

Date: 27-11-2023

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

Ref: Wardwizard Foods and Beverage 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. TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.
2. TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Voting period was closed on 25th November, 2023 and the Scrutinizer has submitted their report on 27th November, 2023. Thereafter the result of the voting was declared on 27th November, 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.

Yours Faithfully,
**For Wardwizard Foods and Beverage Limited
(Formerly known as Vegetable Products Limited)**

**Bhoomi Talati
Company Secretary & Compliance Officer**

Encl: as above

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	21-10-2023
Record date	20-10-2023
Total number of shareholders on record date	7189
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. TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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)	% 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	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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	
	Total	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
Total		23,21,40,000	12,86,02,723	55.3988	12,86,02,579	144	99.9999	0.0001

Resolution required: (Ordinary/ Special)	ITEM NO. 2. SPECIAL RESOLUTION: : TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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)	% 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	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
	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	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
Total		23,21,40,000	12,86,02,723	55.3988	12,86,02,579	144	99.9999	0.0001



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/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: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083, West Bengal.

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 **21st October, 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 **21st October, 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 28th December, 2022 and 09/2023 dated 25th September, 2023 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 **27th October, 2023** (9.00 a.m.) to **25th November, 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 **25th November, 2023**.



POOJA AMIT GALA

Practicing Company Secretaries

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8355959800

Special Business:

ITEM NO. 1: TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, DR. JOHN JOSEPH (DIN: 08641139), who was appointed as an Additional Non-Executive Independent Director of the Company on 25th September, 2023, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as an “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from 25th November, 2023 to 24th November, 2028 (both days inclusive), and that he shall not be liable to retire by rotation.”

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

ITEM NO. 2: TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, LT General Jai Singh Nain (Retd) (DIN: 10289738), who was appointed as an Additional Non-Executive Independent Director of the Company on 25th September, 2023, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as an “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from 25th November, 2023 to 24th November, 2028 (both days inclusive), and that he shall not be liable to retire by rotation.”



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

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

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 **126985** 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 **26th October, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 7189 shareholders, 61 (Sixty One) 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;

***Note : As on 20th October, 2023 i.e the cut-off date for this postal ballot , the capital of the company was 23,21,40,000. The Company has allotted 1,60,00,000 number of equity shares on 21st October, 2023 pursuant to conversion of warrants on preferential basis to Promoters/ promoter groups of the Company, for which listing and trading approval is awaited.**



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ITEM NO. 1. SPECIAL RESOLUTION: TO APPOINT DR. JOHN JOSEPH (DIN: 08641139) AS NON-EXECUTIVE INDEPENDENT

DIRECTOR OF THE COMPANY:

Total No. of Shareholders	7189						
Total No. of Shares	232140000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 27 th October, 2023 to 25 th November, 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	61	12,86,02,723	54	12,86,02,579	7	144
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	61	12,86,02,723	54	12,86,02,579	7	144
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	61	12,86,02,723	54	12,86,02,579	7	144

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% 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	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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		12,26,05,212	12,04,04,212	98.2048	12,04,04,212	0.00	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	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
	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		10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982
Total		23,21,40,000	12,86,02,723	55.3988	12,86,02,579	144	99.9999	0.0001

**POOJA AMIT GALA**

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ITEM NO. 2. SPECIAL RESOLUTION: TO APPOINT LT GENERAL JAI SINGH NAIN (RETD) (DIN: 10289738) AS NON-EXECUTIVE**INDEPENDENT DIRECTOR OF THE COMPANY:**

Total No. of Shareholders	7189						
Total No. of Shares	232140000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 27 th October, 2023 to 25 th November, 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	61	12,86,02,723	54	12,86,02,579	7	144
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	61	12,86,02,723	54	12,86,02,579	7	144
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	61	12,86,02,723	54	12,86,02,579	7	144

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% 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	12,26,05,212	12,04,04,212	98.2048	12,04,04,212	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		12,04,04,212	98.2048	12,04,04,212	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	10,95,34,788	81,98,511	7.4848	81,98,367	144	99.9982	0.0018
	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		81,98,511	7.4848	81,98,367	144	99.9982	0.0018
Total		23,21,40,000	12,86,02,723	55.3988	12,86,02,579	144	99.9999	0.0001



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Membership No: 69393/Cop No: 25845

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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 to 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 **21st October, 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
Date: 2023.11.27
11:35:26 +05'30'

Pooja Amit Gala

(Practicing Company Secretary)

Membership No: 69393

COP: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393E002423481

Date: 27-11-2023

Place: Thane