

Date: 15-03-2023

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

Ref: Wardwizard Foods & Beverages Limited (Formerly known as 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) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.

The Voting period was closed on 14th March, 2023 and the Scrutinizer has submitted their report on 14th March, 2023. Thereafter the result of the voting was declared on 15th March, 2023 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 Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

**BHOOMI
KETAN
TALATI**

Digitally signed by BHOOMI KETAN TALATI
DN: c=IN, postalCode=390007, ou=CGIAR&AT,
o=VADODARA, ou=Personal,
serialNumber=756235074000891009451346,
rfc8309b2c0848c3d8647c0202875220945,
ipAddress=192.168.1.103, cn=BHOOMI KETAN TALATI,
c=IN,
2.5.4.20=ba84f5b0d8c0ff4bc3ba6d4e071774,
dnQualifier=BHOOMI KETAN TALATI,
email=CBHOOMI.TALATI@GMAIL.COM,
ou=BHOOMI KETAN TALATI
Date: 2023.03.15 11:21:44 +05'30'

**Bhoomi Talati
Company Secretary & Compliance Officer**

Encl:-as above

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083, West Bengal

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

Email ID: compliance@wardwizardfoods.com | **Website:** www.wardwizardfoods.com | **Compliance No:** +91 6355426350

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	08 th February, 2023
Record date	03 rd February, 2023
Total number of shareholders on record date	6400
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)	ITEM NO. 1. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	*69605212	*0	0.00	0	0	0.00	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		69605212	*0	0.00	0	0	100.00
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	88634788	6590830	7.436	6590797	33	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	88634788	6590830	7.436	6590797	33	100.00	0.00
Total		158240000	6590830	4.165	6590797	33	100.00	0.0000

***Note - *Note 1 : Mr. Yatin Sanjay Gupte, (Director) holding 3,29,52,106 equity shares, Sheetal Mandar Bhalerao (Managing Director) holding 1,64,76,053 Equity shares, Sojan V Avirachan holding 15,00,000 Equity shares and Venkata Ramana Revuru holding 15,00,000 Equity shares and Wardwizard Solution India Private Limited Holding 1,64,76,053 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.**

**For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

**BHOOMI
KETAN
TALATI**

Digitally signed by BHOOMI KETAN TALATI
DN: c=IN, postalCode=390007, st=GUJARAT,
l=VADODARA, o=Personal,
serialNumber=76aa23bc074000891009d53346
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email=CSBHOOMITALATI@GMAIL.COM,
cn=BHOOMI KETAN TALATI
Date: 2023.03.15 11:22:34 +05'30'

**Bhoomi Talati
Company Secretary & Compliance Officer**



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845
Peer Review Certificate No: 2423/2022

-  Vasantleela CHS, Aarti Bldg, Flat No 104, Ghodbunder Road, Thane West - 400615
-  cspoojagala@gmail.com
-  8355959800

SCRUTINIZER'S REPORT

To,
Board of Director,
Wardwizard Foods & Beverages Limited
(Formerly known as Vegetable Products Limited)
CIN: L15100WB1953PLC021090

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria Kolkata Kolkata WB 700083.
Corporate Office address : 418, GIDC Estate POR Ramangamdi Vadodara 391243

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **08th February, 2023** of **Wardwizard Foods and Beverages Limited (Formerly known as 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 **08th February, 2023** 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 28th September, 2020, MCA Circular No. 39/2020 dated 30th December, 2020, MCA Circular no. 10/2021 dated 23rd June, 2021 and MCA Circular No. 20/2021 dated 08th December, 2021 and MCA Circular No. 03/2022 dated 05th May, 2022 and MCA circular 11/2022 dated 08th December, 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 **13th February, 2023** (9.00 a.m.) to **14th March, 2023** (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 **14th March, 2023**.



POOJA AMIT GALA

Practising Company Secretaries

Membership No: 69693/Cop No: 25845
Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615
cspoojagala@gmail.com
8355959800

Special Business:

ITEM NO:-1 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“ACT”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2023-24 with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s) or appointment of such related party to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Ms. Sheetal Bhalerao	MS. Sheetal Bhalerao Managing Director of WFBL	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
2	Mr. Yatin Gupte	Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
3	Wardwizard Solutions India Private Limited and subsidiary	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024



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4	I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive -Non Independent Director of ISCCSL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
5	Mangalam Industrial Finance Ltd.	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive -Non Independent Director of MIFL	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
6	Wardwizard Innovations & Mobility Limited	1)Ms. Sheetal Bhalerao is Non Executive Non- Independent Director of WIML and Managing Director Of WFBL (Formerly known as VPL) .2) Mr. Yatin Gupte Managing Director Of WIML is Non - Executive Non- Independent Director of WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
7	Wardwizard Foundation	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Trustee of Wardwizard Foundation	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
8	Wardwizard Medicare Pvt Ltd	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Director of Wardwizard Medicare Pvt Ltd.	As per Section 188 and RPT policy of the Company	1 Crores	2023-2024
9	Sanjay Gupte	Non-Executive Non independent Director	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024



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RESOLVED FURTHER THAT any Director and/or, Company Secretary of the Company be and is hereby severally authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

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.wardwizardfoods.com. The RTA has generated Electronic Voting Event Number **123439** 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 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, All Editions) and Aarthik Lipi (Bengali Newspaper, Kolkata) on **11th February, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 6400 shareholders, 74 (Seventy Four) 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: Approval For Material Related Party Transaction (S) Under Section 188 Of The Companies Act, 2013 And Regulation 23 Of SEBI (LODR) Regulations, 2015:

Total No. of Shareholders	6400						
Total No. of Shares	15,82,40,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 13 th February, 2023 to 14 th March, 2023						
		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	*69	6590830	*65	6590797	*4	33
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	*69	6590830	*65	6590797	*4	33
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	*69	6590830	*65	6590797	*4	33

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	*69605212	*0	0.00	0	0	0.00	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	69605212	*0	0.00	0	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	88634788	6590830	7.436	6590797	33	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	88634788	6590830	7.436	6590797	33	100.00	0.00
Total		158240000	6590830	4.165	6590797	33	100.00	0.0000

*Note - *Note 1 : Mr. Yatin Sanjay Gupte, (Director) holding 3,29,52,106 equity shares, Sheetal Mandar Bhalerao (Managing Director) holding 1,64,76,053 Equity shares, Sojan V Avirachan holding 15,00,000 Equity shares and Venkata Ramana Revuru holding 15,00,000 Equity shares and Wardwizard Solution India Private Limited Holding 1,64,76,053 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845
Peer Review Certificate No: 2423/2022

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 cspoojagala@gmail.com
 8355959800

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 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 **08th February, 2023** 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,

**Pooja
Amit
Gala**

Digitally signed by Pooja Amit
Gala
DN: c=IN, o=Personal,
2.5.4.20=896763e3a3d547a31
6211c799654118c2762881
a5d8f31816112a65,
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cn=Pooja Amit Gala
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Pooja Amit Gala
(Practicing Company Secretary)

Membership No: 69393

Cop: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393D003272384

Date: 14-03-2023

Place: Thane