

Tarai Foods Limited

Corporate Identification Number (CIN): L15142DL 1990 PLC 039291

Registered Office 13 Hanuman Road, Connaught Place, New Delhi-110001 | Tel.: 011-41018839

E-mail: grvnecs.tfl@gmail.com; Website: www.taraifoods.in

3rd September, 2023

Asst. General Manager (Corporate Services)

BSE Limited

25th Floor, P.J.Towers

Dalal Street, Mumbai - 400001

Phone : 022-22721233-34

Company Code -519285

Dear Sir/Madam,

Sub.: Intimation regarding the conduct of 33rd Annual General Meeting (AGM) of the Company asper SEBI (Listing, Obligation and Disclosure Requirements) Regulations,2015.

In compliance with Regulation 34(1) of the SEBI (Listing, Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 33rd Annual General Meeting of the members of the Company for the financial year ended 31st March, 2023 scheduled to be held on 26th September, 2023 at 10:00 A.M. through VC/OAVM.

This is for your information and records.

Thanking You

Yours faithfully,

For **TARAI FOODS LIMITED,**

VIJAY
KANT
ASIJA

Digitally signed
by VIJAY KANT
ASIJA
Date: 2023.09.04
12:46:45 +05'30'

Vijay Kant Asija
Company Secretary cum Compliance Officer

Encl.: Notice of AGM



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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Tarai Foods Limited will be held on Tuesday, the 26th day of September, 2023 at 10:00 A.M. IST through Video Conferencing ("VC")/ Other audio Visual Means ("OAVM"), to transact the following businesses.

ORDINARY BUSINESS:

ITEM NO.1: Adoption of Financial Statements of the Company:

To consider and adopt the Financial Statements containing the Balance Sheet as at 31st March, 2023 and the Profit and Loss Account ended on that date, Cash Flow Statement along with the notes and schedules appended thereto and the reports of the Board of Directors and Auditors thereon, 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 Section 134 of the Companies Act, 2013, the Financial Statements containing the Balance Sheet as at 31st March, 2023 and the Profit and Loss Account ended on that date, Cash Flow Statement along with the notes and schedules appended thereto and the reports of the Board of Directors thereon, be and are hereby adopted."

ITEM NO.2: Re-appointment of Retiring Director of the Company:

To appoint a Director in place of Mrs. Kiran Sandhu (DIN: 00053879), who retires by rotation and being eligible, offers herself for re-appointment and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions, if any, Mrs. Kiran Sandhu (DIN 00053879), Director who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

ITEM NO.3: Re-appointment of Statutory Auditor of the Company:

To re-appoint M/s Sunil Vashisht & Co. Chartered Accountant (FRN no. 005016N) having office at R-8, South Extension Part 2, New Delhi- 110049 as the Statutory Auditor of the Company for another period of five years, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of section 139, 141,142 of the Companies Act, 2013 and other applicable provision(s), if any including statutory modification M/s Sunil Vashisht & Co. Chartered Accountant (FRN no. 005016N) having office at R-8, South Extension Part 2, New Delhi- 110049 be and is hereby re-appointed as Statutory Auditor of the Company for another period of five years, to hold office from conclusion of this 33rd AGM till conclusion of 38th AGM of the Company, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and Statutory Auditor of the Company"

SPECIAL BUSINESS:

ITEM NO. 4: Sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company:

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1) (a) of the Companies Act, 2013, Regulation 37A of SEBI (LODR), 2015 and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company situated at Sandhu Farms, Rudrapur, Uttarakhand-263153 on such terms and conditions at such time(s) and in such form and manner, and in consideration of such financial assistance from such institutions or persons or bodies corporate as may be determined by the Board of Directors in the interests of the Company."



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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as maybe required to give effect to this Resolution.”

