

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

Ref: WWFBL (VPL)/BSE/POSTAL BALLOT- RESULT/SEPTEMBER-2022

Date: 02-09-2022

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

Ref: Wardwizard Foods and 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 below Special Resolution:

- 1) TO CONSIDER INCREASE OF AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.
- 2) ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS.
- 3) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.
- 4) INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.
- 5) AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS.
- 6) AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY.

CIN: L15100WB1953PLC021090

Registered Office: MM5 Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

E-mail id: compliance@wardwizardfoods.com

Website: www.vegetableindia.com

Compliance No: +91 6355426350

CIN: L15100WB1953PLC021090
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: compliance@wardwizardfoods.com
Website: www.vegetableindia.com
Compliance No: +91 6355426350

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	29/07/2022
Record date	22/07/2022
Total number of shareholders on record date	6,950
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

Resolution required: (Ordinary / Special)	ITEM NO. 1. SPECIAL RESOLUTION: TO CONSIDER INCREASE OF AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:
Whether promoter/ promoter group are interested in the agenda/resolution?	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,75,783	10,617	99.96	0.04
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total	4,32,95,788	2,53,86,400	58.64	2,53,75,783	10,617	99.96	0.04
Total		10,92,00,000	9,12,90,612	83.60	9,12,79,995	10,617	99.99	0.01

Resolution required: (Ordinary/ Special)			ITEM NO. 2. Special Resolution: ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:					
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	6,59,04,212	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	6,59,04,212						
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	4,32,95,788	4,18,62,453	96.69	4,18,51,397	11,056	99.97	0.03
	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	4,32,95,788	4,18,62,453	96.69	4,18,51,397	11,056	99.97	0.03
Total		10,92,00,000	4,18,62,453	38.34	4,18,51,397	11,056	99.97	0.03

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l=VADODARA, o=Personal,
serialNumber=76aa23bc07400089100f9d53
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Resolution required: (Ordinary/ Special)			ITEM NO. 3. 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	*6,59,04,212	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	6,59,04,212	0	0.00	0	0	0.00	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	4,32,95,788	2,53,86,400	58.64	2,53,75,412	10,988	99.96	0.04
	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	4,32,95,788	2,53,86,400	58.64	2,53,75,412	10,988	99.96	0.04
Total		10,92,00,000	2,53,86,400	23.25	2,53,75,412	10,988	99.96	0.04

***Note: Mr. Yatin Sanjay Gupte, (Director/ promoter) holding 3,29,52,106 no. of equity shares, Wardwizard Solution India Private Limited Holding 1,64,76,053 no. of equity shares and Mrs. Sheetal Mandar Bhalerao (Managing Director/ promoter) holding 1,64,76,053 no. of equity shares of the Company are interested in the above mentioned resolution, hence e-voting done by them is not considered.**

Resolution required: (Ordinary/ Special)		ITEM NO. 4. Special Resolution: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:						
Whether promoter/ promoter group are interested in the agenda/resolution?		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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,85,428	972	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	4,32,95,788	2,53,86,400	58.64	2,53,85,428	972	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	9,12,89,640	972	100.00	0.00

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Resolution required: (Ordinary/ Special)		ITEM NO. 5. Special Resolution: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:						
Whether promoter/ promoter group are interested in the agenda/resolution?		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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,85,558	842	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	4,32,95,788	2,53,86,400	58.64	2,53,85,558	842	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	91289770	842	100.00	0.00

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Resolution required: (Ordinary/ Special)		ITEM NO. 6. Special Resolution: AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY:						
Whether promoter/ promoter group are interested in the agenda/resolution?		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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	0.00	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	4,32,95,788	2,53,86,400	58.64	2,53,85,537	863	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	4,32,95,788	2,53,86,400	58.64	2,53,85,537	863	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	9,12,89,749	863	100.00	0.00

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email=CSBHOOMITALATI@GMAIL.COM,
cn=BHOOMI KETAN TALATI
Date: 2022.09.02 16:40:12 +05'30'



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 And Beverages Limited
(Formerly known as Vegetable Products Limited)
CIN: L15100WB1953PLC021090
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, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **29th July, 2022** 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 **29th July, 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 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 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 **August 03, 2022** (9.00 a.m.) to **September 01, 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 **September 01, 2022**.

