

## Tarai Foods Limited

Corporate Identification Number (CIN): L15142DL1990PLC039291  
Registered Office: 13, Hanuman Road, Connaught Place, New Delhi- 110001  
Corporate Office: Sandhu Farms, P.O. Box no. 18, Rudrapur, Uttarkhand- 263153  
Website: [www.taraifoods.in](http://www.taraifoods.in) Email: [taraifoods@gmail.com](mailto:taraifoods@gmail.com)

16<sup>th</sup> April, 2024

The General Manager,  
Department of Corp. Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai, - 400001  
Phone: 022-22721233-34

Sub: **Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")- Postal Ballot Notice of Tarai Foods Limited (hereinafter referred to as the Company).**

Scrip Code.: 519285

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), as amended from time to time, we enclosed herewith a copy of the Postal Ballot Notice ('Notice') of the Company dated 10<sup>th</sup> April, 2024, being sent by email on Tuesday, 16<sup>th</sup> April, 2024 to all shareholders of the Company along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the members/shareholders of the Company for the below mentioned Special Resolution:

Agenda Item No.	Description of the Special Resolutions
1.	Re-appointment of Mr. Lilanshu Arora (DIN: 07187329) as an Independent Director.

In accordance with various Circulars issued by the Ministry of Corporate Affairs ('MCA'), from time to time, the postal ballot notice is being sent only through electronic mode to all those Members whose names are recorded in the Register of Members/List of Beneficial Owners as received from the Company's Registrars and Transfer Agents ('RTA') as at the closure of Friday, the 12<sup>th</sup> April, 2024 ('Cut-Off Date').

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The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to its members. The remote e-voting period commences on Thursday, 18<sup>th</sup> April, 2024 from 10:00 A.M. (IST) and ends on Friday, 17<sup>th</sup> May, 2024, at 05:00 P.M. (IST). The e-voting module shall be disabled by CDSL thereafter.

Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Please note that communication of assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting system.

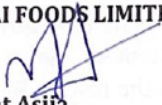
The said Notice of Postal Ballot is also made available on the website of the Company at [www.taraifoods.in](http://www.taraifoods.in) and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com).

The results of the Postal Ballot shall be declared within 2 working days from the closure of voting period.

You are requested to kindly take the same on your records.

**Thanking You,**

For **TARAI FOODS LIMITED**

  
**Vijay Kant Asija**  
**Company Secretary & Compliance Officer**  
**M.No- A13390**

**Encl.: Postal Ballot Notice dated 10<sup>th</sup> April, 2024**



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### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

**NOTICE** is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "**Rule**"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as a Special Resolution by the Members of **Tarai Foods Limited** (the "**Company**") through Postal Ballot only by voting through electronic means ("**remote e-voting**") process.

Explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act, the Rule, pertaining to the said Resolution, setting out the material facts and the reasons thereof, is also appended.

The Company has engaged the services of Central Depository Services Limited (hereinafter referred to as the "**CDSL**") for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot forms. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent/voting of the Members on the resolution would only take place through the remote e-voting system.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Provisions of Section 108 & 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed



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resolution is restricted to only e-voting viz. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. Pursuant to Rule 22(5) of the Companies (Management and Administration Rules) 2014, the Company has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (FCS-6973 and C.P. No.-7647) as the scrutinizer (the “**Scrutinizer**”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from 10:00 A.M. (IST) on Thursday, 18<sup>th</sup> April, 2024 and will end at 5:00 p.m. (IST) on Friday, 17<sup>th</sup> May, 2024. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Friday, 17<sup>th</sup> May, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the equity shares of the Company are listed and would be available on their website at [www.bseindia.com](http://www.bseindia.com). Additionally, the results will also be uploaded on the Company’s website [www.taraifoods.in](http://www.taraifoods.in) and on the website of CDSL (Agency for providing e-voting platform) i.e. [www.evotingindia.com](http://www.evotingindia.com)

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. 17<sup>th</sup> May, 2024.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

