



## Vegetable Products Limited

Date: 21.09.2017

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

Sub: Submission of Annual Report for Financial Year 2016-2017 in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015.

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

Dear Sir / Madam,

This has reference to captioned subject and in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015, we are submitting herewith soft copy of Annual Report for financial Year 2016-17 in PDF format.

Please acknowledge the receipt.

Thanking You,

Yours Faithfully,  
For Vegetable Products Limited

*Tanmoy Mondal*  
Tanmoy Mondal  
Managing Director  
DIN : 06391885



C.C. To: The Calcutta Stock Exchange Limited

Encl: as above

**Registered Office :**

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



**VEGETABLE PRODUCTS LIMITED**

**63rd ANNUAL  
REPORT  
2016-2017**

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## CORPORATE INFORMATION'S

### Directors

Tanmoy Mondal  
Pradeep Kumar Daga  
Kirti Sharma\*  
Arun Chakraborty  
Sudarson Kayori  
Rathindra Nath Ghosh

Managing Director & CEO  
Non-Executive Director  
Non-Executive Director  
Independent Director  
Independent Director  
Independent director

### Company Secretary & CFO

Shivani Khanna  
Utpal Dey

Company Secretary  
Chief Financial Officer

### Registered Office

Subol Dutt Building  
13, Brabourne Road, 6th Floor,  
Kolkata - 700 001, (W.B.), India  
Ph. Nos.: +91 33 2231 5686 / 5687  
E-Mail : vpl1953@yahoo.com

### Principal Bankers

HDFC Bank Ltd.  
Kotak Mahindra Bank

### Auditors

M/s. Maroti & Associates  
9/12, Lalbazar Street, Block - "E"  
3rd Floor, Room No. 2,  
Kolkata - 700 001  
Tel.: +91 33 2231 9391 / 9392  
Fax.: +91 33 2243 8371  
E-Mail : mkmaroti@gmail.com

### Registrar

M/s. ABS Consultant Pvt. Ltd.  
"Stephen House", 6th Floor,  
Room No. 99, 4, B. B. D. Bag (E),  
Kolkata - 700 001  
Tel.: +91 33 2243 0153  
E-Mail : absconsultant@vsnl.net

### CIN

L01122WB1953PLC021090

### Web Site

[www.vegetableindia.com](http://www.vegetableindia.com)

\* Appointed w.e.f. 20.05.2016

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## DIRECTOR'S REPORT TO THE MEMBERS

Dear Shareholders,

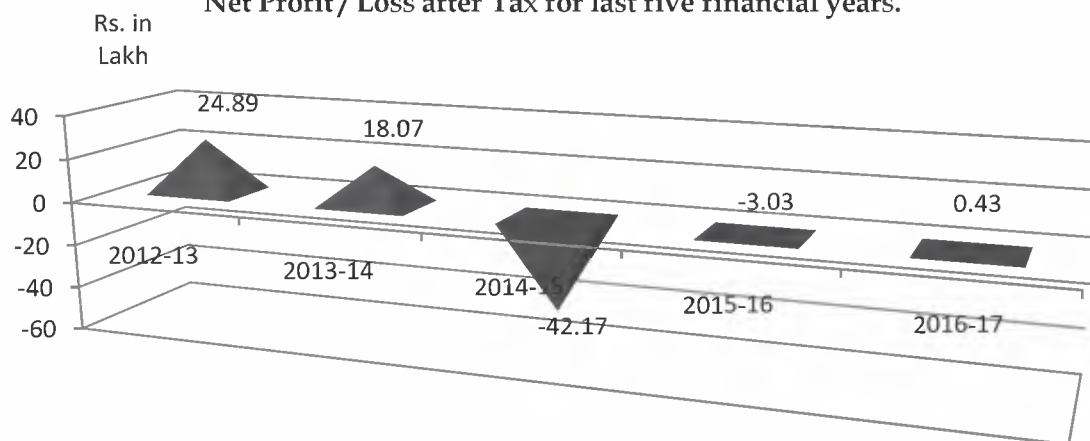
We are presenting the **63rd Annual Report** of the Company along with the Standalone Audited Statement of Accounts for the year ended on **31st March, 2017**. The financial results for the year are given below.

### SUMMARISED FINANCIAL RESULTS

*Rs. in Lakh*

Particulars	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
Sales & Other Income	43.53	38.72
Profit before Interest, Depreciation & Exceptional Items	9.88	8.41
Interest	(6.91)	(6.33)
Depreciation	(2.35)	(2.42)
Exceptional Items	0.00	(2.50)
Profit / (Loss) before Tax	0.62	(2.84)
Provision for Tax	0.00	0.00
Deferred Tax	(0.19)	(0.20)
MAT Tax Credit Availed	0.00	0.00
Profit after Tax	0.43	(3.03)
Add : Balance Brought forward from previous year	(480.76)	(471.22)
Appropriations		
Dividend on Preference Share	0.00	0.00
Tax on distributed preference dividend	0.00	0.00
Sales Tax Paid for Earlier Year	0.00	(6.51)
Balance carried to Balance Sheet	(480.33)	(480.76)

**Net Profit/ Loss after Tax for last five financial years.**





## ◀ REVIEW OF OPERATIONS & PROSPECTS

Your Company has recorded a profit of Rs. 0.43 Lakhs during the year under review as compared to loss of Rs. 03.03 Lakh incurred in the previous year. The company's turnover during the year has nil because of discontinuance of production since July, 2011. In spite of this the company could achieve this growth because of continuous effort in other area of business. However, looking to the present scenario, your directors could not foresee a glimpse of bright future. Your directors are putting their full efforts to bring the company in a sustainable position in this competitive market through all possible measures. Your directors bring new projects in the area of agriculture business and construction company to boost the turnover and profit of the company in the future scenario.

Your Company is making all out endeavor to rise to the market expectations to protect and achieve enhanced value for all its stakeholders i.e. shareholders, employees, consumers and society in general.

## ◀ DIVIDEND

Your directors regret their inability to recommend any dividend to equity shareholders for the year 2016-17.

## ◀ SHARE CAPITAL

The Company's paid-up equity share capital as on March 31, 2017 was Rs. 1092 lakhs.

## ◀ DIRECTORS

Pursuant to the provisions of section 149 of the Act, Mr. Arun Chakraborty (DIN: 00140430), Mr. Rathindra Nath Ghosh (DIN:00152267) and Mr. Sudarson Kayori (DIN:00165816) were appointed as independent directors of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Ms. Kirti Sharma (DIN: 07434779) was appointed as Non-Executive Director of the company under the applicable provisions of Companies Act, 2013 with effect from 20th day of May, 2016.

Approval of members is being sought for re-appointment of Mr. Arun Chakraborty (DIN: 00140430) and Mr. Sudarson Kayori (DIN:00165816) as Independent Directors of the Company for the second term of consecutive five years effective from the conclusion



of ensuing AGM upto 30.09.2022 as set out in explanatory statement annexed to the notice convening this Meeting.

Director Mr. Pradeep Kumar Daga (DIN 00080515) retire by rotation and, being eligible, offer himself for re appointment.

The members are requested to refer to the Notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors proposed to be appointed.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. Tanmoy Mondal (DIN 06391885), Chief Executive Officer and Managing Director, Mr. Utpal Dey, Chief Financial Officer and Mrs. Shivani Khanna (ICSI Mem. No. A33730), Company Secretary. There has been no change in the key managerial personnel during the year.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and other Committees of the Board. At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

## **MEETINGS**

During the year, twelve Board meetings were convened and held. The details thereof are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **AUDITORS**

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s. Maroti & Associates, Chartered Accountants (Firm registration Number 322770E), were appointed as statutory auditors of the Company from the conclusion of the 60th Annual General Meeting (AGM) of the Company held on September 11, 2014 till the conclusion of the 64th Annual General Meeting (AGM) of the Company subject to their ratification at every Annual General Meeting. The Board seeks shareholders approval to ratify their appointment from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting

## AUDITOR'S REPORT

The Auditor's Report to the Shareholders does not contain any reservation, qualification or adverse remarks.

## SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P. D. Rao & Associates, Company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended 31st March,2017 is annexed herewith as "Annexure 1" to this report

The Secretarial Audit Report does not contain any adverse qualification, reservation or remark.

## COST AUDITOR

Appointment of Cost Auditor pursuant to section 148 of the Companies Act, 2013 is not applicable to the company. Hence Cost Auditor has not been appointed for the financial year 2016-2017.

## CASH FLOW STATEMENT

In accordance with the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Cash Flow statement duly verified by the Auditors is annexed herewith.

## FINANCE

Cash and cash equivalents as at March 31, 2017 was Rs. 547.02 lakhs. The Company continues to focus on judicious management of its working capital, receivables and other working capital parameters were kept under strict check through continuous monitoring.

## DEPOSITS

During the Year under reference, the Company has not accepted any deposits from the public and as such, within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## LOANS, GURANTEES AND INVESTMENTS

The provision of section 186 of the Co. Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), are not applicable, as the Company has not given any loans or guarantees during the year. The details of investments, if any, made by the Company is given in the notes of the financial statements.

## ◀ RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS18) has been made in the notes to the Financial Statements.. The policy is available on the website of the company (<http://www.vegetableindia.com/cc/rpt.pdf>).

## ◀ SUBSIDIARY COMPANIES

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

## ◀ DIRECTORS'S RESPONSIBILITY STATEMENTS

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2017 and state that :

- i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March,2017, the applicable accounting standards have been followed along with the proper explanation relating to material departure, if any.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit or loss of the Company for the year under review.
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

## **PERSONNEL**

According to the Section 197(12) of the Companies Act 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014, no employee of the Company is in receipt of remuneration aggregating to Rs. 60,00,000/- or more for the year and Rs. 5,00,000/- or more for part of the month.