Special Business:

ITEM NO. 1: TO CONSIDER INCREASE OF AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION 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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the company be and is hereby increased from Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 11,00,00,000 (Eleven Crore) equity shares of Re. 1/ (Rupees



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

One Only) each to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore Only) divided into 28,00,00,000 (Twenty Eight Crore) equity shares of Re. 1/- (Rupees One Only) each by creation of additional 17,00,00,000 (Seventeen Crore only) equity shares of Re. 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

V. The Authorized Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore Only) divided into 28,00,00,000 (Twenty Eight Crore) equity shares of Re. 1/- (Rupees One Only) each with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company for the time being. The Company shall have power to increase or reduce, consolidate or subdivide the Capital of the Company for the time being and from time to time divide the shares of the new Capital into several classes and denomination and to issue any shares of the original or further Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of the Association of the Company and subject to the provisions of the Companies Act, 2013, for the time being in force and with such modification from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

ITEM NO. 2: ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

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 Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time ("SEBI (ICDR) Regulations") Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the Competition Commission of India ("CCI") and any other relevant governmental authorities including from BSE Limited (collectively the "Stock Exchanges") and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be



required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and up to 17,00,00,000 (Seventeen Crore) Convertible equity warrants ("Equity Warrants") for cash at a price of Rs. 5/- per warrant, each convertible into or exchangeable for One (1) equity share of face value of Re. 1/- each ("the Equity Shares") (Including Premium of Rs. 4/- each) aggregating to Rs. 85,00,00,000/- (Rupees Eighty Five Crores) to Promoters/ Promoter groups and Strategic Investors not forming part of the Promoter Group/ Non-promoter (as defined in SEBI (ICDR) Regulations) ("Proposed Allottee") on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

Detail of proposed allottee(s);

Sr. No	Name of Proposed Allottee(s)	Category	No. of Equity Warrants proposed to be issued	Investment Amount up to (in Rs.)
1	Sheetal Mandar Bhalerao	Promoter	3,00,00,000	15,00,00,000
2	Yatin Sanjay Gupte	Promoter	3,00,00,000	15,00,00,000
3	Wardwizard Solutions India Private Limited	Promoter	2,00,00,000	10,00,00,000
4	Sojan V Avirachan	Promoter group	15,00,000	75,00,000
5	Venkata Ramana Revuru	Promoter group	15,00,000	75,00,000
6	Mandar Shriram Bhalerao	Promoter group	5,00,000	25,00,000
7	Panna Ikeshkumar Jani	Promoter group	2,00,000	10,00,000
8	D Y Captive Projects LLP	Non-promoter	1,17,00,000	5,85,00,000
9	Enkay Management Services LLP	Non-promoter	50,00,000	2,50,00,000
10	Hauteside Consultancy LLP	Non-promoter	1,00,00,000	5,00,00,000
11	Shikesh Trading Private Limited	Non-promoter	40,00,000	2,00,00,000
12	Santosh Kumar Pandey HUF	Non-promoter	5,00,000	25,00,000
13	Santoshkumar Kamleshchandra Pandey	Non-promoter	30,00,000	1,50,00,000
14	Alka Santoshkumar Pandey	Non-promoter	20,00,000	1,00,00,000
15	Tushar Santoshkumar Pandey	Non-promoter	20,00,000	1,00,00,000
16	Shikha Santoshkumar Pandey	Non-promoter	5,00,000	25,00,000

