

Ref: WFBL/BSE/BM/2023

Date: 08-02-2023

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

**Ref: - Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)
(Script Code: 539132).**

Sub: Outcome of Board Meeting held on Wednesday, 08th February, 2023 under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

We hereby inform you that the Board of Directors of the Company in its meeting held on 08th February, 2023, have considered and approved the following:

1. Unaudited Standalone Financial Result for the Quarter and Nine months ended on 31st December, 2022 along with Limited Review Report.
2. Approved the Related Party transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015, Subject to approval of shareholders.
3. The Board has Constituted Internal Complaints Committee (ICC) under (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). The Board has appointed Mrs. Sheetal Mandar Bhalerao, Chairman & Managing Director of the Company as Presiding Officer/Chairperson of Internal Complaint Committee/Prevention of Sexual Harassment Committee and approved the POSH policy which is also available on the Company's website at compliance@wardwizardfoods.com.
4. Appointment of Officers/Personnel of the Company of core management team, under SEBI (LODR) Regulations, 2015 as "Senior Management".

Sr No	Name	Designation in Company
1	Mr. Dilip Phadnis	President Sales (Retail)
2	Mr. Anirudha Kshirsagar	President Sales
3	Mr. Neelkanth Shinde	President (R & D) (Pune Plant)
4	Mr. Nilesh Shinde	President Production (Pune Plant)

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is mentioned in Annexures.

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083, West Bengal

Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara-391243

Email ID: compliance@wardwizardfoods.com | **Website:** www.wardwizardfoods.com | **Compliance No:** +91 6355426350

5. Approved the Notice of Postal Ballot in relation to the Related Party transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015.
6. Appointed Mrs. Pooja Amit Gala, Practicing Company Secretary to act as the scrutinizer for purpose of conducting e-Voting Process in a fair and transparent manner.

The meeting of the Board of Directors commenced at 04:00 P.M. and concluded at 04:20 P.M.

Kindly take a note of the same.

Thanking you,

**For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**



Bhoomi Talati
Company Secretary & Compliance Officer



The details required to be furnished under Regulation 30 of The SEBI (LODR), Regulations, 2015 read with SEBI Circular CIR/CFC/CMD/4/2015 dated September 09, 2015 issued thereunder are furnished below

Annexure I

Name of the Appointee	Mr. Dilip Phadnis
Reason for Change	Designated as Senior Management as per the provisions of SEBI Circular No. SEBI/LAD-NRO/GN/2023/117, dated 17th January, 2023 and Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015
Date and terms of appointment	Date of Original Appointment: 10-11-2022 Date of Designated as Senior Management: with effect from 8th February, 2023
Brief Profile	<p>Mr. Dilip Phadnis is a B.com Graduate from Pune University.</p> <p>He is having more than 26+ years of experience in the areas of Strategic Planning, Sales and Marketing, Business Development, Channel and Distribution Management, Client Relationship Management and Team Management. He is having Demonstrated abilities in planning new products, innovative promotion plans, expanding the market, brand building and generating new business by targeting the potential customers. He is having Excellent interpersonal, communication and organizational skills with proven abilities in team management, customer relationship management, planning and follow-ups.</p> <p>He was previously associated with FMCG Industries where he was managing the entire gamut of operations related to product planning, promotions, Sales, Marketing, Business Development, thereby controlling cost and increasing profitability. He was Identifying & managing Third Parties for sourcing products thereby maintaining PR with them for better follow up & control.</p>

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Annexure II

Name of the Appointee	Mr. Anirudha Kshirsagar
Reason for Change	Designated as Senior Management as per the provisions of SEBI Circular No. SEBI/LAD-NRO/GN/2023/117, dated 17th January, 2023 and Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015
Date and terms of appointment	Date of Original Appointment: 01-12-2022 Date of Designated as Senior Management: with effect from 8th February, 2023
Brief Profile	<p>Mr. Anirudha Kshirsagar is B.E in Automobile with first class.</p> <p>He is having of more than 14+ years of experience in Banking Sector. He is having combine entrepreneurial drive with business-management skills to drive gains in revenue, market share and profit performance. He has Cultivate excellent relationships with new prospects and existing customers. He is having specialization in new business development and major market expansion.</p> <p>He was previously associated with Big umbrella Ventures LLP as Founder and Director. He is having specialized skills in New Business Development, P&L Management, Strategic Planning, Operations Management, Key Account Management, Turnaround & High-Growth Strategies, Customer Relationship Management, Staff Training & Development, Contract Negotiations and Budgeting & Forecasting.</p>