## **CORPORATE GOVERNANCE**

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with the Corporate Governance norms stipulated, is annexed to the Report on Corporate Governance.

## **AUDIT COMMITTEE, VIGIL MECHANISM**

Audit Committee comprises of three members out of them two members are Independent Directors and one is executive director. The Company Secretary is the Secretary of the Committee. During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee. The Company has in place a vigil mechanism for Directors and Employees, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of the Company's policies or Rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or is likely to be affected and formally reported by whistle blowers. The details of the vigil mechanism are also available on the Company's website [www.vegetableindia.com](http://www.vegetableindia.com).





## **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**



According to the provision of Sec. 135 of the Co. Act 2013, companies having a net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute CSR Committee. However, your Company does not fall in the above said criteria and hence not required to constitute the said Committee.



## **NOMINATION AND REMUNERATION COMMITTEE**



Nomination and Remuneration Committee comprises of three members and all the members are Independent Directors of the Company



## **DECLARATION BY INDEPENDENT DIRECTORS**



Necessary declarations have been obtained from all the Independent Directors under sub-section (6) of Section 149 of the Companies Act, 2013.



## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**



There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future



## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**



The information of Conservation of Energy as required under section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts), Rules 2014 along with details of technology absorption and foreign exchange earnings & outgo are given by way of Annexure-3 to Director's Report.



## **DISCLOSURE REQUIREMENTS**



As per SEBI Listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

Business Responsibility Report as per Regulation 34 of the SEBI Listing Regulations is not applicable to the Company and hence do not form part of this annual report.

## **POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on the website of the Company. The policies are reviewed periodically by the board and updated based on need and new compliance requirement

## **FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS**

All new Independent Directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the Corporate Governance and is also available on our website (<http://www.vegetableindia.com/cc/fp.pdf>). Further at the time of appointment of independent director, the company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities.

## **INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## **POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURE**

In terms of Regulation 30 (4) (ii) of the Listing Regulations, the Board of Directors of the Company, is required to formulate and adopt a Policy for Determination of Materiality of Events/Information, and upload the same on the website of the Company. Further, SEBI had vide Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, prescribed the details that need to be provided by Listed Companies while disclosing such material events/ information.

This policy applies to disclosure of material events affecting the company. In terms of Regulation 30 of the Listing Regulations, listed entities are required to disclose details of events / information which in the opinion of the Board, are material.

## ◀ ARCHIVAL POLICY

The policy deals with the retention and archival of corporate records of Shree Securities Ltd. The policy is available on the website of the company : <http://www.vegetableindia.com/investor.html>.

## ◀ PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

## ◀ EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under the provision of the Companies Act, 2013, is included in this report as annexed "Annexure 2" and forms an integral part of this report.

## ◀ DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been filed under the Act as the Company is keeping the working environment healthy.

## ◀ ACKNOWLEDGEMENT

Your Directors like to place on record their appreciation for the unstinted support and assistance received by the Company from the Central and State Governments and its Bankers.

The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company's well being.

For and on behalf of the Board

Place : Kolkata

Date : 26th day of May, 2017.

Pradeep Kumar Daga  
Chairman & Director  
DIN: 00080515

Tanmoy Mondal  
Managing Director  
DIN : 06391885



## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

**M/s. Vegetable Products Ltd.**

Subol Dutt Building,

13, Brabourne Road, 6<sup>th</sup> Floor, Kolkata – 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vegetable Products Limited (CIN: L01122WB1953PLC021090)** (hereinafter called the company). Secretarial Audit 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 **M/s. Vegetable Products Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2017 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Vegetable Products Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company during the period under review;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28<sup>th</sup> October, 2014 **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:
- (a) Food Safety and Standard Act, 2006;
  - (b) Essential Commodities Act, 1955;
  - (c) Vegetable Oil Products Production & Availability-VOPPA(Regulation) Order, 2011;
  - (d) Intellectual Property Rights related laws;
  - (e) Factories Act, 1948;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

**We further report that** as represented by the Company and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

P D Rao & Associates  
Practising Company Secretaries

Name : CS P. Doleswar Rao  
( Proprietor )  
Mem No. : A38387  
C. P. No. : 14385

Place: Kolkata  
Date: 26.05.2017

**Note: This report is to be read with our letter of even date which is annexed as Annexure 'I' and form forms an integral part of this report.**

## ANNEXURE 'I' OF THE SECRETARIAL AUDIT REPORT

To  
The Members  
M/s. Vegetable Products Ltd.  
Subol Dutt Building, 6<sup>th</sup> Floor  
13, Brabourne Road, Kolkata – 700001.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P D Rao & Associates  
Practising Company Secretaries

Place: Kolkata  
Date: 26.05.2017

Name : CS P. Doleswar Rao  
( Proprietor )  
Mem No. : A38387  
C. P. No. : 14385

## ANNEXURE '2' TO THE BOARDS REPORT

### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN As on the Financial Year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L01122WB1953PLC021090
- ii) Registration Date : 13.06.1953
- iii) Name of the Company : VEGETABLE PRODUCTS LIMITED
- iv) Category/Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered Office and Contact details : Registered Office :  
Subol Dutt Building  
13, Brabourne Road, 6th Floor,  
Kolkata - 700001 (West Bengal)  
Tel.: +91 33 22315686 / 5687
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent : **ABS Consultant Private Limited**  
Stephen House, 6th Floor,  
Room No.99, 4, B. B. Bag (East),  
Kolkata- 700 001  
Tel.: +91 33 2230 1043  
Fax : +91 33 2243 0153

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	N. A.	-----	-----



### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
The company has not any subsidiary company.					

### IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

#### i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	4657520	0	4657520	4.27	0	0	0	0	-4.27%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	22400000	0	22400000	20.51	27057520	0	27057520	24.78	4.27%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
ANY OTHER ( SPECIFY )	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (A)(1)	27057520	0	27057520	24.78	27057520	0	27057520	24.78	0%
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0%
Other - Individuals	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	0	0	0	0	0	0	0	0	0%
INSTITUTIONS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL(A)(2)	0	0	0	0	0	0	0	0	0%
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	27057520	0	27057520	24.78	27057520	0	27057520	24.78	0%

PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	0	0	0	0	0	0	0	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0%
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0%
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0%
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(1)	0	0	0	0	0	0	0	0	0%
NON-INSTITUTIONS									
BODIES CORPORATE	71801963	895300	72697263	66.57	72356809	886900	73243709	67.07	0.50
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS.1LAKH.	402195	2233110	2635305	2.41	972037	1961870	2933907	2.69	0.28
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	6624412	185500	6809912	6.24	5779364	185500	5964864	5.46	-0.78
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
NRI's	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(2)	78828570	3313910	82142480	75.22	79108210	3034270	82142480	75.22	0
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	78828570	3313910	82142480	75.22	79108210	3034270	55360150	75.22	0
TOTAL (A)+(B)	105886090	3313910	109200000	100	106165730	3034270	109200000	100	0
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0%
GRAND TOTAL (A)+(B)+(C)	105886090	3313910	109200000	100	106165730	3034270	109200000	100	0



(ii) SHAREHOLDING OF PROMOTERS :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	
1	Silverlake Dealers LLP	22400000	20.51	0	27057520	24.78	0	4.27%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	<b>Silverlake Dealers LLP</b> At the beginning of the year	22400000	20.51		
	Increase / (Decrease) in Promoters Share holding during the year.				
	Transfer by Anjali Daga on 03.03.17	547260	0.50	22947260	21.01
	Transfer by Pranjal Daga on 03.03.17	547260	0.50	23494520	21.52
	Transfer by Jyoti Daga on 03.03.17	547400	0.50	24041920	22.01
	Transfer by Vinita Daga on 03.03.17	2035600	1.86	26077520	23.87
	Transfer by Pradeep Kumar Daga on 03.03.17	980000	0.90	27057520	24.78
	At the End of the year			27057520	24.78
2	<b>Anjali Daga</b> At the beginning of the year	547260	0.50		
	Increase / (Decrease) in Promoters Share holding during the year.				
	Transfer to Silverlake Dealers LLP on 03.03.2017	-547260	-0.50		
	At the End of the year			0	0

3	<b>Pranjal Daga</b> At the beginning of the year	547260	0.50		
	Increase / (Decrease) in Promoters Share holding during the year. Transfer to Silverlake Dealers LLP on 03.03.2017	-547260	-0.50		
	At the End of the year			0	0
4	<b>Jyoti Daga</b> At the beginning of the year	547400	0.50		
	Increase / (Decrease) in Promoters Share holding during the year. Transfer to Silverlake Dealers LLP on 03.03.2017	-547400	-0.50		
	At the End of the year			0	0
5	<b>Vinita Daga</b> At the beginning of the year	2035600	1.86		
	Increase / (Decrease) in Promoters Share holding during the year. Transfer to Silverlake Dealers LLP on 03.03.2017	-2035600	-1.86		
	At the End of the year			0	0
6	<b>Pradeep Kumar Daga</b> At the beginning of the year	980000	0.90		
	Increase / (Decrease) in Promoters Share holding during the year. Transfer to Silverlake Dealers LLP on 03.03.2017	-980000	-0.90		
	At the End of the year			0	0

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS  
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	<b>DIANA COMMODEAL PVT. LTD.</b> At the beginning of the year	5104400	4.67		

	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			5104400	4.67
2	<b>SILVERTOSS TREXIM PVT. LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
3	<b>FABER TREXIM PVT. LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
4	<b>FRONTIER VANIJYA PVT. LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
5	<b>BIVOLTINE MERCANTILES PVT. LTD</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
6	<b>ODYSEE VANIJYA PVT. LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
7	<b>OASIS SYNTEX PVT. LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
8	<b>PRIYANKA TREXIM &amp; COMMERCE PVT. LTD.</b> At the beginning of the year	4984000	4.56		

