



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

Secretarial Compliance Report of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) for the financial year ended 31st March, 2023.

To

The Members

Wardwizard Foods and Beverages Limited

(Formerly known as Vegetable Products Limited)

(CIN: L15100WB1953PLC021090)

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria Kolkata WB 700083.

Corporate Office: 418, GIDC Estate, POR Ramangamdi, Vadodara – 391243.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)** (hereinafter referred as 'the listed entity'), having its Registered Office at **Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal, 700083** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

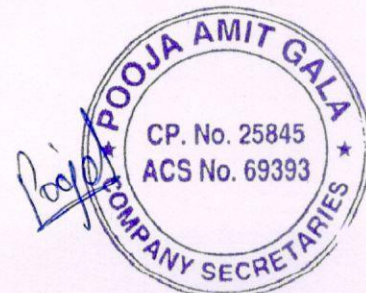
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I **Pooja Amit Gala**, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:
 - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - **Applicable to the Company during the period under review.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable to the Company during the period under review.**





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The Board of Directors of the Company in its meeting dated 14th September, 2022 allotted 16,99,40,000 convertible equity warrants, on preferential basis to promoters/ promoter group and Strategic Investors not forming part of the Promoter Group of the Company with an option to convert the same into equal number of equity shares at a price of Rs. 5/- (including premium of Rs. 4/-) per share on face value of Re. 1/- per share.

Further on 10th October, 2022, Company has allotted the 4,90,40,000 equity shares on preferential basis to promoters/ promoters' group and Strategic Investors not forming part of the Promoter Group out of 16,99,40,000 convertible equity warrants. The paid-up Capital after allotment was 15,82,40,000 equity shares of Re. 1/- each.

Further on 28th March, 2023, Company has allotted the 3,73,00,000 equity shares on preferential basis to promoters/ promoters' group and Strategic Investors not forming part of the Promoter Group out of 16,99,40,000 convertible equity warrants. The paid-up Capital after allotment was 19,55,40,000 equity shares of Re. 1/- each.

The balance convertible warrants share 8,36,00,000 are still pending for allotment due to outstanding payment of 75% i.e., Rs. 3.75/- per warrant.

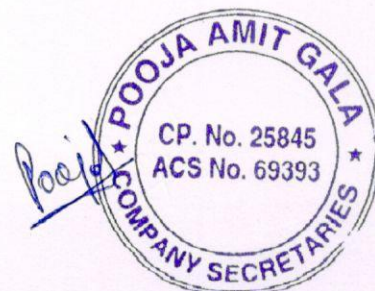
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the period under review.**

During the year there has been change in the control & management of the Company. (1) Mrs. Sheetal Mandar Bhalerao (2) Mr. Yatin Sanjay Gupte and (3) Wardizard Solutions India Private Limited, have acquired 2,70,57,520 equity shares of Re. 1/- each representing 24.78% of the paid-up capital of the Company by way of Share Purchase Agreement dated 5th February, 2022 between the existing promoters & Acquirers.

The Acquirers have made Open Offer of 3,93,14,240 equity shares of Rs. 1/- each at an offer price of Rs. 5/- per share representing 36% of the paid-up capital of the Company. The Open Offer opened on 30th March, 2022 & closed on 12th April, 2022 & it was concluded successfully on 22nd April, 2022. During the open offer 3,88,46,692 equity shares of Re. 1/- was tendered by the public shareholders of the Company representing 35.57% of the paid up capital of the company. Post open offer the Acquirers were holding 6,59,07,212 equity shares of Re.1/- each representing 60.35% of the paid-up capital of the Company. The Entire Board of the Company was changed on 21st May, 2022.

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable to the Company during the period under review.**

The Company has maintained the structured Digital Database under Regulation 3(5) of SEBI (PIT) Regulations 2015.





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- (i) Securities and Exchange Board of India (Depository and Participant) Regulation 2018. – **Applicable to the Company during the period under review.**

The Company has submitted the quarter disclosure under Regulation 74(5) and Regulation 76 to the BSE within the prescribed time.

