) in Insurance from Bharitya Shiksha Parishad, Uttar Pradesh. He has approximately 17 years of experience in the areas of Sales & Marketing, Business Development, Client Servicing, Renewals and Operations (including 11 years of experience in Insurance).

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	**Yatin Sanjay Gupte**
Fathers' Name:	Sanjay Mahadev Gupte
Date of Birth:	15-08-1978
Date of First Appointment on Board:	21-05-2022
Nature of his expertise in specific functional areas:	Expertise in Sales & Marketing, Business Development, Client Servicing, Renewals and Operations
Years of Experience:	15 years
Qualification:	Master of Business Administration (M.B.A Exe.) in Insurance
Directorship in Other Companies:	1. Wardwizard Innovations & Mobility Limited (WIML) 2 Mangalam Industrial Finance Ltd (MIFL) 3. I Secure Credit & Capital Services Limited (ISCCL) (Formerly known as Orchid Securities Limited

	4. Wardwizard Solutions India Private Limited (WSIPL) 5. Wardwizard Medicare Private Limited (WMPL)
Name of other public limited Companies, where he is Director	1.Wardwizard Innovations & Mobility Limited 2.Mangalam Industrial Finance Ltd 3.I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)
*Member/Chairman of the Committee including this listed entity	Vegetable Products Ltd - Audit Committee- Member Wardwizard Innovations & Mobility Limited - Audit Committee- Member Mangalam Industrial Finance Ltd-- Audit Committee- Member
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	3,29,52,106 equity shares (30.18%) Beneficial owner of Wardwizard Solutions India Private Limited (promoter) holding 1,64,76,053 equity shares (15.09%)
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Son of Mr. Sanjay Gupte (Non-executive Non-independent Director)

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. **Yatin Sanjay Gupte** and **Mr. Sanjay Gupte** to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

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ITEM NO: 3 - TO APPOINT MR. SANJAY MAHADEV GUPTE (DIN: 08286993) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

At the Board Meeting of the Company held on **21st May, 2022** the Board had appointed Mr. Sanjay Mahadev Gupte as an additional Non-Executive Non- Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. Sanjay Mahadev Gupte holds office up to the date of this ensuing general meeting and is eligible for appointment as Non- Independent Director.

The appointment of Mr. **Sanjay Mahadev Gupte** shall be effective upon approval by the members in the Meeting. Mr. **Sanjay Mahadev Gupte** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Sanjay Mahadev Gupte

He has approximately 45 years of experience in the field of Engineering and worked with different groups of the Companies. He worked as a General Manager Marketing with Poggen-AMP Nagar Sheth Powertronics Ltd. He has done National Apprenticeship Certificate course in the Trade of Machinist IN Mumbai G.K.W Ltd.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	**Sanjay Mahadev Gupte**
Fathers' Name:	Mahadev Dwarkanath Gupte
Date of Birth:	01-12-1952
First Appointment on Board:	21-05-2022
Nature of his expertise in specific functional areas:	Expertise in the field of Engineering and Trade of Machinist
Years of Experience:	45 Years
Qualification:	National Apprenticeship Certificate course in the Trade of Machinist
Directorship in Other Companies:	1.Wardwizard Innovation and Mobility Limited (WIML) 2.Wardwizard Solutions India Private Limited (WSIPL)
Name of other public limited Companies, where he is Director	Wardwizard Innovation and Mobility Limited

*Member/Chairman of the Committee including this listed entity	**Wardwizard Innovation and Mobility Limited –**Stakeholder Relationship Committee- Member
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	NIL
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Father of Mr. Yatin Gupte, (Non-executive non-independent director)

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 3 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except **Mr. Sanjay Mahadev Gupte** and **Yatin Sanjay Gupte**, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4: TO APPOINT MRS. NEELAMBARI HARSHAL BHUJBAL (DIN: 09195568) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR.

At the Board Meeting of the Company held on 21st may, 2022 the Board had appointed Mrs. **Neelambari Harshal Bhujbal** as an additional Non-Executive Independent Woman Director w.e.f. 21st May, 2022 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mrs. Neelambari Harshal Bhujbal** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Woman Director.

The appointment of Mrs. **Neelambari Harshal Bhujbal** shall be effective upon approval by the members in the Meeting. Mrs. **Neelambari Harshal Bhujbal** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Brief resume of Mrs. Neelambari Harshal Bhujba

She is Master of Personnel Management (MPM) and Bachelor of Home Science (B.H.Sc.). She has more than 10 years of experience in Human Resource Management, providing Recruitment services for IT and Non -IT organizations for in PAN India.