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Annexure III

Name of the Appointee	Mr. Neelkanth Shinde
Reason for Change	Designated as Senior Management as per the provisions of SEBI Circular No. SEBI/LAD-NRO/GN/2023/117, dated 17th January, 2023 and Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015
Date and terms of appointment	Date of Original Appointment: 01-12-2022 Date of Designated as Senior Management: with effect from 8th February, 2023
Brief Profile	<p>Mr. Neelkanth Shinde is Master of Business Administration from Illinois University. He has done his Bachelor in Engineering with Electronics & Communications.</p> <p>He is having more than 12+ years of experience in Food entrepreneur with inception to exit experience of a successful food start up. He is having excellent skills in Cross Functional Team Leadership, Client engagement, Decision making, IT based management, Strategy making and scenario planning, cross functional operations, venture grooming, fund raising, B2B marketing and channel development.</p> <p>He was previously associated with Big Umbrella Ventures LLP (Wildberry Foods India LLP) for Food contract manufacturing and distribution and International business development. He is having specialized skills in New product development, Market research, Quality assurance and control, New plant erection and operationalization, Centralized quality and manufacturing governance of all pan India manufacturing facilities, Technology implementation organization wide and New generation technology implementation for operational excellence.</p>

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Annexure IV

Name of the Appointee	Mr. Nilesh Shinde
Reason for Change	Designated as Senior Management as per the provisions of SEBI Circular No. SEBI/LAD-NRO/GN/2023/117, dated 17th January, 2023 and Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015
Date and terms of appointment	Date of Original Appointment: 01-12-2022 Date of Designated as Senior Management: with effect from 8th February, 2023
Brief Profile	<p>Mr. Nilesh Shinde has done his Bachelor in Engineering (production) from Pune University.</p> <p>He is having more than 8+ years of experience in Food industry as Entrepreneur. He is Pursuing entrepreneurial approach for the organization's excellence. He is having professional skill for Operational Management, Resource Management, Vendor Management and ERP Management.</p> <p>He was previously associated with Safpro Industries Private Limited as a Founder and Director. As founder of company involved in all the processes like Company formation, Project report ,Loan sectioning, Product costing, Government Subsidy. He Involved in the process of getting all government permissions required for food unit like MPCB license, Boiler License, FSSAI License, Local body permission. Handled production and allied operations. He involved in all the products development and R&D process. He handled all vendors related to production and allied operations. He involved in ISO-22000 norms implementation. He handled production of canned products, sauces, dips & dressings. He handled invert and outward logistics of company.</p>

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Limited Review Report on the Unaudited Standalone Financial Results of Wardwizard Foods And Beverages Limited (Formerly Known as Vegetable Products Limited) for quarter and nine months ended on December 31, 2022 Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review report to

The Board of Directors

WARDWIZARD FOODS AND BEVERAGES LIMITED

(FORMERLY KNOWN AS VEGETABLE PRODUCTS LIMITED)

We have reviewed the accompanying statement of unaudited financial results of **Wardwizard Foods And Beverages Limited (Formerly Known as Vegetable Products Limited)** for the Quarter and nine months ended December 31, 2022 ("the Statement") attached herewith.

This Statement, which is the responsibility of the Company's management and approved by its Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

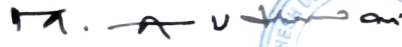
Our conclusion is not modified in respect of this matter.

Other Matters

- The comparative financial information of the Company for the year ended March 31, 2022 prepared in accordance with Ind AS included in this Statement have been audited by the predecessor auditor. The report of the predecessor auditor on this comparative financial information for the period ended December 31, 2021 expressed an unmodified opinion.

Our report on the Statement is not modified in respect of these matters.

