



## Vegetable Products Limited

Ref: VPL/BSE/POSTAL BALLOT- RESULT/JULY-2022

Date:- 30-07-2022

To,  
The Corporate Relationship Department  
BSE Limited  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai – 400 001.

Ref: Vegetable Products Limited ( Script Code: 539132)

Dear Sirs,

**Sub:- Outcome of Postal Ballot and Disclosure of Voting Results as per the requirements of Regulation 30, 44 (3) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended along with Scrutinizer Report.**

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

- 1) Change in name of Company from 'Vegetable Products Limited' to 'Wardwizard Foods And Beverages Limited' and consequential alteration to MOA and AOA of the Company.
- 2) Alteration to the Object Clause of the Memorandum of Association of the Company.

The Voting period was closed on 30<sup>th</sup> July, 2022 and the Scrutinizer has submitted their report on 30<sup>th</sup> July, 2022. Thereafter the result of the voting was declared on 30<sup>th</sup> July, 2022 by the Company.

The Special Resolutions in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Thanking you,

Yours Faithfully,  
For Vegetable Products Limited

*Bhoomi Talati*

Bhoomi Talati  
Company Secretary & Compliance Officer



Encl:- as above

CIN: L01122WB1953PLC021090

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

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

E-mail id: [vegetableproductsltd20@gmail.com](mailto:vegetableproductsltd20@gmail.com),

Website: [www.vegetableindia.com](http://www.vegetableindia.com)

Compliance No: +91 6355426350

## Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	24 <sup>th</sup> June, 2022
Record date	17 <sup>th</sup> June, 2022
Total number of shareholders on record date	6952
<b>No. of shareholders present in the, meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A N.A
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	N.A N.A

<b>Resolution required: (Ordinary/ Special)</b>			Item No. 1. Special Resolution: Change in name of Company from 'Vegetable Products Limited' to 'Wardwizard Foods And Beverages Limited' and consequential alteration to MOA and AOA of the Company.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)					
Promoter and Promoter Group	E-Voting	38846692	38846692	100.00	38846692	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	38846692	38846692	100.00	38846692	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	70353308	25376146	36.0696	25376112	34	99.9999	0.0001
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	70353308	25376146	36.0696	25376112	34	99.9999	0.0001
Total		109200000	64222838	58.8121	64222804	34	100.00	0.0000



<b>Resolution required: (Ordinary/ Special)</b>			<b>Item No. 2. Special Resolution: Alteration to the Object Clause of the Memorandum of Association of the Company</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
Category	Mode of Voting	No. of Shares held  (1)	No. of Votes Polled  (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38846692	38846692	100.00	38846692	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	38846692	38846692	100.00	38846692	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	70353308	25376146	36.0696	25366868	9278	99.9634	0.0366
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	70353308	25376146	30.0696	25366868	9278	99.9634	0.0366
Total		109200000	64222838	58.8121	64213560	9278	99.9856	0.0144

**For Vegetable Products Limited**

*BK Talati*

**Bhoomi Talati**

**Company Secretary & Compliance Officer**





**Aparna Tripathi** ACS

PRACTICING COMPANY SECRETARY

Address :- 8B 508 PROVIDENT SUNWORTH, NEAR RAJ RAJESHWARI HOSPITAL,  
VENKATAPURA, NICE SH 17, HOBLI, KENGERI, BENGALURU – 560060.

Email :- [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com). Cell :- 9819694118

**SCRUTINIZER'S REPORT**

To,  
Board of Director,  
**Vegetable Products Limited**  
CIN: L01122WB1953PLC021090  
Registered Office Address: MMS Chambers, 4A, Council House Street 1st Floor, Room. No. D, Kolkata-700001.  
Corporate Office address : 418, GIDC Estate POR Ramangamdi Vadodara 391243

Dear Sir,

I, Aparna Santoshkumar Tripathi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **24<sup>th</sup> June, 2022** of **Vegetable Products limited** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **24<sup>th</sup> June, 2022** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

In view of the pandemic situation prevailing in the country and to obviate difficulties faced by corporates in providing both voting by physical ballot and e-voting provision was made for the members to vote through e-voting only. This was in accordance with the terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, MCA Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, MCA Circular No. 39/2020 dated 30<sup>th</sup> December, 2020, MCA Circular no. 10/2021 dated 23<sup>rd</sup> June, 2021 and MCA Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 and MCA Circular No. 03/2022 dated 05<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **July 01, 2022** (9.00 a.m.) to **July 30, 2022** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **July 30 2022**.