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Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	**Neelambari Harshal Bhujbal**
Fathers' Name:	Shriram Gajanan Bhalero
Date of Birth:	31-08-1987
First Appointment on Board:	21-05-2022
Nature of his expertise in specific functional areas:	Human Resource Management, providing Recruitment services for IT and Non — IT organizations for in PAN India.
Years of Experience:	10 Years
Qualification:	Master of Personnel Management (MPM) and Bachelor of Home Science (B.H.Sc.).
Directorship in Other Companies:	1.Wardwizard Innovations & Mobility Limited (WIML) 2. Mangalam Industrial Finance Ltd (MIFL)
Name of other public limited Companies, where he is Director	1.Wardwizard Innovations & Mobility Limited (WIML) 2.Mangalam Industrial Finance Ltd (MIFL)
Member/Chairman of the Committee including this listed entity	**Vegetable Products Ltd** Stakeholder Relationship Committee- Member **Wardwizard Innovations & Mobility Limited** Stakeholder Relationship Committee - Chairman **Mangalam Industrial Finance Ltd** Stakeholder Relationship Committee - Chairperson
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Not related to any Director or Key Managerial Personnel of the Company

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Human Resource Management, providing Recruitment services for IT and Non — IT organizations for in PAN India, the company will add value and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5: TO APPOINT MRS. SANJAY SONI (DIN: 02613471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

At the Board Meeting of the Company held on 21st may, 2022 the Board had appointed Mr. **Sanjay Soni** as an additional Non-Executive Independent Director 21st May, 2022 of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. **Sanjay Soni** holds office up to the date of the ensuing general and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mr. **Sanjay Soni** shall be effective upon approval by the members in the Meeting. Mr. **Sanjay Soni** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Sanjay Soni;

He is a graduate and a fellow member of Institute of Chartered Accounts of India with 20 years standing in the professional. He became a partner in LSM & Co., in the year 2007. Ha has vast prolific experience in consultancy especially in indirect taxation (GST) and regulatory compliance. He has handled various audits of banks and NBFCs and is a veteran in assurance services and risk & fraud detection and prevention audits.

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Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	**Sanjay Soni**
Fathers' Name:	Rajendra Soni
Date of Birth:	21-02-1979
First Appointment on Board:	21-05-2022
Nature of his expertise in specific functional areas:	Expertise in consultancy especially in indirect taxation (GST) and regulatory compliance.
Years of Experience:	20 Years
Qualification:	Chartered Accountant
Directorship in Other Companies:	1
Name of other public limited Companies, where he is Director	Hind Commerce Limited
Member/Chairman of the Committee including this listed entity	**Vegetable Products Ltd** Audit Committee- Chairman **Hind Commerce Limited** Audit Committee- Member
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	NIL
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Not related to any Director or Key Managerial Personnel of the Company
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in consultancy especially in indirect taxation (GST) and regulatory compliance, the company will add value and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

VEGETABLE PRODUCTS LTD

CIN: L01122WB1953PLC021090

Registered Office: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara -391243

Tel: +91 6355426350 / 033-40445753

Website: www.vegetableindia.com |Email ID: vegetableproductsltd20@gmail.com / vpl1953@yahoo.com

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ITEM NO. 6: TO APPOINT MRS. KIRAN SUHAS UPASANI (DIN: 08287618) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

At the Board Meeting of the Company held on 21st may, 2022 the Board had appointed Mr. **Kiran Suhas Upasani** as an additional Non-Executive Independent Director 21st May, 2022 of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. **Kiran Suhas Upasani** holds office up to the date of the ensuing general and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mr. **Kiran Subhas Upasani** shall be effective upon approval by the members in the Meeting. Mr. **Kiran Suhas Upasani** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Kiran Suhas Upasani

He is commerce Graduate and Post-Graduation Diploma in Software Engineering from TATA Unisys, Pune. He is having more than 22 years of experience in Sales and Account Management.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	**Kiran Suhas Upasani**
Fathers' Name:	Suhas Pandurang Upasani
Date of Birth:	13-02-1973
First Appointment on Board:	21-05-2022
Nature of his expertise in specific functional areas:	Expertise in Sales and Account Management.
Years of Experience:	22 Years
Qualification:	Commerce Graduate and Post-Graduation Diploma in Software Engineering
Directorship in Other Companies:	Labocosmetica Chemicals Private Limited
Name of other public limited Companies, where he is Director	Nil

Member/Chairman of the Committee including this listed entity	**Vegetable Products Ltd** Audit Committee- Member Stakeholder Relationship Committee - Chairman
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Not related to any Director or Key Managerial Personnel of the Company
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in Sales and Account Management, the company will add value and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 6 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board
For Vegetable Products Limited
Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No.: ACS-56279

Place: Vadodara
Date: 21-07-2022