For Mahesh Udhwani & Associates
Chartered Accountants
FRN :129738W


Mahesh Udhwani
Partner
M.No.047328



UDIN: 2304732806USTX3879
Place: Vadodara
Date :08/02/2023

WARDWIZARD FOODS AND BEVERAGES LIMITED (FORMERLY KNOWN AS VEGETABLE PRODUCTS LIMITED)

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria Kolkata Kolkata WB 700083

Corp. Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara 391243

E-Mail ID: compliance@wardwizardfoods.com, Website: www.wardwizardfoods.com

Statement of Unaudited Financial Results for the Quarter and Nine Months Ended 31st December 2022

(Rupees in Lakhs)

	Particulars	Quarter ended			Nine months ended		
		31st December 2022	30th September 2022	31st December 2021	31st December 2022	31st December 2021	31st March 2022
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue From Operations	379.92	129.09	0.00	509.00	0.00	0.00
II	Other Income	0.89	2.69	8.13	6.37	25.65	33.59
III	Total Income (I+II)	380.80	131.78	8.13	515.37	25.65	33.59
IV	EXPENSES						
	Cost of materials consumed					0.00	0.00
	Purchases of Stock-in-Trade	330.27	143.70		473.97	0.00	0.00
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	-107.51	-55.54		-163.05	0.00	0.00
	Employee benefits expense	80.78	14.88	2.85	98.54	7.73	10.58
	Finance costs	0.00	0.00	0.00	0.64	0.00	8.90
	Depreciation and amortization expense	16.07	2.95	0.33	19.38	0.99	1.32
	Power & Fuel	3.24	0.00	0.30	3.49	0.92	1.14
	Other expenses	255.64	12.74	10.42	282.37	20.65	23.89
	Total expenses (IV)	578.49	118.73	13.90	715.33	30.29	45.83
V	Profit/(loss) before exceptional items and tax (I-IV)	-197.69	13.05	-5.77	-199.96	-4.64	-12.24
VI	Exceptional Items	0.00	0.00	0.00	0.00	0.00	7.94
	Profit/(loss) before tax (V+VI)	-197.69	13.05	-5.77	-199.96	-4.64	-20.18
VII	Tax expense:						
	(1) Current tax	0.00	0.00	0.00	0.00	0.00	0.00
	(2) Deferred tax	0.00	0.00	0.00	0.00	0.00	0.00
	Profit (Loss) for the period from continuing operations (VII-VIII)	-197.69	13.05	-5.77	-199.96	-4.64	-20.18
IX	Profit/(loss) from discontinued operations			0.00	0.00	0.00	0.00
XI	Tax expense of discontinued operations			0.00	0.00	0.00	0.00
	Profit/(loss) from Discontinued operations (after tax) (X-XI)	0.00	0.00	0.00	0.00	0.00	0.00
XIII	Profit/(loss) for the period (IX+XII)	-197.69	13.05	-5.77	-199.96	-4.64	-20.18
XIV	Other Comprehensive Income						
	A (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	-197.69	13.05	-5.77	-199.96	-4.64	-20.18
XV	Paid up Equity Share Capital	1582.40	1092.00	1092.00	1582.40	1092.00	1092.00
	Face Value	1.00	1.00	1.00	1.00	1.00	1.00
	Other equity (Reserves including Revaluation Reserves)	0.00	0.00	0.00			
	Earnings per equity share (for continuing operation)					0.00	4332.45
	(1) Basic	-0.13	0.01	-0.01	-0.16	0.00	-0.02
	(2) Diluted	-0.13	0.01	-0.01	-0.16	0.00	-0.02
	Earnings per equity share (for discontinued operation)						
	(1) Basic	0.00	0.00	0.00	0.00	0.00	0.00
	(2) Diluted	0.00	0.00	0.00	0.00	0.00	0.00
	Earnings per equity share (for discontinued & continuing operations)						
	(1) Basic	-0.13	0.01	-0.01	-0.16	0.00	-0.02
	(2) Diluted	-0.13	0.01	-0.01	-0.16	0.00	-0.02

Notes :