**Special Business:**

**ITEM NO:-1 - Change in name of the Company from 'Vegetable Products Limited' to 'Wardwizard Foods And Beverages Limited' and consequential alteration to MOA and AOA of the Company:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Kolkata, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from **"Vegetable Products Limited"** to **"Wardwizard Foods And Beverages Limited"** as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;



**RESOLVED FURTHER THAT** Clause 1 of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is **Wardwizard Foods And Beverages Limited.**”

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Vegetable Products Limited” be substituted with the new name, i.e. “Wardwizard Foods And Beverages Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

**RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

## **ITEM NO: 2- Alteration to the Object Clause of the Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company:

a. Clause 3 of the existing Object Clause “The objects for which the Company is established are” be substituted by new heading titled with Clause 3A as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -”:

b. Alteration of existing Object Clause 3A by replacing the entire object clauses with the following:

i) To carry on the business of manufacture, bottle, process, produce. Mix pack, preserve, freeze, extract, refine, distribute, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, ready to eat foods, poultry products, sea foods, milk foods, milk products and condensed milk, ice creams, beverages, health and diet drinks, extruded foods, all kinds of frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, vegetable products, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, concentrates and flavors (liquid and powder form), nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and outside India.

ii) To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks including aerated



# Aparna Tripathi<sup>ACS</sup>

PRACTICING COMPANY SECRETARY

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drinks, fruit pulp and drinks, artificial flavored drinks, solvents, mixtures, by-products, intermediates & ingredients, whether made of natural or synthetic materials. condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.

c. Inserting new Clause 3B as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 A”.

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above businesses or usually dealt with by persons engaged therein.

2. To enter into agreements with any company or persons for obtaining by grant of license or on such other terms of all types formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise, subsidies, research, laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes and grants to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

4. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

5. To enter into any arrangement with any government or authorities, municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licenses and concessions including in particular rights in respect of waterways, roads and highways, which the company may think desirable and carry out, exercise and comply therewith.

6. To apply for and obtain any order of Central/State or such other authority for enabling the Company to carry out any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

7. To pay all cost, charges, expenses incurred in connection with incorporation of the Company including preliminary expenses of any kind and incidental to the formation and incorporation of the Company costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for any of the purposes of this Company.

9. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.





10. To open accounts with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy, sell and deal in the same.

11. Subject to Sections 73 and 179 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

12. To invest in other than investment in Company's own shares and deal with moneys of the Company not immediately required, in such shares or upon such securities or investments and in such manner as may, from time to time, be determined.

13. Subject to the provisions of Sections 181 and 182 of the Companies Act, 2013 to subscribe to or guarantee money for national, charitable, benevolent, public, general or useful object for any exhibition.

14. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.

15. To improve, alter, manage, develop, exchange, lease, mortgage and dispose of all or any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Directors may think fit.

16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.

17. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other such purpose conducive to the interest of the Company.

18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendance and assistance as the Company shall think fit.

19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.

20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the business in any part of the world.