ITEM NO.5: Reclassification of person belonging to the “Promoter Group” from “Promoter Group” category to the “Public” category:

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactment(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchange and other appropriate statutory authorities, as may be necessary, the approval of the members be and is hereby accorded for re-classification of the following applicant from “Promoter & Promoter Group” Category to “Public” Category in the shareholding of the Company:

Sr. No.	Name of Promoter seeking re-classification	No. of Shares held	% of Holding
1	Anand Rungta	700	Negligible
2	S Inder Partap Singh	190000	1.28

“RESOLVED FURTHER THAT pursuant to the reclassification, the List of promoter(s) post re-classification are as follows:

Sr. No.	Name of Promoter seeking re-classification	No. of Shares held	% of Holding
1	G S Sandhu	1658562	11.16
2	Kiran Sandhu	52490	0.35
3	Galway Investments Private Limited	6328100	42.56
4	Bhopinder Singh	1000	0.01
5	D S Bhooi	10410	0.07
6	Darshan Singh	500	Negligible
7	Harpreet Singh	2500	0.02
8	Imran Ahmed	100	Negligible
9	J Akoi	12500	0.08
10	N K Bharti	500	Negligible
11	Sudhir Chadha	100	Negligible
12	Tej Partap Singh	2500	0.02

“RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

“RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

“RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.



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“RESOLVED FURTHER THAT the Board and the Company secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimations/filings to stock exchange(s), seeking approvals from the BSE Limited and such other authorities as may be required and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.

For Tarai Foods Limited

**Place: Rudrapur
Date: 10.08.2023**

**Sd/-
Mr. G.S. Sandhu
Chairman
DIN: 00053527**

**Address: CAS0020002, Ground Floor, Tower No. 02 of the Castille
Jaypee Greens, Greater Noida- 201306, U.P.**

NOTES:

1. In view of outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) in continuation of its General Circular no. 20/2020 dated 05.05.2020 and General Circular No. 02/2022 dated 05.05.2022 and vide its Circular No 10/2022 dated 28.12.2022 read with SEBI Circular dated May 12th, 2022, and January 5th, 2023 companies are required to hold their Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) falling due in year 2023 until September 30th, 2023. In compliance with the applicable provisions of the Companies Act 2013 (“Act”) read with aforesaid MCA circulars and SEBI (Listing Obligations and Disclosures Regulations) Regulations, 2015 and other applicable provisions if any, the AGM of the Company is being conducted through Video Conferencing (VC). As this AGM is being conducted through VC, the deemed venue of the AGM shall be the registered office of the Company.
2. Information as required under Companies Act, 2013; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of all special businesses to be passed at this AGM is furnished in the Explanatory Statements as annexure thereto and forms part of the Notice.
3. As per the Companies Act, 2013 and the rules made thereunder, **a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company.** Since, the 33rd AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and Hence the proxy form and Attendance Slip are not annexed to this notice.
4. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report:

5. In Compliance with the aforementioned MCA and SEBI Circulars, the Company has published a public notice by way of an advertisement in one English newspapers national daily newspaper circulating in whole or substantially the whole of India and in one daily newspaper published in Hindi having wide circulation in Delhi, inter alia, advertising the members whose e-mail ids are not registered with the company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
6. In Compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. The Notice calling the AGM has been uploaded on the Company’s website www.taraifoods.in, the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at



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www.bseindia.com. The Annual Report and the Notice of e-AGM shall be sent to all the shareholders by email on registered email ID holding shares as on 25th August, 2023.

7. Member who hold shares in physical mode and who have not updated their E-mail address with the company are requested to update their e-mail address by sending a duly signed request letter to the Registrar and Transfer Agents of the company, i.e. Beetal Financial & Computer Services (P) Ltd. by providing folio No. and name of Shareholder.
8. Members who hold shares in dematerialized form are requested to register / update their e-mail addresses with the relevant Depository Participants.

Procedure for joining the 33rd AGM through VC / OAVM:

9. CDSL will be providing facility for voting through remote e-Voting, for participation in the 33rd e-AGM through VC/OAVM facility and e-Voting during the 33rd e-AGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come- first-served basis.
11. Members will be able to attend the AGM through VC / OAVM facility provided by CDSL at www.evotingindia.com by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.

Shareholders may join the Meeting through Laptops for better experience. Further, the shareholders will be required to use Camera and internet with a good speed to avoid any disturbance during the meeting. Please note that shareholders connecting from mobile or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders can submit questions in advance with regard to the business to be transacted at the AGM from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the company's email id grvnecs.tfl@gmail.com at least 2 days in advance before the meeting i.e. by 24th September, 2023, 10:00 A.M. Shareholders, who would like to express their views/ ask questions during the AGM with regard to the business to be transacted at the AGM, need to register themselves as speaker by sending their request from their registered email id mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the company's email id grvnecs.tfl@gmail.com at least 48 hours in advance before the start of the meeting i.e. by 10:00 a.m. on 24th September, 2023. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Shareholders who will participate in the AGM through VC/OAVM can also pose question /feedback through question box option. Such questions by the shareholder shall be taken up during the meeting or replied within 7 days from AGM date by the company suitably.

12. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10:00 A.M. to 5:00 P.M. and upto the date of the Meeting.
14. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 in connection with the 33rd Annual General Meeting of the Company.
15. The Company has designated an exclusive e-mail ID called grvnecs.tfl@gmail.com for redressal of shareholders' /investors' complaints /grievances. In case you have any queries/complaints or grievances, then please write to us at the above email address.



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16. Members holding shares in electronic form may please note that the bank account details and 9 digit MICR code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in demat mode and to the Registrar and Share Transfer Agent for shares held in physical form.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filing Form No. 2BV in their own interest. Blank form can be had from M/s. Beetal Financial & Computer Services (P) Ltd. on request. Members holding shares in dematerialized form may contact their respective DP's for registration of nomination.
19. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd. for consolidation.
20. In case of any query, Members are requested to send the same to the Compliance Office atleast 10 days before the date of the meeting so that information can be made available at the meeting.
21. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
22. The entire Annual Report is also available at the Company's Website www.taraifoods.in.
23. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
24. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16th December, 2010, amended Regulation 39(4) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Securities Suspense Account".
25. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's report, Director's report etc., to the members through email. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar and Share transfer agent by sending duly signed request letter quoting their folio no., name and address. In case shares held in demat form, the shareholders may register their e-mail addresses with their DP'S (Depository Participants). In case any member desires to get hard copy of Annual Report, they can write to Company at registered office address or email at gvrncs.tfl@gmail.com.
26. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual report for the financial year 2022-23 will also be available on the Company's website www.taraifoods.in for their download.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Section 180(1) (a) of the Companies Act, 2013 provides the power to the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company own more than one undertaking of the whole or substantially the whole of any such undertakings, subject to consent of shareholders of the company by way of special resolution.

Further as per the regulation 37A of SEBI (LODR) Regulations, 2015, with effect from 15th June, 2023 such sale, lease or disposal shall take place only with prior approval of Shareholders by way of special resolution provided such resolution shall be acted upon only if the votes cast by public shareholders in favour of resolution exceed the votes cast by such public shareholders against the resolution.

Further, no public shareholder shall vote on the resolution if he is a party, directly or indirectly to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

The Company is currently facing acute shortage of funds and need resources to pay its financial dues and expand business.

Therefore, the Board in its meeting held on August 12th, 2022 and August 10th, 2023 have approved to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company situated at Sandhu Farms, Rudrapur, Uttarakhand-263153 and proposed this resolution for the approval by the shareholders of the Company.

The Company will utilize the proceeds of sale of the undertaking in meeting its requirement of funds for paying various financial dues and investing it in the business to grow the operations of the company.

The Company has placed this resolution for the approval of members in the 32nd Annual General Meeting and it was duly passed by the shareholders as a special resolution. However it could not have acted upon due some unavoidable circumstances. Therefore now the Company again proposes to take approval of the Members of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company situated at Sandhu Farms, Rudrapur, Uttarakhand-263153 under Section 180(1)(a) of the Companies Act, 2013 read with regulation 37 A of SEBI (LODR) Regulations, 2015 by way of a Special resolution.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have Substantial interest.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the said Resolution for approval of the shareholders by way of a Special Resolution.

ITEM NO.5:

The Company had received requests from Mr. Anand Rungta and Mr. S Inder Partap Singh, Promoter of the Company for reclassification from the 'Promoter' category to 'Public' category. The following are the details regarding his shareholding in the Company:

Sr. No.	Name of Promoter seeking re-classification	No. of Shares held	% of Holding
1	Anand Rungta	700	Negligible
2	S Inder Partap Singh	190000	1.28

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of



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Directors of the Company had analyzed the request, place the same before the shareholders in a general meeting for approval and to apply for the approval by the Stock Exchange subsequently.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Anand Rungta and S Inder Partap Singh seeking reclassification confirmed that:

- i. They, do not hold more than ten per cent of the total Voting Rights in the Company;
- ii. They do not exercise control over the affairs of the Company directly or indirectly;
- iii. They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v. They do not act as a Key Managerial Person in the Company;
- vi. They are not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- vii. They are not fugitive economic offender.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on August 12th, 2022 and August 10th, 2023, subject to members' approval and stock exchanges' approval subsequently.