	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
9	<b>J.TAPARIA PROJECTS LTD.</b> At the beginning of the year	4984000	4.56		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4984000	4.56
10	<b>RICON CONSULTANTS PVT. LTD.</b> At the beginning of the year	4860800	4.45		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			4860800	4.45

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	<b>MR. TANMOY MONDAL</b> <b>Managing Director</b> At the beginning of the year	1680000	1.54		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			1680000	1.54
2.	<b>MR. PRADEEP KUMAR DAGA.</b> <b>Non-Executive Director</b> At the beginning of the year	980000	0.90		
	Increase / (Decrease) in Promoters Share holding during the year. Transfer to Silverlake Dealers LLP on 03.03.17	-980000	-0.90		
	At the End of the year			0	0.000

3.	<b>MS. KIRTI SHARMA</b> <b>Non- Executive Director</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
4.	<b>MR. ARUN CHAKRABORTY</b> <b>Non- Executive Independent Director</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
5.	<b>MR. SUDARSON KAYORI</b> <b>Non- Executive Independent Director</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
6.	<b>MR. RATHINDRA NATH GHOSH</b> <b>Non- Executive Independent Director</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
7.	<b>MR. UTPAL DEY</b> <b>Chief Financial Officer</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
8.	<b>MRS. SHIVANI KHANNA</b> <b>Company secretary</b> At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0.000		
	At the End of the year			0	0.000



V. INDEBTEDNESS (Rs. In Lakhs) :

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans *	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	101.43	0	3.01	104.44
ii) Interest due but not paid	130.08	0	0	130.08
iii)Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	231.51	0	3.01	234.52
Change in Indebtedness during the financial year.				
Addition	6.85	0	0	6.85
Reduction	0	0	0	0
Net Change Indebtedness	6.85	0	0	6.85
At the end of the financial year.				
i) Principal Amount	101.43	0	3.01	104.44
ii) Interest due but not paid	136.93	0	0	136.93
iii)Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	238.36	0	3.01	241.37

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		Tanmoy Mondal Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84000	84000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00
2	Stock Option	00	00
3	Sweat Equity	00	00
4	Commission - as % of profit - others, specify	00	00
5	Others	96000	96000
	Total (A)	180000	180000
	Ceiling as per the Act		

### B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board/Board Committee Meetings	Commission	Others, Please Specify	
1	<b>Independent Directors :</b>				
	Mr. Arun Chakraborty	00	00	00	00
	Mr. Sudarson Kayori	00	00	00	00
	Mr. Rathindra Nath Ghosh	00	00	00	00
	<b>Total Amount (1)</b>	00	00	00	00
2	<b>Other Executive Directors</b>				
	Mr. Pradeep Kumar Daga	00	00	00	00
	Ms. Kirti Sharma	00	00	00	00
	<b>Total Amount (2)</b>	00	00	00	00
	<b>Total (B) = (1+2)</b>	00	00	00	00



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /  
MANAGER / WTD (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shivani Khanna Company secretary	Utpal Dey Chief Financial Officer	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	180000	360000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00
2	Stock Option	00	00	00
3	Sweat Equity	00	00	00
4	Commission - as % of profit - others, specify	00	00	00
5	Others, please specify	00	00	00
	Total (C )	180000	180000	360000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officers in Default under the Companies Act, 2013 : None

### Annexure-3 to Directors' Report

Information required under section 134(3)(m) of the Companies Act, 2013 read with companies (Accounts) Rules, 2014

#### **A) CONSERVATION OF ENERGY**

- a) Time to time Suggestions have been taken from leading consultants for proper utilization and efficient management of steam generation for reduction of energy cost and accordingly they have been implemented wherever possible.
- b) The above measures will restrict the energy cost of per ton of production in future in spite of increase in power cost.
- c) Total energy consumption and energy consumption per unit of production:

<b>a) POWER &amp; FUEL CONSUMPTION :</b>			
		01.04.2016-31.03.2017	01.04.2015-31.03.2016
<b>1</b>	<b>ELECTRICITY(Purchased)</b>		
	Total (KWH)	34050.50	33689.25
	Total Amount (Rs)	601036.00	424148.00
	Rate per Unit (Rs.)	17.65	12.59
<b>2</b>	<b>D.G.SET</b>		
	Quantity (Ltrs)	0.00	0.00
	Total Amount (Rs)	0.00	0.00
	Average Rate (Rs)	0.00	0.00
<b>3</b>	<b>COAL</b>		
	Quantity (M/T)	0.00	0.00
	Total Cost (Rs)	0.00	0.00
	Average Rate (Rs)	0.00	0.00
<b>b)</b>	<b>CONSUMPTION PER UNIT OF PRODUCTION:</b>		
	Electricity per M.T. of Production	0.00	0.00
	Diesel per M.T. of Production	0.00	0.00
	Coal per M.T. of Production	0.00	0.00

#### **B) TECHNOLOGY ABSORPTION**

The manufacturing unit has been closed since 07th July, 2011 hence there are no steps taken for technology absorption and development. The Company has not taken any steps in specific areas of R&D.

#### **C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year there was no international business transactions, hence the foreign exchange earnings and outgo is :

Foreign Exchange Earnings	:	NIL
Foreign Exchange Outgo	:	NIL

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended 31st March, 2017 and forms a part of Board Report.

### ◀ OVERALL REVIEW

The company's production has been discontinued with effect from the financial year 2011. The company has obtained license from FSSAI for production. However, due to non clearance by the pollution control Board the company could not restart its production. The production or operation procedure includes the use of boilers running on coal consumption which is objectionable to the Municipality & Pollution Control Board. There are various reasons behind decline in production. Even after due effort of the management to sustain in the industry it was not viable to continue with the same business line and the management has to take strong strategic decisions.

The company's business turnover during the year has nil because of discontinuance of production since July, 2011. In spite of this the company could achieve this growth because of continuous effort in other area of business. However, looking to the present scenario, your directors could not foresee a glimpse of bright future. Your directors are putting their full efforts to bring the company in a sustainable position in this competitive market through all possible measures. Your directors bring new projects in the area of agriculture business and construction company to boost the turnover and profit of the company in the future scenario.

In this situation, the management have no way but to shift the existing unit to a new remote suitable area and to diversify the existing unit into a new concept of developing and promoting the area for the fulfillment of demand of the locality and in this regard the Board at its meeting held on **22nd January, 2015** approved the proposed project viz; **"Responce City"** for building Housing Complex on the Land of the company. The Housing Complex may consists of Residential & Commercial buildings, Amusement Park, Play Ground, Hospital or Nursing Home and School etc. The company may with or without JV complete the project. The company may engage itself into Real Estate Business activity.

### ◀ INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian economy stress, as the rupee depreciates sharply. Price pressure due to high inflation, fuel cost, a weakening rupee and rising input prices remained major concern for manufacturers. Low household consumption of Vanaspati Products in India due to health conscious, change in pattern of food culture, changing life style, introduction of new models and increasing consumer awareness give tough challenges to the industries

to adopt new technologies. A large number of consumer brand loyalty were increasingly affecting the industry. We did observe that commodity companies especially in the edible oils sector were losing money. Vanaspati also has been reeling from health related issues within the consumer domain.

Reserve Bank of India's policy seems to be heading towards creation of a stable, low inflation regime. The Reserve Bank of India (RBI) has started to lower the interest rates as well as increase the liquidity in the economy by taking various initiatives. The RBI has indicated that further monetary actions will be conditioned by incoming data especially on the easing of supply constraints, pass through of rate cuts into lending rates and improved availability of key inputs such as power, land, mineral and infrastructure. Additionally, impact of US interest rates on global capital flows will determine the pace of interest rate cuts. Post the regime change in India's federal Government, there have been firm signals of development agenda and pushing of reforms required to revitalize the economy. The Government has taken measures to revive the economy by modifying FDI policies for various industries, pushing hard for infrastructure spending and towards creating smart cities. Reforms to create flexibility in labour markets, safety net for the unorganized sector and passing of GST to create a common market will go a long way to take the growth momentum to a different level.

## **OUTLOOK**

Your Company continues to implement its strategy to concentrate on its core business activity of manufacturing of edible oil. The company may enjoy the synergy in its core business activity by utilizing its profits earned from the projected business into farming of oil seeds i.e. manufacturing of raw-material and re-start manufacturing of Edible oil with use of new & advanced technological instruments at plant proposed to be shifted to a different location in remote village of West Bengal. Our backward bending strategy will continue to motivate agriculture sector in the Country and support farmers for their sustainability & livelihood. This will bring financial reliance and development of farmers and their family and the locality with betterment to the life. Your company also propose to continue its trading business activity to generate revenue. We presumed our strategy in the best interest of stakeholders and the company. A success to the presumed strategy may allow us to propose dividend in near future.

## **OPPORTUNITIES AND THREATS**

The company foresee glimpse of opportunity in the Real Estate as The Government has pushed big ticket reforms to provide housing for the masses with the introduction of their policy viz. 'Housing for All by 2022'. In India, the pace of urbanization has not been able to match its peers globally. Approximately 30% of India's population lives in cities as compared to an average 50% globally and 70% in developing nations and substantial portions of this population lives in illegal, shanty towns. The Government expects that half of the population would be shifting to urban cities by 2050. Further the government's initiation of SMART CITY concept is also one motivating factor.



Increase in disposable income and spending among people with moderate economic growth, leads to higher propensity to consume. We believe in the years ahead one will see more robust growth and therefore more consumption.

Further, increase in rural market for product with verity of brands, change in consumption pattern and health conscious among consumers are likely to witness growing demand of quality products in the current years. Also Technological improvements on regular basis are needed to satisfy consumers test & preferences. They tend to look for healthy products when it comes to choosing products for consumption. Newer variants of our products will help the company in getting the attention of consumers who look for healthy lifestyle products that may replace & niche demand for our products. This also requires perfect marketing mix to penetrate product in the market.