# Aparna Tripathi<sup>ACS</sup>

PRACTICING COMPANY SECRETARY

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21. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
22. To acquire lease, purchase, hire, license immovable property, land, building, assets, or acquire right of easements or other interest in any manner whatsoever in real estate and sell, let, hire, lease, dispose of or license or franchise such rights to third parties in the course of the business of the Company.
23. To guarantee the payment of money secured or unsecured or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.
24. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the main object or any of them in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
25. To carry on the business as brewers, distillers and manufacturers of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard pickles, sauces, condiments of all kinds, cocoa, coffee preservers and all or any other such commodities and things related thereto.
26. To carry on the business of dry and cold storages of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable items of all types.
27. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw and to buy, sell, manufacture and trade in any goods usually traded in any of the above businesses or any such other business as of staple foods and medicinal preparations from milk, vegetable and animal products and any substitute for any of them associated with the farming interests.
28. To carry on the business as stockists, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents.
29. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, straw-boards, wood, glass or any other such material of all types metal, glass or plastic containers as also containers of any other such material related thereto.
30. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, malsters, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors, livery, stable and garage keepers, job masters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on a commercial basis that may be required for the tourist and entertainment industry.
31. To establish experimental farms and research stations anywhere in India for conducting experiments, test and research for developing better quality food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise





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and increasing egg laying capacity in poultry and also for finding other such ways and means of improving such other agricultural crops and produce seeds, fodder crops and cattle feed of all kinds.

32. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional companies of every nature, to acquire and provide promotional requisites of every kind and description.

33. To carry on the business as proprietors of clubs, game rooms, card rooms and billiard rooms and generally as amusement caterers and organizers, promoters, providers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and pastimes, licensed victuallers, restaurant and refreshment room proprietors and to deal in foods, drink and refreshments, wine and spirit dealers, printers, publishers, magazine and periodical proprietors and book sellers.

34. To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry on, subsidise, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms to acquire and discount hire purchase or such other agreements or any rights thereunder (whether proprietary or contractual).

35. To carry on the business of advisors on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on the businesses of industrial, business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

36. To manufacture and otherwise deal in all kinds of papers and paper products for the use and distribution thereof to the Restaurants, Eating Houses, Kiosks, Fast Food Outlets, Amusement Centers, Cafeterias and the like.

37. To carry on the business as business consultants, market research consultants, business transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.

38. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purpose of leasing the same or making the same available to any person, firm or company.

39. To carry on all or any of the business of buyers, sellers, importers, exporters, distributors, agents, brokers, factors, Stuckists, commission agents and dealers in all types of products, commodities, produce, goods, materials in any form of shape.

40. To carry on the business of importers and exporters in all kinds of goods, either manufactured, semi-manufactured or raw materials.

41. To carry on the business as traders, agents, suppliers and commission agents, of products and commodities and materials in any form or shape, manufactured or supplied by any company, firm, association of persons, body, whether incorporate or not, individuals, government, semi-government or any local authority.

42. To carry on the business of manufacturers, agents or representatives, import and export agents, general merchants, importers and exporters and dealers in all class and description of goods, merchandise and effect in any part of the world and to undertake and transact every other kind of agency business which an industrial agent legally undertakes.

43. To carry on the business of all kinds of farming agricultural, poultry, horticultural and diary and gardening and of raising, breeding, importing, exporting, preparing, preserving, dealing and trading in all kinds of products of such business and in particular seeds, pure bred and inbred, poultry, meat, cattle and other live and dead stock, eggs, sausages, preserved meat, trees, plants, fruits, flowers and vegetables, milk and milk products.



