



Vegetable Products Limited

Date: 21.05.2019

To,
BSE Limited
Department of Corporate Filings,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Sub: Secretarial Compliance Report for the year ended 31st March, 2019.

Ref: Vegetable Products Limited (BSE Scrip Code: 539132)

Dear Sir/Madam,

In terms of clause 3(b)(iii) of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019.

Kindly acknowledge the same.

Thanking You,

Yours Faithfully,
For Vegetable Products Limited

Tanmoy Mondal

Tanmoy Mondal
Managing Director
DIN: 06391885



Encl: as above

Registered Office :

Subol Dutt Building, 13, Brabourne Road, 6th Floor, Kolkata - 700 001
Website : www.vegetableindia.com, E-mail : vpl1953@yahoo.com
Tele. No. : +91 33 2231 5686 / 5687, CIN : L01122WB1953PLC021090



P D RAO & ASSOCIATES
Company Secretaries

Room No.1B, 6th Floor, Saltee Plaza
1 Mall Road, Nagerbazar
Kolkata-700080
E-mail : compliance@pdrao.com
Website : www.pdrao.com
Mob : + 91 97325 49778

Secretarial compliance report of M/s Vegetable Products Ltd. for the year ended 31.03.2019

We, **P D Rao & Associates** have examined:

- (a) all the documents and records made available to us and explanations provided by **M/s Vegetable Products Ltd. (L01122WB1953PLC021090)** ("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 31.03.2019 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**



(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
and based on the above examination, we hereby report that, during the Review Period:

(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 Requirements(Regulations/Circulars/g uidelines including specific clauses)	Deviations	Observations/Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) **under** the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the practicing Company Secretary, if any
Nil	Nil	Nil	Nil	Nil

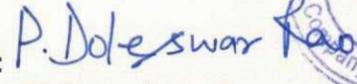


The listed entity has taken the following actions to comply with the observations made in previous report:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the Company, if any	Comments of the Practicing Company secretary on the actions taken by the listed entity
Nil	Nil	Nil	Nil	Nil

Place: Kolkata
Date: 21.05.2019

P D Rao & Associates
Practising Company Secretaries

Signature: 
Name : CS Puppala Doleswar Rao
(Proprietor)

Mem No. : A38387
C. P. No. : 14385