The industry has always been adversely affected by high volatility in prices of major inputs, deficiency of project management capabilities; slow down in government decision making, delays in approval by Authorities and lack of availability of skilled laborers. Natural calamities like poor weather conditions and manmade disruptions like encroachment, disruption of supply chain etc. continue to be a major constraint in the business growth. The major threat being faced are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition to sustain in the market with several brands Saffola, Dalda Active, Emami Refined Soyabean Oil, Sunflower and various. The competition became toughest when customer's brand loyalty is considered.

## **RISKS & CONCERNS**

Risks are inherent in every business and their successful mitigation is necessary to protect profitability. In a highly competitive market, the ability to manage diverse risks determines success for a company. Our Strategic focus on Real Estate sector in India exposes the Company to a vast variety of risks. Your Company's growth and profitability are dependent on the consumer's Life style, consumption habits & pattern along Marketing Strategies. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk which are major cause of concern to the Company.

## **INTERNAL CONTROL SYSTEM & ADEQUACY**

Internal control systems and procedures in the Company commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting. The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive and being

replaced or scrape are sold whenever it considered waste. Checks and balances are in place and are reviewed at regular intervals to ensure that transactions are properly authorized and reported correctly.

The internal control is supplemented by an extensive programme of internal audits, review by management, documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets.

## **HUMAN RESOURCES**

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

## **FINANCIAL PERFORMANCE**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report. Your Company's finance function is responsible for correctness of all financial information, timely reporting of business metrics, ensuring complete financial propriety & control, effective risk management, treasury operations and institutional investor relations. The function is organized along with finance teams for each business unit which work within well defined parameters and policies to ensure flexibility, speed and control at the same time.

Regular presentations of audit reports including significant audit findings and compliance assurance along with the implementation status and resolution timelines is made to the Audit Committee of the Board by the internal auditors. Every quarter, the statutory auditors also make a presentation of the summary of audit issues to the Audit Committee.

## **Cautionary Statement**

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments,

fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time.

**For and on behalf of board of directors**

Place : Kolkata  
Date : 26<sup>th</sup> day of May 2017

(Tanmoy Mondal)  
Managing Director  
DIN : 06391885

## **CORPORATE GOVERNANCE REPORT**

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (Listing Regulations).

### **MANDATORY REQUIREMENTS**

#### **1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE**

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics

#### **2) BOARD OF DIRECTORS**

##### **2. a) Composition:**

As on 31st March, 2017, the Board of Directors comprises of six directors consisting of five non executive directors who account for more than eighty three percent of the Board's strength as against the minimum requirement of fifty percent as per the Listing Regulations.

The composition of the Board and other details relating to their directorship in other company are given below:











































































Name of the Director	Designation	Number of board meetings during the year 2016-17		Whether attended last AGM held on 26th September, 2016	No of other Directorship in other Companies		Number of Committee's position held in other Public Companies	
		Held	Attended		Public	Private	Chairman	Member
Mr. Tanmoy Mondal	Managing Director	12	12	YES	NIL	NIL	NIL	NIL
Mr. Pradeep Kumar Daga	Non Executive Director	12	12	YES	8	4	NIL	3
Ms. Kirti Sharma	Non Executive Director	12	7	YES	2	0	NIL	NIL
Mr. Sudarson Kayori	Non Executive Independent Director	12	11	YES	3	0	NIL	4
Mr. Arun Chakraborty	Non Executive Independent Director	12	10	YES	2	0	6	NIL
Mr. Rathindra Nath Ghosh	Non Executive Independent Director	12	9	NO	2	0	NIL	5

## 2. b) Board Meeting

The meetings of the Board of Directors are being held at regular intervals of not more than four months at the Company's Registered Office at Kolkata. The Board meets at least once in a quarter to review quarterly performance and financial results. The members of the Board have been provided with the requisite information mentioned in the Listing Regulations well before the Board Meetings. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions.

During the financial year ending 31.03.2017, 12 (Twelve) meeting of the Board of Directors were held on: 25.04.2016; 19.05.2016; 14.07.2016; 08.08.2016; 12.09.2016; 27.09.2016; 04.10.2016; 05.11.2016; 13.12.2016; 20.01.2017; 03.03.2017 and 25.03.2017 were held.

Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the code for the year 2016-17.

Name	Twelve Board Meeting Attending Details												% of Attendance
	1	2	3	4	5	6	7	8	9	10	11	12	
Tanmoy Mondal													100.00%
Pradeep Kumar Daga													100.00%
Kirti Sharma													58.33%
Sudarson Kayori													91.67%
Arun Chakraborty													83.33%
Rathindra Nath Ghosh													75.00%



Present



Absent

## 2. c) Code of Conduct



















The Company has framed a code of conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Mr. Tanmoy Mondal, Managing Director (DIN 06391885) of the Company regarding compliance by the Board members and Senior Management Personnel, with the said code of conduct forms part of this Annual Report. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

## 3) AUDIT COMMITTEE

The Audit Committee meetings were held on 25th April, 2016; 19th May, 2016; 8th August, 2016; 5th November, 2016; 20th January, 2017 and 25th March, 2017. The attendance of each Audit Committee member is as under:-

Members	Category	Number of meetings attended
Mr. Arun Chakraborty	Chairman	6
Mr. Sudarson Kayori	Member	6
Mr. Tanmoy Mondal	Member	6

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Listing Regulations as well as in Section 177 of the Companies Act, 2013. At the invitation of the Company, representatives of internal auditors and statutory auditors and & Secretary, who acted as Secretary to the Audit Committee, also attended the Audit Committee meetings to respond to queries raised at the Committee meetings.

Name	Six Audit Committee Meeting Attending Details						% of Attendance
	1	2	3	4	5	6	
Arun Chakraborty							100.00%
Sudarson Kayori							100.00%
Tanmoy Mondal							100.00%



Present










































Absent

#### 4) STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee of the Board comprises three Non Executive Independent Directors. During the year under reference, thirteen (13) meetings were held on 11.04.2016; 28.04.2016; 06.05.2016; 20.05.2016; 09.06.2016; 30.06.2016; 29.07.2016; 22.08.2016; 09.09.2016; 26.09.2016; 06.10.2016; 31.12.2016 and 03.03.2017. The composition of the said committee as on 31.03.2017 and details of meetings attended by the Members of the Committee are given below:

Members	Category	Number of meetings attended
Mr. Sudarson Kayori	Chairman	13
Mr. Arun Chakraborty	Member	13
Mr. Rathindra Nath Ghosh	Member	13

Name	Thirteen Stakeholders Relationship Meeting Attending Details													% of Attendance
	1	2	3	4	5	6	7	8	9	10	11	12	13	
Sudarson Kayori														100.00%
Arun Chakraborty														100.00%
Rathindra Nath Ghosh														100.00%



Present



Absent

The Company Secretary viz. Mrs. Shivani Khanna has been designated as the Compliance Officer. During the year ended 31st March, 2017, the committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal.

Number of shareholders' complaints received so far	NIL
Number not solved to the satisfaction of shareholders	NIL
Number of pending complaints	NIL

#### 5) NOMINATION & REMUNERATION COMMITTEE

























The terms of reference of the Nominations & Remuneration Committee are as follows :

1. Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time and take steps to refresh the composition of the Board from time to time.
2. Provide guidance and direction in developing and implementing the reward philosophy of the Company.
3. Evaluate and approve the appointment and remuneration of senior executives, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits.

4. Review progress on the Company leadership development programs, including for promotion to the Board, employee engagement initiatives and employee surveys.
5. Consider and approve matters relating to normal retirement plans, Voluntary Retirement and Early Separation Schemes for employees of the Company.
6. Establish key performance metrics to measure the performance of the Managing Director and the executive team including the use of financial, non-financial and qualitative measures.
7. Evaluate executive team performance regularly to strengthen the cumulative annual assessment and to provide timely feed-back to the assessed individuals.
8. Developing a view on the human resources capability in the business by periodically engaging with levels below the executive team.
9. Review and recommend to the Board the remuneration and commission to the managing and executive directors and define the principles, guidelines and process for determining the payment of commission to non-executive directors of the Company.

Nomination and Remuneration Committee has presently three Non-Executive Directors and all of them are Independent Directors. During the year under review, eight (8) committee meetings were held on 02.05.2016; 09.05.2016; 04.07.2016; 27.09.2016; 13.12.2016; 20.01.2017; 03.03.2017 and 25.03.2017. The Composition and attendance of the said committee as on 31.03.2017 are given below:

Members	Category	Number of meetings attended
Mr. Arun Chakraborty	Chairman	8
Mr. Sudarson Kayori	Member	8
Mr. Rathindra Nath Ghosh	Member	7

Name	Eight Nomination and Remuneration Committee Meeting Attending Details								% of Attendance
	1	2	3	4	5	6	7	8	
Arun Chakraborty									100.00%
Sudarson Kayori									100.00%
Rathindra Nath Ghosh									87.50%



Present



Absent

#### **Performance evaluation criteria for Independent Directors :**

The framework used to evaluate the performance of the Independent Directors is based on the expectation that they are performing their duties in a manner which should create and continue to build sustainable value for the shareholders, and in accordance with the duties and obligations imposed upon them.



### **Remuneration Of Directors :**

Remuneration to Non-Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Section 197 of the Companies Act, 2013. Sitting fees for attending each meeting of the Board/or Committee if any, paid to Non-Executive Directors are within the limits imposed by the Act.

None of the Non-Executive Directors has any material financial interest in the Company apart from the remuneration by way of fees received by them during the year.