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8355959800

Sr. No	Name of Proposed Allottee(s)	Category	No. of Equity Warrants proposed to be issued	Investment Amount up to (in Rs.)
17	Siddesh Yogiraj Tulaskar	Non-promoter	5,00,000	25,00,000
18	Mradula Aashish Bajpai	Non-promoter	2,00,000	10,00,000
19	Rohan Kailashnath Pandey	Non-promoter	4,00,000	20,00,000
20	Sheetal Alok Bairagra	Non-promoter	5,00,000	25,00,000
21	Firdos Irfan Patel	Non-promoter	1,00,000	5,00,000
22	Rameshchandra Babulal Pathak	Non-promoter	1,00,000	5,00,000
23	Manoj Dharmanath Pandey	Non-promoter	1,00,000	5,00,000
24	Akhilkumar Padamcharan Padhi	Non-promoter	1,00,000	5,00,000
25	Hitendrakumar Babaldas Shah	Non-promoter	1,00,00,000	5,00,00,000
26	Smita Hitendra Shah	Non-promoter	1,00,00,000	5,00,00,000
27	Mitva Darshit Shah	Non-promoter	1,00,00,000	5,00,00,000
28	Viraj Jaisukh Botadra	Non-promoter	30,00,000	1,50,00,000
29	Sejal Viraj Botadra	Non-promoter	30,00,000	1,50,00,000
30	Jaisukh Mansukhlal Botadra	Non-promoter	7,50,000	37,50,000
31	Ila Jaisukh Botadra	Non-promoter	7,50,000	37,50,000
32	Shuchi Yogesh Purohit	Non-promoter	1,25,000	6,25,000
33	Dhruti Sanjaykumar Dave	Non-promoter	1,25,000	6,25,000
34	Vishalkumar Anilrao Sonavane	Non-promoter	1,25,000	6,25,000
35	Dharini Abhishek Pandya	Non-promoter	1,25,000	6,25,000
36	Nirav Vrajilal Shah	Non-promoter	5,00,000	25,00,000
37	Krupali Nirav Shah	Non-promoter	5,00,000	25,00,000
38	Harcha Chirag Koradia	Non-promoter	10,00,000	50,00,000
39	Nitmika Ghanshyamsinh Gohil	Non-promoter	1,00,000	5,00,000
40	Ushaben Dahyabhai Koradiya	Non-promoter	1,00,000	5,00,000
41	Yash Pritesh Jani	Non-	1,00,000	5,00,000

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Sr. No	Name of Proposed Allottee(s)	Category	No. of Equity Warrants proposed to be issued	Investment Amount up to (in Rs.)
		promoter		
42	Shivang Balmukund Mehta	Non-promoter	1,25,000	6,25,000
43	Ajaykumar Ankushrao Pawar	Non-promoter	1,00,000	5,00,000
44	Mohsinkhan Bismillahkhan Pathan	Non-promoter	1,10,000	5,50,000
45	Sajidhusain Ismailmiya Malek	Non-promoter	16,50,000	82,50,000
46	Ismail Husainmiya Malek	Non-promoter	1,00,000	5,00,000
47	Ravindran R Nambiar	Non-promoter	75,000	3,75,000
48	Vandana Nambiar	Non-promoter	75,000	3,75,000
49	Sneha Harshavardhan Shouche	Non-promoter	2,20,000	11,00,000
50	Deepakkumar Mineshkumar Doshi	Non-promoter	1,10,000	5,50,000
51	Adnan Irfan Ahmed Chanda	Non-promoter	35,000	1,75,000
52	Sachin Malhi	Non-promoter	60,000	3,00,000
53	Monica Umang Sharma	Non-promoter	40,000	2,00,000
54	Ronak Nichwani	Non-promoter	50,000	2,50,000
55	Annasaheb Mahadev Kumbhar	Non-promoter	20,000	1,00,000
56	Ghanshyam Vitthal Akre	Non-promoter	40,000	2,00,000
57	Mili Aloksingh Jamdar	Non-promoter	30,000	1,50,000
58	Sunil Oommen Chacko	Non-promoter	20,000	1,00,000
59	Mahipalsinh F. Chauhan	Non-promoter	50,000	2,50,000
60	Kameshwar Singh	Non-promoter	16,20,000	81,00,000
61	Vijay Vishnupant Adhav	Non-promoter	5,50,000	27,50,000
62	Rahul Rajkumar Chawla	Non-promoter	10,000	50,000
63	Brijesh Bhikhubhai Nagar	Non-promoter	10,000	50,000
64	Gaurav Jayant Gupte	Non-promoter	1,00,000	5,00,000
65	Jaya Ashok Bhardwaj	Non-promoter	1,00,000	5,00,000

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Sr. No	Name of Proposed Allottee(s)	Category	No. of Equity Warrants proposed to be issued	Investment Amount up to (in Rs.)
	Total		17,00,00,000	85,00,00,000