1	The Statement of unaudited Financial Result for the Quarter 31st December, 2022 have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their meeting held on 08/02/2022.
2	These Financial results have been prepared in accordance with the Indian Accounting Standard (Ind-AS) prescribed under Section 133 of the Company Act, 2013, read with relevant rules issued thereunder.
3	The Statutory auditors of the Company have carried out a "Limited Review" of the above results as per Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. There are no qualifications in the audit report.
4	The previous period figures have been regrouped/reclassified wherever required to conform to the current year's presentation.
5	No Investors complaint remains pending at the quarter ended on 31st December, 2022.
7	The Company business activity falls within a Single Operating system. Since the nature of activities being carried out by the Company in such a profit/losses from certain transaction do not necessarily accrue evenly over the years, result of the Quarter may not be representative of Profit/losses.
8	During the period under review, the company has taken the business operation and its relevant assets of "Yeppy Foods" and "Safiro Industries Private Limited", the same is reflected in above results. In view of the same prior period results are not entirely comparable.
9	The company has allotted 16,99,40,000 warrants at a price of Rs 5/- per warrant pursuant to Conversion of Convertible Equity Share on preferential basis to the Promoters/Promoter Groups and Strategic Investors not forming part of Promoter Group of the company in terms of SEBI (ICDR) Regulation 2018(as amended) on 14th September 2022. As on 30.09.2022 out of 84,97,00,000 from Preferential issue, Amount of Rs 37,08,50,001/- was received and as on 31.12.2022 amount of Rs 2,54,74,500/- was received. The amount of Rs 9,93,99,325/- remains unutilized and the same will be utilized in subsequent quarter.

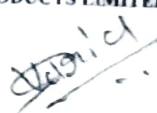
Item Head	Amount of Preferential Allotment (Amount in Rs.)	Amount Utilised (Amount in Rs.)	Total Unutilised amount on 31.12.2022 (Amount in Rs.)
Proceeds from Warrant issue	396,324,501	296,925,176	99,399,325



Place Vadodara
Date: 08-02-2023

**For and behalf of Board WARDWIZARD FOODS AND BEVERAGES LIMITED
(FORMERLY KNOWN AS VEGETABLE PRODUCTS LIMITED)**


Shejal Mandar Bhalearo
Chairman & Managing Director
DIN: 06453413


Sejal Varia
Chief Financial Officer



Statement of Deviation / Variation in utilization of funds raised

Name of listed entity	WARDWIZARD FOODS AND BEVERAGES LIMITED (Formerly Known as Vegetable Products Limited)
Mode of Fund Raising	Preferential Issues
Date of Raising Funds	Date of Allotment 14 th September 2022
Amount Raised	39,63,24,501
Report filed for Quarter ended	31 st December 2022
Monitoring Agency	Not applicable
Monitoring Agency Name, if applicable	NA
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	NA
If Yes, Date of shareholder Approval	NA
Explanation for the Deviation / Variation	NA
Comments of the Audit Committee after review	NIL
Comments of the auditors, if any	NIL
Objects for which funds have been raised and where there has been a deviation, in the following table	We have raised the funds through Convertible Equity Warrants for Working Capital Requirements, General Corporate Purpose, Marketing & Branding, Investment in Group Companies, Plant & Machinery

Original Object	Modified Object, if any	Original Allocation	Modified allocation , if any	Funds Utilized	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
Used as per the object of Working Capital Requirements, General Corporate Purpose, Marketing & Branding, Investment in Group Companies, Plant & Machinery	NA	39,63,24,501	NA	29,69,25,176	NA	No Deviation

Note: The company has allotted 16,99,40,000 warrants at a price of Rs.5/- per warrant pursuant to Conversion of Convertible Equity Share on preferential basis to the Promoters/Promoter Groups and Strategic Investors not forming part of Promoter Group of the company in terms of SEBI (ICDR) Regulation,2018(as amended) on 14th September 2022. As on 30.09.2022 out of 84, 97, 00,000 from Preferential issue, Amount of Rs.37,08,50,001/- was received and amount of Rs.2,54,74,500/- received in 3rd Quarter. The amount of Rs.9, 93, 99,325/- remains unutilized and the same will be utilized in subsequent quarter.

Deviation or variation could mean:

- (a) Deviation in the objects or purposes for which the funds have been raised or***
- (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or***
- (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.***

Varia
Sejalben

Digitally signed by Varia Sejalben
DN: c=IN, st=Gujarat,
2.5.4.20=5a471358b1be2731435cbb688f2cda40be483
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serialNumber=440744d7eb31eb873868b0d8b3b72f37
e2d01fa08a87fc756fe58625a21ff19b, o=Personal,
cn=Varia Sejalben
Date: 2023.02.08 16:50:26 +05'30'

Name of Signatory: Sejal Manharbhai Varia

Designation: Chief Financial Officer