### **6) OTHER DISCLOSURE**

1. Corporate Social Responsibility (CSR) Committee: According to the provision of the Companies Act, 2013 the said committee is not applicable to our Company and hence the same has not being constituted.
2. During the year under reference, Independent directors met twice viz on 17.08.2016 and 21.02.2017.
3. During the financial year ended March 31, 2017 a no related party transactions was held on the promoters Director and others with the Company's Directors or their relatives.
4. The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.
5. The Company does not have any subsidiary company.
6. All Accounting Standards mandatorily required have been followed without exception in preparation of the financial statements.
7. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the year under reference.
8. The Company has established a vigil mechanism/ whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company.
9. No money was raised by the Company through public issue, rights issue etc. in the last financial year.
10. Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters, if any, as required by Regulation 34(3) of the Listing Regulations.



11. There is no non-compliance of any of the requirements of Corporate Governance Report as required under the Listing Regulations.
12. Compliance Certificate for Corporate Governance from Auditors of the Company forms part of this report.
13. As required under Regulation 17(8) of Listing Regulations, the Executive Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2017.
14. As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. It's also available on the website of the Company.

## 6) GENERAL BODY MEETINGS

- (a) (i) The details of Annual General Meetings of the Company held in the last three years are as under:

Financial Year	Date	Time	Venue
2015-2016	26.09.2016 Monday	12.00 Noon	"Conference Hall" 11, Clive Row, 5th floor, Kolkata-700001
2014-2015	26.09.2015 Saturday	12.30P.M	Old Nimta Road, Belgharia, Kolkata-700083
2013-2014	11.09.2014 Thursday	11.00 AM	10, Devendra Ghosh Road, Bhawanipur, Kolkata - 700025

- (ii) There were **no extra-ordinary** general meeting held in the last three years.

- (iii) Whether any special resolutions passed in the previous 3 AGM/EGM?

Yes, the details of which are given hereunder :- **AGMs**

Date	Matter
11.09.2014	Authority to borrow money in excess of aggregate paid up and free reserves of the Company.

- (iv) There were no special resolutions passed at the last Annual General Meeting of the Company through postal ballot.

- (v) The procedure for postal ballot is as per the provisions of the Companies Act, 2013 and rules made thereunder namely The Companies (Management and Administration) Rules, 2014.

- (vi) Whether any special resolution is proposed to be conducted through postal ballot?

Special Resolutions to be passed at the ensuing Annual General Meeting of the Company are not proposed to be put through postal ballot. However, for other special resolutions, if any, in the future, the same will be decided at the relevant time.

## 7) MEANS OF COMMUNICATIONS

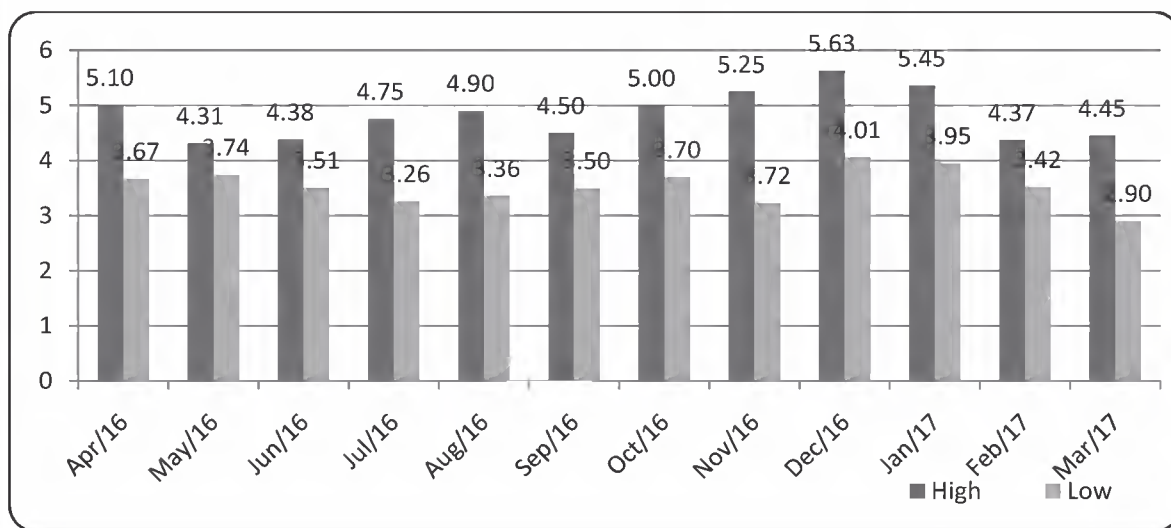
(a) <u>Quarterly results :</u>	
(i) Which newspaper normally published in	All India edition of Business Standard and Echo of India English daily and Arthik Lipi a Bengali newspaper in the state of Bengal.
(ii) Any website, where displayed	www.vegetableindia.com
(b) <u>Shareholder's grievances/complaints:</u>	
Grievances redressal E-mail for investors	info@vegetableindia.com

## 8) GENERAL SHAREHOLDER INFORMATION

(a) <u>Annual General Meeting to be held :</u>	
Day, Date, Time and Venue :	
Day	Tuesday
Date	19th day of September, 2017
Time	10.00 A.M.
Venue	"Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001
As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the 63rd AGM to be held on 19th day of September, 2017.	
(b) <u>Financial Calendar :</u>	
Year ending	March 31, 2017
AGM in	September
(c) <u>Dates of Book closure :</u>	13th September, 2017 to 19th September, 2017 (Inclusive of Both days)
(d) <u>Stock Exchange related information :</u>	
(i) <u>Listing on Stock Exchanges:</u>	(i) BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  (ii) The Calcutta Stock Exchange Ltd. 7, Lyons Range, Dalhousie, Kolkata-700001.
(ii) <u>Codes on Stock Exchanges:</u>	(i) BSE Ltd. : 539132 (ii) The Calcutta Stock Exchange Ltd.:32034
(f) <u>ISIN No. for the Company's Listed Securities:</u>	
Equity Shares in Demat Form	INE761D01021

(g) The details of monthly highest and lowest closing quotations of the equity shares of the Company during the financial year 2016-17 are as under:

BSE Ltd.		
Month	High	Low
April'16	5.10	3.67
May'16	4.31	3.74
June'16	4.38	3.51
July'16	4.75	3.26
August'16	4.90	3.36
September'16	4.50	3.50
October'16	5.00	3.70
November'16	5.25	3.72
December'16	5.63	4.01
January'17	5.45	3.95
February'17	4.37	3.42
March'17	4.45	2.90



Graph showing the month-wise high and low of equity share in BSE Platform.

**(h) Registrar and Transfer Agents:**

Name and Address	M/s. ABS Consultant Pvt. Ltd. "Stephen House", 6th Floor, Room No. 99, 4, B.B.D. Bagh (E), Kolkata-700001.
Telephone No.	+ 91 33 2243 0153
Email Id.	absconsultant@vsnl.net

<b>(i) <u>Share Transfer System:</u></b>	97.22% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Registrar and Share Transfer Agents at the above mentioned addresses.
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**(j) Distribution of shareholding :**

The shareholding distribution of equity shares of face value of Re. 1/- each as at March, 2017 is given below:

Sr. No.	No. of Equity Shares held	No. of folios	No. of shares	% of shareholding
1.	Upto 500	296	36906	0.03
2.	501-1000	476	338990	0.31
3.	1001-2000	377	531386	0.49
4.	2001-3000	173	476210	0.44
5.	3001-4000	10	34851	0.03
6.	4001-5000	38	163782	0.15
7.	5001-10000	116	765993	0.70
8.	10001 and above	71	106851882	97.85
	<b>Total</b>	<b>1557</b>	<b>109200000</b>	<b>100</b>

**(k) Shareholding Pattern as at 31st March, 2017:**

Sr. No.	Category	No. of folios	% of folios	No. of shares held	% of shareholding
1.	Promoters	1	0.06	27057520	24.78
2.	Resident Individuals	1488	95.57	8898771	8.15
3.	Bodies Corporate	64	4.12	73200909	67.03
4.	Trusts	1	.06	22400	0.02
5.	NRIs and OCBs	3	0.19	20400	0.02
	<b>Total</b>	<b>1557</b>	<b>100</b>	<b>109200000</b>	<b>100</b>

**(l) Dematerialization of equity shares :**

About 97.22% of total equity share capital is held in dematerialized form with NSDL and CDSL.

**(m) Address for correspondence :**

Vegetable Products Limited  
"Subol Dutt Building"  
13, Brabourne Road, 6th Floor,  
Kolkata-700001

**DECLARATION ON COMPLIANCE OF THE  
COMPANY'S CODE OF CONDUCT**

**Annexure - I**

To,

**M/s. Vegetable Products Limited**

Subol Dutt Building, 13, Brabourne Road, 6<sup>TH</sup> Floor, Kolkata-700001

The Company has a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company in terms of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2017.

Place: **Kolkata**

Date : **26th Day of May, 2017.**

**Tanmoy Mondal**

**Managing Director & CEO**

**DIN : 06391885**

**CEO AND CFO**

We Tanmoy Mondal, CEO (DIN 06391885) and Utpal Dey, Chief Financial Officer certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of our knowledge and belief :
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and



- iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of Board of Directors

Place: Kolkata

Date : 26th day of May, 2017

(Tanmoy Mondal)

Chief Executive Officer

DIN 06391885

(Utpal Dey)

Chief Financial Officer



To,

The Members of Vegetable Products Limited

We have examined the compliance of conditions of Corporate Governance by **Vegetable Products Limited** for the year ended on **31<sup>st</sup> March, 2017**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Maroti & Associates  
Chartered Accountants  
Firm Registration No: 322770E

Place: Kolkata

Date: 26th May, 2017

Radhika Patodia

Partner

Membership No: 309219

## INDEPENDENT AUDITOR'S REPORT

To  
the Members of  
**VEGETABLE PRODUCTS LIMITED**

### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **VEGETABLE PRODUCTS LIMITED** ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2017, the Statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and its Loss and its cash flows for the year ended on that date.

### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
  - c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
  - d. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For Maroti & Associates  
Chartered Accountants  
Firm Registration No: 322770E

Place: Kolkata  
Date: 26th May, 2017

Radhika Patodia  
Partner  
Membership No: 309219

## Annexure - A to the AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March, 2017, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. The Company has not accepted any deposits from the public. Accordingly, the Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the company for the year under audit.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.



7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date of becoming payable.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Maroti & Associates  
Chartered Accountants  
Firm Registration No: 322770E

Place: Kolkata  
Date: 26th May, 2017

Radhika Patodia  
Partner  
Membership No: 309219

## **Annexure - B to the AUDITOR'S REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **VEGETABLE PRODUCTS LIMITED** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial

Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Maroti & Associates  
Chartered Accountants  
Firm Registration No: 322770E

Radhika Patodia  
Partner  
Membership No: 309219

Place: Kolkata  
Date: 26th May, 2017



# BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	Note No	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	10,92,00,000	10,92,00,000
(b) Reserves and Surplus	3	53,22,30,469	53,36,15,606
<b>(2) Non-Current Liabilities</b>			
(a) Long term borrowings	4	2,38,36,048	2,31,51,396
(b) Other Long Term Liabilities	5	3,01,000	3,01,000
<b>(3) Current Liabilities</b>			
(a) Other current liabilities	6	88,021	1,66,489
(b) Short-term provisions	7	-	2,09,746
<b>TOTAL</b>		<b>66,56,55,538</b>	<b>66,66,44,237</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets			
- Tangible Assets	8	57,67,66,941	57,83,88,334
- Intangible Assets	8	1,000	1,000
(b) Non-current investments	9	1,95,48,750	2,30,57,500
(c) Deferred Tax Assets	10	35,57,450	35,76,865
(d) Long Term Loans & Advances	11	16,26,622	16,26,622
<b>(2) Current assets</b>			
(a) Trade Receivables	12	16,15,661	16,15,661
(b) Cash and cash equivalents	13	5,47,02,162	5,08,30,595
(c) Short-term loans and advances	14	78,36,952	75,47,660
<b>TOTAL</b>		<b>66,56,55,538</b>	<b>66,66,44,237</b>
SIGNIFICANT ACCOUNTING POLICIES	1	For and on behalf of the Board	
OTHER NOTES ON ACCOUNTS	21		
In terms of our report of even date		<b>Tanmoy Mondal</b> Managing Director DIN: 06391885	
<b>FOR MAROTI &amp; ASSOCIATES</b>			
( Chartered Accountants )		<b>Pradeep Kumar Daga</b> Director DIN: 00080515	
Firm Reg. No : 322770E			
( Radhika Patodia )		<b>Utpal Dey</b> Chief Financial Officer	
( Partner )			
M. No : 309219		<b>Shivani Khanna</b> Company Secretary	
Place : Kolkata			
Date : 26th Day of May, 2017			



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017**

	PARTICULARS	Note No.	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
			₹	₹
I	REVENUE FROM OPERATIONS		-	-
II	OTHER INCOME	15	43,53,501	38,72,505
III	<b>TOTAL REVENUE ( I + II )</b>		<b>43,53,501</b>	<b>38,72,505</b>
IV	EXPENSES			
	Power & Fuel		6,10,995	4,24,148
	Employee Benefit Expenses	16	6,47,556	4,09,382
	Depreciation and Amortization Expense	8	2,35,179	2,42,224
	Financial Cost	17	6,90,767	6,32,610
	Other Expenses	18	21,06,762	21,97,769
	<b>TOTAL EXPENSES</b>		<b>42,91,259</b>	<b>39,06,133</b>
V	<b>PROFIT / ( LOSS ) BEFORE EXCEPTIONAL ITEMS</b>		<b>62,242</b>	<b>(33,629)</b>
VI	PROFIT/(LOSS) From Exceptional Items	19	-	(2,50,000)
VII	<b>PROFIT / ( LOSS ) BEFORE TAX</b>		<b>62,242</b>	<b>(2,83,629)</b>
VIII	TAX EXPENSES			
	a Current Tax		-	-
	b Mat Tax Credit		-	-
	c Deferred Tax		(19,415)	(19,614)
IX	<b>PROFIT / ( LOSS ) FOR THE YEAR</b>		<b>42,827</b>	<b>(3,03,243)</b>
X	Earning Per Equity Share			
	a Basic	20	0.004	(0.067)
	b Diluted	20	0.004	(0.067)

SIGNIFICANT ACCOUNTING POLICIES

1

OTHER NOTES ON ACCOUNTS

21

For and on behalf of the Board

In terms of our report of even date

**FOR MAROTI & ASSOCIATES**

( Chartered Accountants )

Firm Reg. No : 322770E

**Tanmoy Mondal**

**Managing Director**

**DIN: 06391885**

**Pradeep Kumar Daga**

**Director**

**DIN: 00080515**

( Radhika Patodia )

( Partner )

Mem. No : 309219

**Utpal Dey**

**Chief Financial Officer**

Place : Kolkata

Date : 26th Day of May, 2017

**Shivani Khanna**

**Company Secretary**

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017

		Figures as at the end of the current reporting period		Figures as at the end of the previous reporting period	
1.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit/(Loss) before Tax		62,242		(2,83,629)
	<b>Add :</b>				
	Depreciation	2,35,179		2,42,224	
	Interest Paid	6,90,652		6,31,304	
	Sub Total -		9,25,831		8,73,528
	<b>Operating Profit before Working Capital Changes</b>		9,88,073		5,89,899
	<b>Adjustments</b>				
	(Increase) / Decrease in Trade Receivable	-		84,00,000	
	(Increase) / Decrease in Short Term Loans & Advances	(56,940)		(32,10,821)	
	(Increase) / Decrease in Long Term Loans & Advances	-		(3,97,700)	
	Increase / (Decrease) in Other Current Liabilities	(78,468)		72,450	
	Adjustments for Sales Tax	-		(6,51,838)	
	Adjustments for I.T & Provisions	(4,42,099)		(5,90,180)	
	Sub Total -		(5,77,507)		36,21,911
	<b>Net Cash from Operating Activities A</b>		4,10,566		42,11,810
2.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Fixed Assets	(41,750)		-	
	(Increase) / Decrease in Investments	35,08,750		4,51,12,500	
	<b>Net Cash from Investing Activities B</b>		34,67,000		4,51,12,500
3.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Increase / Decrease in Unsecured Loans	6,84,652		6,19,304	
	Interest paid	(6,90,652)		(6,31,304)	
	<b>Net Cash from Financing Activities C</b>		(6,000)		(12,000)
	<b>Net Increase in Cash/Cash Equivalent A+B+C</b>		38,71,566		4,93,12,310
	Cash/Cash Equivalents (Opening)		5,08,30,595		15,18,286
	<b>Cash/Cash Equivalents (Closing)</b>		5,47,02,162		5,08,30,595

Note :

- 1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard-3 on Cash Flow Statements.

2	<b>Cash &amp; Cash Equivalents Comprise</b>	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	Cash in Hand	2,41,526	30,675
	Balance With Schedule Banks	5,44,60,636	5,07,99,920
		5,47,02,162	5,08,30,595

For and on behalf of the Board

**Tanmoy Mondal**  
Managing Director  
DIN: 06391885

**Pradeep Kumar Daga**  
Director  
DIN: 00080515

**Utpal Dey**  
Chief Financial Officer

**Shivani Khanna**  
Company Secretary

In terms of our report of even date

**FOR MAROTI & ASSOCIATES**  
( Chartered Accountants )  
Firm Reg. No : 322770E

( Radhika Patodia )  
( Partner )  
Mem. No : 309219

Place : Kolkata  
Date : 26th Day of May, 2017

## **Notes to the Financial Statements for the Year Ended 31st March, 2017**

### **Note – 1**      **Significant Accounting Policies**

#### **a. Basis of Preparation :**

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 2013 and applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts ) Rules, 2014.

#### **b. Basis of Accounting :**

The accounts are prepared on the historical cost convention following the accrual system of Accounting except leave encashment to the employees.

#### **c. Revenue Recognition :**

1. Sales are exclusive of sales tax/excise duty and net of returns and are taken into account on passing of the title of goods, Sales on consignment and expenses thereof are being accounted for in the year of receipt of Account Sales from respective consignees.
2. Other income and expenses are accounted for on accrual basis except mentioned above.

#### **d. Fixed Assets :**

All fixed assets are stated at cost including incidental expenses thereto. Revalued assets are stated at the values determined on revaluation.

#### **e. Depreciation :**

1. Depreciation on fixed assets including revalued assets have been provided based on useful life assigned to each asset prescribed in accordance with Part -"C" of Schedule-II of the Companies Act, 2013.
2. Depreciation on additions/deletions is being provided on pro-rata basis from the date of such additions/deletions,
3. Depreciation on Revalued Assets is adjusted with Revaluation Reserve.

#### **f. Impairment of Fixed Assets :**

1. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
2. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

#### **g. Investments:**

Investments of long term in nature are stated at cost. No diminution in the value is recognized, if the same is not permanent in nature.

#### **h. Valuation of Inventories :**

- ➔ Finished Goods : Lower of cost or market realizable value
- ➔ Raw Materials : At cost or market price whichever is less
- ➔ Packing Materials : At cost or market price whichever is less
- ➔ Stores & Spares : At cost
- ➔ Work in Process : At estimated cost (which includes Cost of Raw Materials, Labor & relevant overheads)

#### **i. Retirement Benefits :**

##### **1. Definite Contribution:**

The company contributes to Provident Fund and ESI which are charged to Profit & Loss Account.

##### **2. Definite Benefit Obligation**

Gratuity is not funded and is provided for in the accounts on the basis of actuarial valuation under projected accrued benefit method.