- (j) Securities and Exchange Board of India (Procedure of Board Meeting) Regulation, 2001 – **Applicable to the company during the period under review.**

- (k) Securities and Exchange Board of India (Registrar to an Issue and share transfer Agent) Regulation 1993 – **Applicable to the company during the period under review.**

The Company has appointed a Purva shareregistry (India) Private Limited as the new Registrar and Transfer agent. The company has received the approval letter from CDSL on 21st June, 2022 and NSDL on 22nd June, 2022 to change the RTA from M/s ABS consultant Private Limited to M/s Purva Shareregistry (India) Private Limited.

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely up dation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	Nil Nil





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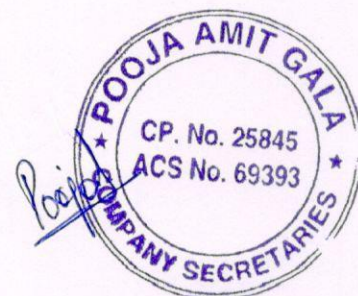
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3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website● Timely dissemination of the documents/ information under a separate section on the website● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes Yes Yes	Nil Nil Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities havebeen examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	During the period under review, there were no subsidiary of the company
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.





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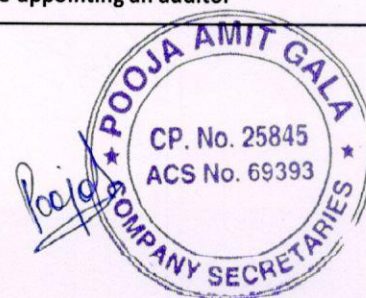
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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	No	Certain prior approvals have not been taken
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has maintained the data in Structured Digital database (SDD) from the Quarter ended 31 st December, 2022
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Not Applicable	As per the Confirmation provided to us by the Company there is no Action taken by SEBI or Stock Exchange
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no additional non-compliance observed for any SEBI regulation /circular/guidance note, etc.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		





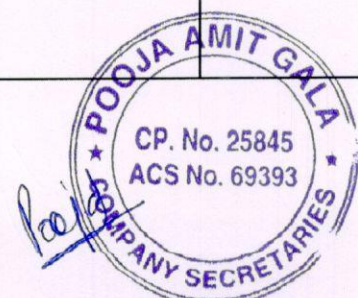
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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year.</p>	Not Applicable	The auditor has resigned within 45 days from the end of a quarter of a financial year.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by themanagement, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned</p>	Not Applicable	There are no concerns were reported by the Auditor





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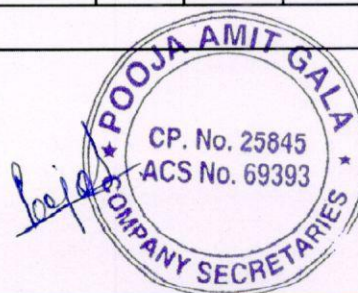
	above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	The Company has received Annexure- A from resigned Auditor.

a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										








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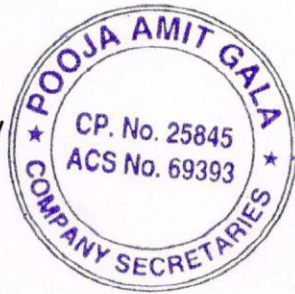
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I Further report that I, **Pooja Amit Gala** (ACS 69393, COP 25845) has been **appointed** as a Secretarial Auditor to conduct the Secretarial Audit for Financial Year 2022- 2023 with effect from 29th July, 2022.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Pooja Amit Gala
Practicing Company Secretary
ACS – 69393
COP: 25845



Peer Review: 2423/2022
UDIN: A069393E000427696

Place: Thane

Date: 30-05-2023

Disclaimer: - We have conducted the assignment by examining the secretarial records including Minutes, Documents, Registers and Other Records etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 22-23. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.