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the purpose of calculating the Price of the Convertible Equity Warrants be and is hereby fixed as Tuesday, August 02, 2022, ("Relevant Date") being the thirty (30) days prior to the date on which this resolution shall be considered to be passed i.e. September 01, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants convertible into Equity shares shall be subject to the following terms and conditions:

a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this special resolution by the members, provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

b) Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

c) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

d) Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;

e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;

f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;



g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;

h) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

i) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

j) The Proposed Allottee shall pay the consideration of Equity warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.

k) The Equity warrants allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

l) The Equity warrants holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.

m) The Equity Warrants by its self until converted into Equity Shares, do not give to the Warrants Holder(s) any voting rights in the Company in respect of such Equity Warrants.

n) The price determined above and the number of Equity shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option of conversion by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalizing the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorize to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilization of proceeds of issue and further to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their



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approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorized signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalize their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorized to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3: 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 with or without modification(s), the following resolution as **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 2022-23 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 2022-2023 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

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SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN RS.	Year
1	Ms. Sheetal Mandar Bhalerao	Promoter & Managing Director & Chairperson	As per Section 188 and RPT Policy of the Company	25 Crores	2022-2023
2	Mr. Yatin Sanjay Gupte	Promoter and Non-Executive Non-Independent Director	As per Section 188 and RPT Policy of the Company	25 Crores	2022-2023
3.	Wardwizard Solutions India Private Limited and subsidiary (WWS)	Mr. Yatin Gupte, Common Director and promoter of WWS and Vegetable products Ltd (VPL)	As per Section 188 and RPT Policy of the Company	30 Crores	2022-2023
4.	I Secure Credit & Capital Services Limited (ISC&CSL)	Mr. Yatin Gupte, Common Director and promoter of VPL and ISC&CSL.	As per Section 188 and RPT Policy of the Company	20 Crores	2022-2023
5.	Mangalam Industrial Finance Ltd. (MIFL)	Mr. Yatin Gupte, Director of VPL is Non-Executive – Non-Independent Director of MIFL	As per Section 188 and RPT Policy of the Company	20 Crores	2022-2023
6.	Yeppy Foods	Ms. Sheetal Bhalerao, MD of VPL is Partner of Yeppy Food.	As per Section 188 and RPT Policy of the Company	40 Crores	2022-2023
7.	Wardwizard Innovations & Mobility Limited	1) Ms. Sheetal Bhalerao Managing Director of VPL is Non-Executive Non-Independent Director of WIML 2) Mr. Yatin Gupte is Non - Executive Non- Independent Director of VPL is Managing Director Of WIML	As per Section 188 and RPT Policy of the Company	10 Crores	2022-2023



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SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN RS.	Year
8.	Mr. Sanjay Gupte	Relative of Promoter & Non-Executive Director of the Company.	As per Section 188 and RPT Policy of the Company	10 Crores	2022-2023

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."

ITEM NO. 4: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO. 5: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:

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

"RESOLVED THAT pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for time being in force) and upon



recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 100,00,00,000 /- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

ITEM NO. 6: AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY:

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

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company up to an aggregate sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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. The RTA has generated Electronic Voting Event Number 120661 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 **02nd August, 2022**, informing about the completion of dispatch of the Postal Ballot Notices.
7. The Company has published the corrigendum to the notice of postal ballot in the newspaper "Business Standard (English Newspaper, All editions) and Aarthik Lipi (Bengali Newspaper, Kolkata) on 13th August, 2022 and same has been updated on the Website of the Company.
8. On scrutiny, I report that out of 6950 shareholders, 87 (Eighty-seven) 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: TO CONSIDER INCREASE OF AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Total No. of Shareholders	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	87	9,12,90,612	80	9,12,79,995	7	10,617
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	87	9,12,90,612	80	9,12,79,995	7	10,617
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	87	9,12,90,612	80	9,12,79,995	7	10,617

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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,75,783	10,617	99.96	0.04
	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	4,32,95,788	2,53,86,400	58.64	2,53,75,783	10,617	99.96	0.04
Total		10,92,00,000	9,12,90,612	83.60	9,12,79,995	10,617	99.99	0.01

Percentage of Votes cast in favor: 99.99%

Percentage of Votes cast against: 00.01%

**ITEM NO. 2. Special Resolution: ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:**

Total No. of Shareholders	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	85	4,18,62,453	77	4,18,51,397	8	11,056
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	85	4,18,62,453	77	4,18,51,397	8	11,056
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	85	4,18,62,453	77	4,18,51,397	8	11,056