#### **j. Income Taxes :**

Tax expense comprises of current & deferred tax .Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with income tax act 1961.Deferred income taxes reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

#### **k. Earnings per Share :**

Basic Earnings per share are calculated by dividing the net profits or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit/loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

#### **l. Provisions, Contingent Liabilities and Contingent Assets :**

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.



**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Figures as at the end of the current reporting period ₹	Figures as at the end of the previous reporting period ₹
<b>NOTE - 2</b>		
<b><u>SHARE CAPITAL</u></b>		
<b><u>Authorised</u></b>		
11,00,00,000 (P.Y. 11,00,00,000) Equity Shares of Re.1/- each	11,00,00,000	11,00,00,000
	<b>11,00,00,000</b>	<b>11,00,00,000</b>
<b><u>Issued, Subscribed &amp; Paid up</u></b>		
10,92,00,000 (P.Y. 3,90,00,000) Equity Shares of Re. 1/- each	10,92,00,000	3,90,00,000
Bonus to shareholders 7,02,00,000 Equity Shares of Re. 1/- each	-	7,02,00,000
	<b>10,92,00,000</b>	<b>10,92,00,000</b>

**A. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period**

	Figures as at the end of the current reporting period		Figures as at the end of the previous reporting period	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	10,92,00,000	10,92,00,000	3,90,00,000	3,90,00,000
Shares issued during the year	-	-	7,02,00,000	7,02,00,000
Shares outstanding at the end of the year	10,92,00,000	10,92,00,000	10,92,00,000	10,92,00,000

**B. Terms / Rights attached to Equity Shares**

The Company has only one class of equity share having par value of Re. 1/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

**C. Details of shareholders holding more than 5% shares of the Company**

NAME OF THE SHAREHOLDER	Figures as at the end of the current reporting period		Figures as at the end of the previous reporting period	
	Nos	%	Nos	%
(Equity Shares of Re. 1/- Each Fully Paid up)				
SILVERLAKE DEALERS LLP	2,24,00,000	20.51	2,24,00,000	20.51

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares



**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<b>NOTE - 3</b>		
<b><u>RESERVES &amp; SURPLUS</u></b>		
Capital Redemption Reserve		
Opening Balance	-	2,40,00,000
Add: Addition during the year	-	-
Less: Capitalized during the year for issue of Bonus shares	-	(2,40,00,000)
Closing Balance	-	-
<b>Securities Premium Account</b>		
Opening Balance	58,00,000	5,20,00,000
Add: Addition during the year	-	-
Less: Capitalized during the year for issue of bonus shares	-	(4,62,00,000)
	<b>58,00,000</b>	<b>58,00,000</b>
<b>Revaluation Reserve</b>		
Opening Balance	57,58,92,194	57,74,70,053
Add: Addition during the year	-	-
Less: Deduction during the year	(14,27,964)	(15,77,859)
	<b>57,44,64,230</b>	<b>57,58,92,194</b>
<b>Profit &amp; Loss Account</b>		
OP. Balance	(4,80,76,588)	(4,71,21,507)
Add: Profit for the year	42,827	(3,03,243)
Less: Sales Tax paid for earlier years	-	(6,51,838)
	<b>(4,80,33,761)</b>	<b>(4,80,76,588)</b>
<b>TOTAL ( A+B+C+D)</b>	<b>53,22,30,469</b>	<b>53,36,15,606</b>
<b>NOTE - 4</b>		
<b><u>LONG TERM BORROWINGS</u></b>		
<b>Secured Loan</b>		
Soft Loan from West Bengal Government	1,01,43,000	1,01,43,000
Interest Accrued and due on borrowings	1,36,93,048	1,30,08,396
	<b>2,38,36,048</b>	<b>2,31,51,396</b>
Soft loan from West Bengal Government is secured against residuary charges on the certain fixed assets of the company which carries interest @ 6.75% p.a.. The above loan is repayable in eight equal annual installments commencing from 31.12.2000. There is continuing default in repayment of above loan on the reporting date. The company has disputed the liability against the above loan towards interest.		
<b>NOTE - 5</b>		
<b><u>OTHER LONG TERM LIABILITIES</u></b>		
Security Deposit	3,01,000	3,01,000
	<b>3,01,000</b>	<b>3,01,000</b>
<b>NOTE - 6</b>		
<b><u>OTHER CURRENT LIABILITIES</u></b>		
Other Payables	82,334	1,56,838
Professional Tax Payable	220	-
TDS Payable	5,467	9,651
	<b>88,021</b>	<b>1,66,489</b>
<b>NOTE - 7</b>		
<b><u>SHORT TERM PROVISION</u></b>		
Provision for Taxation	-	2,09,746
	-	<b>2,09,746</b>

NOTE - 8 FIXED ASSETS (*) (Amount in Rs.)									
<u>Description</u>	<u>Gross Block</u>			<u>Depreciation</u>			<u>Net Block</u>		
	As at	Addition	Deletion	As at	Upto	For the	Upto	As at	As at
	01.04.2016			31.03.2017	31.03.2016	year	31.03.2017	31.03.2017	31.03.2016
<u>TANGIBLE ASSETS</u>									
LAND	56,10,78,915	-	-	56,10,78,915	-	-	-	56,10,78,915	56,10,78,915
BUILDING	3,83,22,691	-	-	3,83,22,691	2,10,39,563	16,41,897	2,26,81,460	1,56,41,231	1,72,83,128
PLANT & EQUIPMENT	38,070	-	-	38,070	11,779	4,774	16,553	21,517	26,291
COMPUTER	-	41,750	-	41,750	-	16,472	16,472	25,278	-
TOTAL	59,94,39,676	41,750	-	59,94,81,426	2,10,51,342	16,63,143	2,27,14,485	57,67,66,941	57,83,88,334
PREVIOUS YEAR	59,94,39,676	-	-	59,94,39,676	1,92,31,258	18,20,084	2,10,51,342	57,83,88,334	-
<u>INTANGIBLE ASSETS</u>									
GOODWILL	1,000	-	-	1,000	-	-	-	1,000	1,000
TOTAL	1,000	-	-	1,000	-	-	-	1,000	1,000
PREVIOUS YEAR	1,000	-	-	1,000	-	-	-	-	-
GRAND TOTAL	59,94,40,676	41,750	-	59,94,82,426	2,10,51,342	16,63,143	2,27,14,485	57,67,67,941	57,83,89,334

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

**NOTE - 9**

**NON CURRENT INVESTMENTS**

**(Non Trade, Valued at Cost)**

	<u>Figures as at the end of the current reporting period</u>			<u>Figures as at the end of the previous reporting period</u>		
	<u>Face Value</u>	<u>No. of Shares</u>	<u>Amount</u>	<u>Face Value</u>	<u>No. of Shares</u>	<u>Amount</u>
<b><u>UNQUOTED SHARES</u></b>						
<b><u>In Others</u></b>						
BLISS DEALCOMM PVT. LTD.	10	39,000	1,95,48,750	10	46,000	2,30,57,500
<b>TOTAL</b>			<b>1,95,48,750</b>			<b>2,30,57,500</b>
<b>GRAND TOTAL :</b>		<b>39,000</b>	<b>1,95,48,750</b>		<b>46,000</b>	<b>2,30,57,500</b>

Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<b>NOTE - 10</b>		
<b><u>DEFERRED TAX ASSETS</u></b>		
Deferred Tax Assets	35,96,479	35,96,479
Carried Forward Losses and disallowances	-	-
	<b>35,96,479</b>	<b>35,96,479</b>
Deferred Tax Liabilities		
Timing Difference in depreciable assets	19,614	19,614
Add: Generated	19,415	-
	<b>39,029</b>	<b>19,614</b>
Deferred Tax (Liabilities)/ Assets (Net)	<b>35,57,450</b>	<b>35,76,865</b>
<b>NOTE - 11</b>		
<b><u>LONG TERM LOANS AND ADVANCES</u></b>		
Security Deposits	8,32,684	8,32,684
Project Expenses under capitalisation	7,93,938	7,93,938
	<b>16,26,622</b>	<b>16,26,622</b>
<b>NOTE - 12</b>		
<b><u>TRADE RECEIVABLES</u></b>		
(Unsecured, considered good)		
Debts exceeding six months from due date	16,15,661	16,15,661
	<b>16,15,661</b>	<b>16,15,661</b>
<b>NOTE - 13</b>		
<b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash in hand (As certified)	2,41,526	30,675
Balances with Schedule Bank in Current Account	4,36,870	7,66,223
Balances with Schedule Bank in Fixed Deposit Account	5,40,23,766	5,00,33,697
	<b>5,47,02,162</b>	<b>5,08,30,595</b>
<b>NOTE - 14</b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
<b>Loans and Advances</b>		
(Unsecured, considered good)		
Advances receivable in cash or in kind	-	39,619
Interest on FD accrued	33,68,242	34,47,272
TDS receivable	8,22,533	5,90,180
MAT Credit Receivable	1,57,086	1,57,086
Vat Input Receivable	29,90,927	29,90,927
Central Excise/ CENVAT/ Service Tax	4,98,164	3,22,575
	<b>78,36,952</b>	<b>75,47,660</b>
<b>NOTE - 15</b>		
<b><u>OTHER INCOME</u></b>		
Interest Received	43,47,501	38,30,302
Interest on security deposit	-	30,203
Miscellaneous Receipt	6,000	12,000
	<b>43,53,501</b>	<b>38,72,505</b>

Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<b>NOTE - 16</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salary & Wages	4,26,000	3,04,500
Contribution to P.F & E.S.I etc.	41,556	20,882
Directors Remuneration	1,80,000	84,000
	<b>6,47,556</b>	<b>4,09,382</b>
<b>NOTE - 17</b>		
<b>FINANCE COST</b>		
Interest Paid	6,90,652	6,31,304
Bank Charges & Commission	115	1,306
	<b>6,90,767</b>	<b>6,32,610</b>
<b>NOTE - 18</b>		
<b>OTHER EXPENSES</b>		
E-voting processing fees	-	12,140
Rent	41,674	1,00,990
Subscription	50,000	20,000
Telephone Charges	17,405	17,993
Travelling and Conveyance	4,690	5,325
General Expenses	3,382	7,140
Security Expenses	7,98,000	8,06,239
Advertisement	58,012	59,384
Listing Fees	2,23,500	3,45,650
Auditors Remuneration		
For Statutory Audit	34,500	34,350
For Certification and other matters	-	-
Internal Audit Fees	5,000	5,000
Secretarial Audit Fees	15,000	15,000
Printing & Stationery	83,014	1,18,694
Filing Fees	10,205	3,01,638
Legal & Professional Charges	32,742	23,200
Rates & Taxes	58,421	1,67,876
Assessed Income Tax	1,52,169	-
Assessed Sales Tax	2,23,693	-
Interest on P. Tax	113	702
Interest on TDS	40	1,503
Meeting Expenses	3,400	12,924
Depository Fees	1,10,655	42,275
Postage & Courier	26,027	72,646
Repairing & Maintenance	83,910	-
Registrar & Transfer Agent Fees	66,610	22,500
Website Charges	4,600	4,600
	<b>21,06,762</b>	<b>21,97,769</b>
<b>NOTE - 19</b>		
<b>PROFIT/(Loss) From EXCEPTIONAL ITEMS</b>		
Less: Processing fees for BSE Listing	-	(2,50,000)
	-	(2,50,000)



Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<b>NOTE - 20</b>		
<b><u>EARNING PER SHARE</u></b>		
Net Profit after tax as per Statement of Profit & Loss (A)	42,827	(3,03,243)
No of Shares outstanding at the beginning of the year	10,92,00,000	39,00,000
No of Shares outstanding at the Close of the year	10,92,00,000	10,92,00,000
Weighted Average number of equity shares outstanding (B)	10,92,00,000	45,13,770
Basic and Diluted Earnings per share (Rs)	0.004	(0.067)
Face value per equity share (Rs)	1	1

**Note No. 21**

**OTHER NOTES ON ACCOUNTS :-**

**i. Contingent Liabilities not provided for:**

Custom duty demand of Rs. 3,17,296/- against import of Crude Palm oil for the period from 05.12.2008 to 11.04.2010, as per order of Commissioner Central Excise (Appeals-I) against which appeal is preferred Appellate Tribunal.

**ii. The Company's' sales tax dues amounting Rs. 1,01,43,000/- was converted into a soft loan carrying interest @ 6.75% p.a. by the government of West Bengal, which was repayable in eight equal installment commencing from 31.12.2000. The principle and the interest has not been paid by the company ,though the liability for interest has been accounted for as per agreement.**

**iii. FIXED ASSETS :**

a) The company has revalued its LAND & BUILDINGS by a Chartered Engineer as on 07th November, 2014. The difference between the Revalued Cost and the Book Value of the respective assets as on 07th November, 2014 aggregating to Rs. 53,34,37,440/- has been added to the value of asset with a credit of similar amount.

b) Depreciation for the year includes depreciation amounting to Rs. 14,27,964/- (PY: Rs. 15,77,859/-) on account of Revaluation which has been adjusted against revaluation reserve account..

**iv. In the opinion of the management, the company has provided the provisions for deferred tax assets on account of carry forward losses as well as on the timing differences for the period in which there is virtual certainty of sufficient future income for realisation in future years, in accordance with AS-22" Accounting For Taxes On Income " issued by the institute of Chartered Accountants of India.**

**v. No provision for taxation has been made during the year since neither there is taxable income nor book profit was earned as per the provision of section 115JB of the Income Tax Act, 1961**

**vi. SEGMENT REPORTING:**

- a) The Company has discontinued its present operation i.e. manufacturing and trading in Vanaspati and Edible and commodities. Thus, there are now no reportable segments because of discontinued operation.
- b) The Company is in the process of commencing Real Estate Business for which it is taking steps for completion of necessary formalities. It has incurred certain expenses and the same is shown as pre-operative expense under project expenses.

vii. Project Expenses under capitalization is in respect of Real Estate Business which will be capitalised upon completion of project.

viii. Project Expenses under Capitalisation includes:

	Particulars	Current Year	Previous year
1.	Soil Testing	Rs. NIL	Rs. 5,93,938/-

ix. As regards related party disclosures as per AS 18 issued by the Institute of Chartered Accountants of India:

1. **Associates/ Subsidiaries/Holding/Joint Ventures :** None
2. **Key Management personnel :**
- a. Mr. Tanmoy Mondal, Managing Director
- b. Mr. Utpal Dey, Chief Financial Officer
- c. Ms. Shivani Khanna, Company Secretary
3. **Relatives of KMP :** None
4. **Enterprises in which the Director have substantial influence:** None

**Related Party transaction during the year :**

Nature of relation	Particulars	2016-17 Amount (Rs.)	2015-16 Amount (Rs.)
<b>Key Management personnel</b>			
1. Tanmoy Mondal	Directors Remuneration	Rs. 1,80,000/-	Rs. 84,000/-
2. Shivani Khanna	Salary	Rs. 1,80,000/-	Rs. 1,12,500/-
3. Utpal Dey	Salary	Rs. 1,80,000/-	Rs.72,000/-

- x. No amount is due to Micro, Small and Medium Enterprises (identified on the basis of information made available during the year by such enterprises to the company). No interest in terms of Micro, Small and Medium Enterprises Development Act, 2006 has been either paid or accrued during the year.
- xi. Regarding Impairment of Assets under AS-28 issued by the ICAI the company has undertaken a systematic process to find out the realization value of the assets. Impairment if any, will be considered in the Accounts in the year in which it is ascertained.
- xii. Regarding provision of contingent liabilities & assets under AS-29 Issued by the ICAI the company is in process to ascertain the value of contingent liabilities and assets and suitable provisions will be made as soon as figures are ascertained.

**xiii.** No provision for gratuity has been made in respect of existing employees as they have not put in completed year of service.

**xiv.** No provision for leave salary has been made in the accounts as there are no leave to the credit of the employees during the current financial year.

**xv.** The company has complied the revised Accounting standard - 15 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year

**xvi.** During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs**	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	-	2,28,944	2,28,944
(+) Permitted receipts	-	0	-
(-) Permitted payments	-	6,574	6,574
Closing cash in hand as on 30.12.2016	-	2,22,370	2,22,370

\*\* For the purpose of this clause, the term "Specified bank Notes" shall have the same meaning provided in the notification of the Government of India in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8th November, 2016.

**xvii.**

Particulars	2016-2017	2015-16
C.I.F. Value of Imports	Nil	Nil
F.O.B. Value of Exports	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil
Income in Foreign Currency	Nil	Nil

**xviii.** Figures of the current year have been regrouped / rearranged where ever considered necessary to confirm to current year presentation.

**In terms of our report of even date**

**FOR MAROTI & ASSOCIATES**  
( Chartered Accountants )  
Firm Reg. No : 322770E

( Radhika Patodia )  
( Partner )  
M. No : 309219

**Tanmoy Mondal**  
Managing Director  
DIN: 06391885

**Pradeep Kumar Daga**  
Director  
DIN: 00080515

**Utpal Dey**  
Chief Financial Officer

Place : Kolkata  
Date : 26th Day of May, 2017

**Shivani Khanna**  
Company Secretary

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## FORM NO. SH-13

### Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies Share Capital and Debentures) Rules, 2014]

To,

**Vegetable Products Limited**

Subol Dutt Building,

13, Brabourne Road, 6<sup>th</sup> Floor

Kolkata- 700 001.

I am/We are \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my /our death.

(1) PARTICULARS OF THE SECURITIES(in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of Security Holder(s)

Signature

Witness with name and address



1. Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
3. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
4. A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
5. A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
6. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
7. Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
8. Only one person can be nominated for a given folio.
9. Details of all holders in a folio need to be filed; else the nomination will be rejected.
10. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
11. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
12. The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
13. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
14. The Company will not entertain any claims other than those of a registered nominee.
15. The nomination can be varied or cancelled by executing fresh nomination form.
16. For shares held in dematerialized form nomination is required to be filled with the Depository Participant.

**FOR OFFICE USE ONLY**

Nomination Registration Number	
Date of Registration	
Checked By (Name and Signature)	

## E-MAIL ADDRESS REGISTRATION FORM

In continuation of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India and pursuant to Section 101 of the Companies Act, 2013 & Rule 18(3)(i) of the Companies (management & Administration) Rule, 2014 & Rule 11 Companies (Accounts) Rule, 2014.

**(For shares held in Physical Form)**

To  
M/s. ABS Consultant Private Limited  
"Stephen House",  
6<sup>th</sup> Floor, Room No.99,  
4, B.B.D.Bag (East),  
Kolkata - 700 001

**Sub : E-mail ID Registration & Service of documents through electronic mode.**

Dear Sir,

I / We, Member(s) of **M/s. Vegetable Products Limited**, hereby give my / our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) submit to you as under :

Kindly use my / our Email ID for serving the documents in electronic mode. I / We request you to note my/our e-mail address as mention below. If there will be any change in the e-mail address, I / We will promptly communicate to you.

<b>Folio No.</b>	
<b>Name of the first/sole Member</b>	
<b>E-mail address (to be registered)</b>	

Thanking you,  
Yours Faithfully

\_\_\_\_\_  
(Signature of first/sole Member)

Place :

Date :

*Intentionally Blank*

Book Post

*if undelivered please return to*

**Vegetable Products Limited**

CIN : L01122WB1953PLC021090

**Registered Office:**

**Subal Dutt Building, 13, Brabourne Road,  
6th Floor, Kolkata - 700 001,(W.B.) India**