

## VEGEPRO FOODS & FEEDS LIMITED

CIN : L15142UP1987PLC008717

### NOTICE

NOTICE is hereby given that the 26th 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 Wednesday 31st December, 2014 at 10.00 A.M. to transact the following business :-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended on 31st March, 2014 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

#### Ordinary Resolution ;

“RESOLVED that pursuant to the provisions of Sections 139(2) and 142(1) of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. S. Mandal & Co, Chartered Accountants (Registration No 314188E) the retiring Statutory Auditors, be and are hereby reappointed as Statutory Auditors of the Company to hold office for a term of 5 (Five) years subject to ratification by members at every Annual General Meeting from the conclusion of this meeting until the conclusion of the Thirtieth Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 150(6) and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shyam Sunder Sharma (DIN 05174668) appointed as “ Non- rotational “, Chairman & Managing Director of the Company liable to retire by rotation and that the consent of the Company be and is hereby accorded to change the status/category of appointment of Mr. Shyam Sunder Sharma to liable to retire by rotation.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Mahesh Kumar Gupta (holding DIN 02498999), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years from the date of this Annual General Meeting.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Gopal Daga (holding DIN 00404968), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years from the date of this Annual General Meeting.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Sanjay Rawka (holding DIN 00399625), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years from the date of this Annual General Meeting.”

**VEGEPRO FOODS & FEEDS LIMITED**  
**CIN : L15142UP1987PLC008717**

---

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Pursuant to the provisions of Sections 150(6) and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Board of Directors have decided to alter the term of appointment of office of Chairman & Managing Director, Mr. Shyam Sunder Sharma, who was duly appointed by the Board with the approval of the members on 27.09.2013 to hold office till 26th March 2016

The above disclosure as given should be taken as a written memorandum under Section 190 of the Companies Act, 2013.

With the introduction of concept of Independent Director not liable to retire by rotation, the Board hereby decides to alter the term of Executive Director as whose office/tenure of appointment was not liable to retire by rotation to the Director liable to retire by rotation, as such the office of Mr. Shyam Sunder Sharma will be determined as from "director not liable to retire by rotation to the director liable to retire by rotation."

Accordingly, the Board recommends the resolution for your approval.

Except Mr. Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

**Item No. 4**

**Mr. Mahesh Kumar Gupta** is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th July 2009. Mr. Gupta is Chairman of the Audit Committee and Stakeholders Relationship Committee of the Board of Directors of the Company and is a member of the Share Transfer Committee.

Mr. Gupta (59) is a Commerce graduate. He has rich experience in finance, secretarial and accounts and Audit.

Mr. Gupta is a Director in Dhanani International Limited, Kitply Industries Limited and Universal Retail Limited.

Mr. Gupta, does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Gupta retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Gupta being eligible and offering himself for appointment, is proposed to be

appointed as an Independent Director for a tenure of five consecutive years with effect from this Annual General Meeting. A notice has been received from a member proposing Mr. Gupta as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Item No. 5**

**Mr. Gopal Daga** is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on April 27, 2012. Mr. Daga, member of the Audit Committee, Stakeholders Relationship Committee and Share Transfer Committee of the Board of Directors of the Company.

Mr. Daga (62) is a Commerce graduate He has rich experience in finance and accounts and Audit.

Mr. Daga is a Director in Digvijay Finance Lease Limited and Didwana Investment Co. Ltd.

Mr. Daga, does not hold by himself or for any other person on a beneficial basis, any shares in the Company .

Mr. Daga is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Daga being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a tenure of five consecutive with effect from this Annual General Meeting. A notice has been received from a member proposing Mr. Daga as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Daga fulfils the conditions

## VEGEPRO FOODS & FEEDS LIMITED

CIN : L15142UP1987PLC008717

specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Daga as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Daga as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Daga, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item No. 6

**Mr. Sanjay Rawka** is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on October 01, 2012. Mr. Rawka is the Chairman of Share Transfer Committee and member of the Audit Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. Rawka (45) is a Commerce graduate He has rich experience in finance and accounts and Audit.

Mr. Rawka is a Director in Premier Fintrade Limited, Unicorn Vyapaar Limited, Fruenkop (India) Limited and Star Company Limited.

Mr. Rawka, does not hold by himself or for any other person on a beneficial basis, any shares in the Company .

Mr. Rawka is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Rawka being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a tenure of five consecutive with effect from this Annual General Meeting. A notice has been received from a member proposing Mr. Gupta as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Rawka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rawka as an Independent Director setting out the terms and conditions would be

available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rawka as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Rawka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Registered Office:** **By Order of the Board**  
A/2 Rahiya Industrial Estate,  
Orai, Kalpi Road

District: Jalaun-285001 U.P. **(Shyam Sunder Sharma)**

**Dated: 08.12.2014** *Chairman & Managing Director*

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the 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 of the company 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.
2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the 26th Annual General Meeting.
3. Members/Proxies/Representatives should bring the enclosed Attendance slip, duly filled in, for attending the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 27th December, 2014 to Wednesday, 31st December , 2014 both days inclusive.

## VEGEPRO FOODS & FEEDS LIMITED

CIN : L15142UP1987PLC008717

5. 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**, respectively.
6. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents for consolidation into a single folio.
7. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their-email address with the RTA, M/s. CB Management Services Pvt. Ltd., in respect of shares held in physical form to enable the Company to serve documents in electronic form.
8. 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, between 11 a.m. and 1 p.m. up to the date of the 26th Annual General Meeting.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Shareholders are provided with the facility to cast their vote electronically, through the e-Voting platform provided by NSDL on all the resolutions set forth in this notice. The e-Voting shall commence on 24th December, 2014 and end on 26th December, 2014.

The e-Voting module shall be disabled by NSDL for e-Voting thereafter. During this period, Shareholders of the Company holding shares either in Physical Form or in dematerialised Form as on 5th December 2014 may cast their vote electronically. The results declared along with Scrutinizer Report shall be placed on the Company's website and on the NSDL website within two days of passing of the Resolutions at AGM and communicated to the Stock Exchanges where the shares of the company are listed.

For exercising e-Voting facility, the User ID and initial password are provided on the address label pasted on envelope containing the notice of the Annual General Meeting and the detailed procedure is enumerated below.

### E VOTING

#### In Case of Shareholders receiving Mail from NSDL

- (i) Open e-mail and open PDF file viz;

"VFFL e-Voting.pdf" with your client ID or Folio No. as password. Please note the User ID and initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder Login"
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of VEGEPRO FOODS AND FEEDS LIMITED
- (viii) Now you are ready for e-Voting as "Cast Vote page" opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail : [ashish\\_tosh@yahoo.com](mailto:ashish_tosh@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### In Case of Shareholders Receiving Documents By Post:

Initial password is provided on the address label pasted on envelop containing the notice of the Annual General Meeting. Please follow all steps from Sr. No.(ii) to Sr. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for Shareholders available at the 'download' sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on (022) 24994433.

**Registered Office:** A/2 Rahiya Industrial Estate,  
Orai, Kalpi Road  
District: Jalaun-285001 U.P.  
**Dated: 08.12.2014**

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