# Aparna Tripathi<sup>ACS</sup>

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44. To undertake collecting, storing and preserving milk and to and, for that purpose to establish, erect, build, manage and run dairy farms in connection with the main business of the Company.
45. To act as dealers in and producers of dairy farm and garden produce or all kinds and in particular milk, cream, butter, cheese fruit and vegetable and to act as cow keepers' cattle breeders and farmers in connection with the main business of the company.
46. To establish stables, dens, sheds, kennels, nests, hatcheries, burrows and other dwelling places for keeping animals, live stocks for their proper up keeps and improving their breeds in connection with the main business of the company.
47. To act as buyers, importers and dealers in all kinds of air conditioning plants, refrigerators, ice-plants, ice-cream plants, freezers, cooling appliances, room coolers and all components parts, accessories articles and fittings required for the purpose of the main business of the company.
48. To take part in formation of company or undertaking carrying on business similar to those of the company in which the company is interested and for that purpose, subject provisions of the Act, to appoint any director trustee, accountant, agent or representative.
49. To purchase, buy, exchange, alter, improve, manipulate or for the purpose of the main business of the company, let on hire apparatus, tools, utensils, plants, vehicles, machineries, implements, substances and materials.
50. To enter into technical and financial collaboration with Foreign or Indian collaborations for the main objects of the company,
51. To collect, process, fabricate and dispose of and deal in all bi-products and slag from the main or subsidiary processes of the company.
52. To acquire, buy, sell, import, refine and manipulate in any articles of whatever description stores and raw materials for all or any of the objects of the company .
53. To assemble and manufacture goods on hire purchase or easy payment system or on credit and to adopt such means of making known the products of the company as may seem expedient and in particular by purchase and exhibition of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to provisions of the Companies Act, 2013.
54. To establish and maintain agencies, branches and to carry on business as such in any part of the world for the attainment of the main objects of the company.
55. To hold, use work, manage, improve, carry on and develop any undertaking, lands and real and personal estate or property and assets of any kind of the company or any part thereof and to establish depots, agencies, showrooms, workshops, centers, go-downs, and marketing facilities.
56. To control or acquire the whole or any part of the business and proper liabilities of any undertaking, Company, association firm or individual, which may seem to the Board of Directors capable of being carried on in connection with the objects of the company or calculate directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights or benefit of the Company in any way (except Life Insurance business within the meaning of the Insurance Act) and as amended from time to time.
57. To register, apply for, purchase or otherwise acquire, sell, let. Grant or turn to account any patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights or privileges, subject to royalty or otherwise and whether exclusive or limited or any part or interest in such patents, letters, brevets, concessions, licenses, invention, trade-marks, copyrights and privileges whether in India or any part of the world and to manufacture and produce or trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with such patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights and privileges as aforesaid.



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58. To pay for properties, rights or privileges, acquired by this company either in shares of the company or partly in shares and partly in shares or otherwise.
59. To enter into partnership or into any arrangements for sharing profit, union of interest, reciprocal concession or cooperation with any person, partnership or company having objects similar to those of this company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnerships for the purpose of acquiring and undertaking any property and liabilities of this company or of advancing directly or indirectly the objects thereof.
60. To apply or join in applying to the Government, Local or improvement Trust or any other authority or body, Municipal, Local or otherwise in India or foreign countries for and to obtain or in any way assist in obtaining from any state government orders or decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other Company or for enabling this or any other Company's constitution', to oppose any proceedings of application which seem calculated directly or indirectly to prejudice the interests of this or any other Company, if necessary in accordance with the laws of any other country, state or place in which it may propose to carry on operate to establish and maintain any other agencies of the company and to open and keep a colonial or a foreign register or registers of this Company in respect of members residing in that country.
61. To remunerate any person, firm, Company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the, securities of the Company or in or about the formation or promotion of the Company or the conduct of its main business.
62. Subject to the provisions of the Act, to distribute any of the property of the company amongst the members of the Company or in kind, in the event of winding up of the Company.
63. To place, to reserve or to distribute, subject to the provisions of the Companies Act, 2013, bonus shares amongst the members of otherwise to apply as the Company may, from time to time think fit, any money received by way of premium of shares of debentures issued at a premium by the Company and any money received in received in respect of Dividends accrued on forfeited shares.
64. Subject to provisions of the Companies Act, 2013 to acquire or amalgamate with any other company whose objects are or include objects altogether or in part similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liability of this or any such other company as aforesaid or by partnership or in any other manner of all types.
65. To payout the funds of the company all expenses of the incidental to the formation, registration, advertisement, and establishment of this company and the issue and subscription of the share or loan capital including brokerage and or commission for obtaining applications for or placing or guaranteeing the placing of shares of any debenture, debenture-stock and other securities of this company and also all expenses attending the issue of any circular of notice and the printing stamping circulating of proxies and forms to be filled up by the members of the company.
66. To insure all or any of the properties or assets or obligations of the Company of whatsoever, nature against any risk.
67. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature, to take out execution, to enter into agreement, to refer to arbitration and to enforce and where need to be contest any award and for all such purposes engage or retain counsels, attorneys and agents and when necessary to remove them.
68. To give guarantees or counter guarantees to any bank, insurance company or financial institution for advances taken, guarantees obtained or any other financial accommodation taken and/or in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person, persons or company for such services rendered or to be rendered.
69. To provide for such management, letting and advantageous as aforesaid by employing any person, firm or company to carry out or supply the same on such.





70. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any or the Company's objects otherwise expedient, and in particular to remunerate any person or corporation introducing business to this company, subject to the provisions of Companies Act, 2013.

71. To issue debentures, debenture-stock, bonds, obligations and securities of all kinds and to frame, constitute and to secure the same, as may see, expedient to the Board of Directors of the company with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the company (including its uncalled capital) or otherwise howsoever.

**RESOLVED FURTHER THAT** the words 'The Indian Companies Act, VII of 1913' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the 'The Indian Companies Act, VII of 1913' in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company [www.vegetableindia.com](http://www.vegetableindia.com). The RTA has generated Electronic Voting Event Number 120223 for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of



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the Company.

6. As stated in sub rule 3 of Rule 20 under the Chapter on “Management and Administration” Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in “Business Standard (English Newspaper, Ahmedabad) and Aarthik Lipi (Bengali Newspaper, Kolkata) on 30<sup>th</sup> June, 2022 and Business Standard (English Newspaper- All Editions) on 01<sup>st</sup> July, 2022, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 6952 shareholders, 66 (Sixty-six) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;

**ITEM NO. 1. SPECIAL RESOLUTION: Change in name of the Company from ‘Vegetable Products Limited’ to ‘Wardwizard Foods And Beverages Limited’ and consequential alteration to MOA and AOA of the Company:**

Total No. of Shareholders	6952						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From July 01, 2022 to July 30, 2022						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	66	64222838	63	64222804	3	34
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	66	64222838	63	64222804	3	34
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	66	64222838	63	64222804	3	34

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	38846692	38846692	100.00	38846692	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	38846692	38846692	100.00	38846692	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil



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Public-Non Institutions	E-Voting	70353308	25376146	36.0696	25376112	34	99.9999	0.0001
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	70353308	25376146	36.0696	25376112	34	99.9999	0.0001
Total		109200000	64222838	58.8121	64222804	34	100.00	0.0000

## ITEM NO. 2. Special Resolution: Alteration to the Object Clause of the Memorandum of Association of the Company.

Total No. of Shareholders	6952							
Total No. of Shares	10,92,00,000							
Receipt of Postal Ballot Forms	Not Applicable							
E-Voting start date & end date	From July 01, 2022 to July 30, 2022							
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution		
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares	
Total Votes Cast through e-Voting	A	66	64222838	60	64213560	6	9278	
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0	
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	66	64222838	60	64213560	6	9278	
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0	
Net e-voting/ Postal Ballot Forms (C-D)	E	66	64222838	60	64213560	6	9278	

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38846692	38846692	100.00	38846692	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	38846692	38846692	100.00	38846692	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-	E-Voting	70353308	25376146	36.0696	25366868	9278	99.9634	0.0366





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Non Institutions	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	70353308	25376146	30.0696	25366868	9278	99.9634	0.0366
Total		109200000	64222838	58.8121	64213560	9278	99.9856	0.0144

Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

As the number of votes castes casted in favor of the Resolution No.1 and 2 i.e. 100%, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated July 11, 2020 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours Faithfully,

Aparna  
Santoshku  
mar Tripathi

Digitally signed by  
Aparna Santoshkumar  
Tripathi  
Date: 2022.07.30  
18:09:30 +05'30'

**Aparna Santoshkumar Tripathi**  
**(Practicing Company Secretary)**

**ACS: 67594/Cop: 25278**

**Peer Review Number: 1738/2022**

**ICSI UDIN: A067594D000715538**

**Date: 30-07-2022**

**Place: Bengaluru**