



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of Vegepro Foods & Feeds Limited will be held at the Registered Office of the Company at A/2 Rahiya Industrial Estate, Kalpi Road, Orai, District: Jalaun-285001 U.P. on Thursday, 29th September, 2016 at 10.00 a.m. to transact the following business :-

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the company for the year ended on 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Board's and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Babita Nagori (holding DIN: 07144370) who retires by rotation and being eligible, seeks reappointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to sections 139, 142 and other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s S. Mandal & Co., Chartered Accountants (Registration no.- 314188E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors and the Auditors.

Regd. Office:
A/2, Rahiya Industrial Estate
Kalpi Road, Orai
District: Jalaun- 285001, U. P.
Date: 28th May, 2016.

By Order of the Board
(Shyam Sunder Sharma)
Chairman & Managing Director

NOTES:

1. A member is entitled to attend and vote at the meeting and is also entitled to appoint a proxy to attend and vote on a poll instead of him/ her and a proxy need not be a member of the company.
2. Proxies in order to be effective, must be received by the company, duly filled, stamped and signed,

at its Registered Office or at its Administrative Office not less than 48 hours before the meeting.

In terms of section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their Authorized Representatives to attend their Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the 28th Annual General Meeting.
4. Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the meeting.
5. The Register of Members and Share Transfer Books shall remain closed from Friday, 23rd September, 2016 to Wednesday, 28th September, 2016, both days inclusive.
6. Members holding shares in the Physical mode are requested to intimate all changes pertaining to their Bank details, nominations, power of attorney, change of address, etc. to the Company's Registrars and Share Transfer Agents - M/s. CB Management Services Pvt Ltd., P-22 Bondel Road, Kolkata - 700 019, West Bengal.
7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of name(s) are requested to send the share certificates to the Company's Registrar and Transfer Agents for consolidation into a single folio.
8. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the RTA, M/s. CB Management Services (P) Limited, in respect of shares held in physical form to enable the Company to serve documents in electronic form.
9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. up to the date of the 28th Annual General Meeting.

E-VOTING INSTRUCTIONS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

3. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 26, 2016 (9:00 AM) and ends on September 28, 2016 (5:00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
Bank Details or Date of Birth (DOB)	<p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Vegepro Foods & Feeds Limited from the drop down menu and click on SUBMIT.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Mr. Ashis Toshniwal, Practising Chartered Accountant (Membership No. 058521) and sole proprietor of M/s A. Toshniwal & Co. has been appointed as the scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxiii) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- (xxiv) The scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and

thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xxv) The Results declared along with the report of the Scrutinizer shall be placed on the website

of the company www.vegeprofoods.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange BSE Limited.

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District: Jalaun- 285001, U. P.
Date: 28th May, 2016.

By Order of the Board

(Shyam Sunder Sharma)
Chairman & Managing Director

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Mrs. Babita Umang Nagori
Date of birth	19.02.1970
DIN	07144370
Age	46 years
Date of appointment	31.03.2015
Qualification	B. Com (Hons)
Brief resume & Expertise in specific functional area and capabilities	Mrs. Babita Nagori has hands on experience in Finance & Accounts and has administrative capabilities
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
The number of Meetings of the Board attended during the year	2
Details of remuneration	Nil
List of outside *Directorships held excluding Alternate Directorship	Nil
Number of shares held in the Company	Nil

ROUTE MAP

