



2014-2015

61st AGM

ANNUAL REPORT

VEGETABLE
PRODUCTS
LIMITED

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CORPORATE INFORMATION'S

Directors

Tanmoy Mondal
Pradeep Kumar Daga *
Vinita Daga **
Arun Chakraborty
Sudarson Kayori
Vivek Kumar Pachisia

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

Company Secretary & CFO

Shivani Khanna #
Anand Kumar Jain ##

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 5586 / 5687
E-Mail : vpl1953@yahoo.com

Principal Bankers

HDFC Bank Ltd.
Union Bank of India
Bank of India

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

Appointment w.e.f. * 11/09/2014; ** 11/09/2014; # 14/05/2014; ## 10/09/2014;

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the **61st Annual Report** together with Audited Statement of Accounts of the Company for the year ended on **31st March, 2015**.

FINANCIAL RESULTS

The Directors now present below the financial highlights for 2014-15:

Rs. in Lakh

Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Sales & Other Income	0.29	3693.30
Profit before Interest, Depreciation & Exceptional Items	(30.08)	68.51
Interest	(7.50)	(7.10)
Depreciation	(2.52)	(36.68)
Exceptional Items	(12.83)	0.51
Profit / (Loss) before Tax	(52.94)	25.24
Provision for Tax	0.00	(5.19)
Deferred Tax	10.77	(1.59)
MAT Tax Credit Availed	0.00	(0.39)
Profit after Tax	(42.17)	18.07
Add : Balance Brought forward from previous year	(429.05)	(446.84)
Appropriations		
Dividend on Preference Share	0.00	(0.24)
Tax on distributed preference dividend	0.00	(0.04)
Balance carried to Balance Sheet	(471.22)	(429.05)

REVIEW OF OPERATIONS & PROSPECTS

Your Company has recorded a loss of Rs. 42.17 Lakhs during the year under review as compared to profit of Rs. 18.07 earned in the previous year. The company's turnover during the year has decreased 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 2014-2015.

DEMATERIALISATION OF EQUITY SHARES

Your directors have pleasure to inform you that your company had obtained connectivity with both the participants i.e. National Securities Depository Limited (NSDL/CDSL/CDSL) as well as Central Depository Services Limited (CDSL) with ISIN no. INE761D01013. About 96.82% of the total shares are held in Demat form. Shareholders holding shares in physical form have an option to dematerialize their shares with either of the depositories.

FINANCE

Cash and cash equivalents as at March 31, 2015 was Rs. 15.18 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.

SHARE CAPITAL

The paid-up equity capital as on March 31, 2015 was Rs. 390 lakhs. The company has not issued shares with differential voting rights nor grant stock options nor sweat equity.

DIRECTORS

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.

DEPOSITS

Your Company has not accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY DISCLOSURES

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013.

DIRECTORS'S RESPONSIBILITY

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- 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 this Act 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.

CASH FLOW STATEMENT

In accordance with the requirement of Clause 32 of the Listing Agreement of the Stock Exchange, Cash Flow statement duly verified by the Auditors is annexed herewith.

CORPORATE GOVERNANCE AND INTERNAL AUDIT

Your company in compliance with the provision of clause 49 of the Listing Agreement formed Audit Committee, shareholders Grievance Committee and made necessary adjustments in this respect.

A Report on Corporate Governance and the Management Discussion and Analysis Report, as required under Clause 49 of the Listing Agreement, forms part of the Annual Report.

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

The information pursuant to the section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors), Rules 1988 relating to Conservation of Energy and Technology absorption are given by way of Annexure-3 to Director's Report.

PERSONNEL

Industrial Relations in the Company continued to be satisfactory throughout the year under review. There are no employees in the Company who are in receipt of salary of Rs. 60,00,000/- p.a. or Rs.5,00,000/- p.m., if employed for part of the year. Hence the Statement of particulars of employees as required under Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended till date is not attached.

LISTING AT BSE

Your directors are pleased to inform you that entire equity share of your company had been listed on BSE Ltd on 13th May, 2015 providing ready marketability of securities on a continuous basis adding prestige and importance to the company. This will increase your company's credential. This is a step towards our ambition to build a more diversified product profile targeting disparate risk appetites.

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 2014-2015.

AUDITORS

Statutory Audit:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

M/s. Maroti & Associates, Chartered Accountants (Firm registration Number 322770E) as the Statutory Auditors for a period of 3 years to hold office from the conclusion of the ensuing Annual General Meeting (2015) till the Annual General Meeting (2017), subject to ratification of their appointment at every AGM, during the term of their office. They have confirmed their eligibility and willingness for appointment as Statutory Auditors for the aforesaid period, as per Section 141 of the Companies Act, 2013. The Board of Directors recommends their appointment to the shareholders.

Secretarial Audit:

As required under section 204(1) of the Companies Act, 2013 the Company has Obtained a secretarial audit report.

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. Doleswar Rao, of company Secretarial 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, 2015 is annexed herewith as "Annexure 1" to this report.

AUDITORS' REPORT

The observations as have been made and taken in the Auditors Report in the light with the Notes on the Accounts are self explanatory and do not require any further clarification.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year fourteen Board Meetings were conducted and the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary, hence the compliance of provisions of section 212 of the Companies Act, 1956 are not applicable.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any.