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	6,59,04,212	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	6,59,04,212	0	0	0	0	0	0
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	4,32,95,788	4,18,62,453	96.69	4,18,51,397	11,056	99.97	0.03
	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	4,32,95,788	4,18,62,453	96.69	4,18,51,397	11,056	99.97	0.03
Total		10,92,00,000	4,18,62,453	38.34	4,18,51,397	11,056	99.97	0.03

Percentage of Votes cast in favor: 99.97%

Percentage of Votes cast against: 00.03%

**ITEM NO. 3. 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	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	84	*2,53,86,400	75	*2,53,75,412	9	10988
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	84	*2,53,86,400	75	*2,53,75,412	9	10988
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	84	*2,53,86,400	75	*2,53,75,412	9	10988

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	*6,59,04,212	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	6,59,04,212	0	0.00	0	0	0.00	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	4,32,95,788	2,53,86,400	58.64	2,53,75,412	10,988	99.96	0.04
	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	4,32,95,788	2,53,86,400	58.64	2,53,75,412	10,988	99.96	0.04
Total		10,92,00,000	2,53,86,400	23.25	2,53,75,412	10,988	99.96	0.04

*Note: Mr. Yatin Sanjay Gupte, (Director/ promoter) holding 3,29,52,106, Wardwizard Solution India Private Limited Holding 1,64,76,053 and Mrs. Sheetal Mandar Bhalerao (Managing Director/ promoter) holding 1,64,76,053 no. of equity shares of the Company are interested in the above mentioned resolution, hence e-voting done by them is not considered.

Percentage of Votes cast in favor: 99.96%

Percentage of Votes cast against: 00.04%

**ITEM NO. 4. Special Resolution: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

Total No. of Shareholders	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	87	9,12,90,612	78	9,12,89,640	9	972
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	87	9,12,90,612	78	9,12,89,640	9	972
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	87	9,12,90,612	78	9,12,89,640	9	972

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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,85,428	972	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	4,32,95,788	2,53,86,400	58.64	2,53,85,428	972	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	9,12,89,640	972	100.00	0.00

Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

**POOJA AMIT GALA**

Practicing Company Secretaries

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

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

ITEM NO. 5. Special Resolution: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:

Total No. of Shareholders	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	87	9,12,90,612	80	9,12,89,770	7	842
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	87	9,12,90,612	80	9,12,89,770	7	842
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	87	9,12,90,612	80	9,12,89,770	7	842

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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	4,32,95,788	2,53,86,400	58.64	2,53,85,558	842	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	4,32,95,788	2,53,86,400	58.64	2,53,85,558	842	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	91289770	842	100.00	0.00

Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%



POOJA AMIT GALA

Practicing Company Secretaries

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

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

ITEM NO. 6. Special Resolution: AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY:

Total No. of Shareholders	6,950						
Total No. of Shares	10,92,00,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From August 03, 2022 to September 01, 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	87	9,12,90,612	79	9,12,89,749	8	863
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	87	9,12,90,612	79	9,12,89,749	8	863
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	87	9,12,90,612	79	9,12,89,749	8	863

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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	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	6,59,04,212	6,59,04,212	100.00	6,59,04,212	0.00	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	4,32,95,788	2,53,86,400	58.64	2,53,85,537	863	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	4,32,95,788	2,53,86,400	58.64	2,53,85,537	863	100.00	0.00
Total		10,92,00,000	9,12,90,612	83.60	9,12,89,749	863	100.00	0.00

Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

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

As the number of votes castes casted in favor of the Resolution No.1, 2, 3, 4, 5 and 6, 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 29, 2022 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: cn=Pooja Amit Gala, o=Practicing Company Secretaries,
ou=Practicing Company Secretaries, email=cspoojagala@gmail.com,
c=IN, postalCode=400615, st=Maharashtra, serialNumber=69693,
date=2022.09.02 11:11:11 +05'30'

Pooja Amit Gala

(Practicing Company Secretary)

ACS No: 69393

COP No: 25845

Peer Review Certificate – 2423/2022

Date: 02/09/2022

Place: Thane

ICSI UDIN: A069393D000896230