The Company has placed this resolution in the 32nd Annual General Meeting for the approval of Members and the same was also duly passed as an ordinary resolution. However, the Company could not able to proceed further with the Stock Exchange and hence, it is again proposed to pass the same resolution in the forthcoming Annual General Meeting of the Company.

Now the Company again proposes to pass this resolution of reclassification of Mr. Anand Rungta and Mr. S Inder Partap Singh from Promoter Category to Public Category by way of an Ordinary resolution.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have Substantial interest.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the said Resolution for approval of the shareholders by way of an Ordinary Resolution.

The instructions for remote e-Voting are as under:

Voting through electronic means:

A. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No 10/2022 dated December 28th, 2022 read with SEBI Circular dated May 12th, 2022, and January 5th, 2023. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.



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B. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28th, 2022 read with SEBI Circular dated May 12th, 2022, and January 5th, 2023, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

C. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

1. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and 10/2022 dated December 28th, 2022 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.taraifoods.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
3. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 10/2022 dated December 28th, 2022 SEBI Circular dated May 12th, 2022, and January 5th, 2023.

In continuation of this Ministry's **General Circular No. 10/2022**, dated 28th December, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05th, 2020.

D. The remote e-voting period commences on Saturday, 23rd September, 2023 at 10:00 a.m. and ends on Monday, 25th September, 2023 at 05:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.

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

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all



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shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the remote e-voting website www.evotingindia.com.

Click on Shareholders.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <http://www.cdslindia.com> from Login- Myeasi using your log-in credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

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

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.

If you are a first time user follow the steps given below

	For Physical Shareholders and other than individual shareholders holding shares in Demat Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or Contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">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 (v).

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

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 remote 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.



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For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Click on the EVSN for Tarai Foods Limited on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(i) Additional Facility for Note for Non – Individual Shareholders and Custodians – For Remoting Voting Only.

- 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 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; taraifoods@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th September, 2023 may follow the same instructions as mentioned above for remote e-voting.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOG-IN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** – please provide necessary details like Folio No. Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).



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3. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. For Physical shareholders -

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

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

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Board of Directors has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (Membership No. FCS 6973 and CP No. 7647) as a Scrutinizer to scrutinize the e-Voting process & the poll process in a fair and transparent manner.

The Chairman shall at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of the voting at the AGM, 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 (2) witnesses not in employment of the Company and shall make, not later than three (3) days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

The Result declared along with the report of the Scrutinizer's shall be placed on the website of the Company (www.taraifoods.in) and on website of agency i.e. on CDSL website (www.evotingindia.com) immediately after the result is declared by the Chairman and the Company shall also forward the results to the BSE Ltd and the same shall be placed on their concerned website.

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS / Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.



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Pursuant to Regulation 26 & Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 and Clause 49(VIII)(E) of the Listing Agreement read with Secretarial Standards issued by the ICSI, the details of Directors seeking appointment or re-appointment in the Annual General Meeting scheduled on 26th September, 2022 is as follows:

Name of Director	Mrs. Kiran Sandhu
Date of Birth	25.02.1949
Expertise in Specific Functional Areas & experience	Sha is having more than 25 years of experience and having vast knowledge of marketing research & development Areas
Qualification	Graduate
Board Membership of other Public Limited Companies as on 31 st March, 2023	None
Chairman/member of the Committee of the Board of Directors as on 31 st March, 2023	Member of the Audit Committee, Nomination & Committee Remuneration and Stakeholders' relationship Committee.
Number of Shares held of Tarai Foods Limited	52490
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Re-appointment by rotation
Relationship with other Directors/members and other KMP	Relative to Mr. G.S. Sanshu, Managing Director of the Company

By Order of the Board

For Tarai Foods Limited

Place: Rudrapur
Date: 10.08.2023

Sd/-
Mr. G.S. Sandhu
Chairman
DIN: 00053527
Address: CAS0020002, Ground Floor, Tower No. 02 of the Castille
Jaypee Greens, Greater Noida- 201306, U.P..