#### **RE-APPOINTMENT OF MR. LILANSHU ARORA (DIN: 07187329) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements)



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Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Lilanshu Arora (DIN:07187329), who has submitted a declaration that he meets the criteria of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company to hold office for his second term of 5 years effective from 1<sup>st</sup> April, 2024 and who shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds & things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board  
**Tarai Foods Limited**  
Sd/-

Date: 10/04/2024

Place: New Delhi

**(Vijay Kant Asija)**  
**Company Secretary and Compliance officer**  
**ACS No. 13390**  
**Regd. Office: 13 Hanuman Road,**  
**Connaught Place, New Delhi-110001**

### **NOTES:**

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard (SS) 1, issued by the Institute of Company Secretaries of India (ICSI) form part of the Explanatory Statement forming part of this Notice.



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2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

### 3. Dispatch of Postal Ballot Notice through electronic mode:

In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 12<sup>th</sup> April, 2024 (the '**cut-off date**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 3(B).

4. The documents referred to in the Notice and the Explanatory Statement are available on the website of the Company **www.taraifoods.in** to facilitate online inspection until last date of remote e-voting.
5. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Friday, 17<sup>th</sup> May, 2024.
6. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.

7. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 12<sup>th</sup> April, 2024 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.



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8. The voting period begins from 10.00 a.m. (IST) on Thursday, 18<sup>th</sup> April, 2024 and ends at 5.00 p.m. (IST) on Friday, 17<sup>th</sup> May, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. Friday, 12<sup>th</sup> April, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
9. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
10. The Board of Directors of the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647), as the Scrutinizer to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.
11. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Registered Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company website- [www.taraifoods.in](http://www.taraifoods.in) and the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited at [www.bseindia.com](http://www.bseindia.com).
12. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on Friday, 17<sup>th</sup> May, 2024 being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
13. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.
14. **THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING ARE AS UNDER:**

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

### **Step 1: Access to CDSL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.



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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their</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</p>



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<b>Depository Participants</b>	provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID



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- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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



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

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.



## Tarai Foods Limited

Corporate Identification Number (CIN): L15142DL1990PLC039291

Registered Office: 13, Hanuman Road, Connaught Place, New Delhi- 110001

Corporate Office: Sandhu Farms, P.O. Box no. 18, Rudrapur, Uttarkhand- 263153

Website: [www.taraifoods.in](http://www.taraifoods.in) Email: [taraifoods@gmail.com](mailto:taraifoods@gmail.com)

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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; [grvnnces.tfl@gmail.com](mailto:grvnnces.tfl@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.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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



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If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:**

#### **ITEM NO. 1:**

The Board of Directors at their meeting held on 10<sup>th</sup> April, 2024, based on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Lilanshu Arora (DIN: 07187329), as an Independent Director of the Company, with effect from 1st April, 2024 for his Second term of 5 consecutive years to hold office up to 31st March, 2029 under Sections 149, 150 and 152 of the Act readwith the Articles of Association of the Company, whose period of office expired on 31<sup>st</sup> March, 2024.

Mr. Lilanshu Arora, aged about 44 years and is a B.Tech (Ag) from G.B. Pant University, Ag & Tech having more than 20 years of experience in all aspects of Agricultural projects and is a valuable person for the Company, who is eligible to be re-appointed as an Independent Director of the Company and the Company has also received a declaration of independence from him. In terms of provisions of the Act and SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee recommends his re-appointment as an Independent Director on the Board.

Section 149(10) of the Companies Act, 2013 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the approval of



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shareholders by way of a special resolution for the re-appointment of MR. Lilanshu Arora (DIN: 07187329) as an Independent Director of the Company.

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

None of the Promoters, Directors, Key Managerial Personnel & Relatives of these persons are interested in the proposed resolution except Mr. Lilanshu Arora, being a Director in the Company.

The Directors recommend the said resolution for the approval of the members of the Company by way of special resolution.

**As per the requirements of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, read with Secretarial Standards - 2, the details of Mr. Lilanshu Arora are as follows:**

S. No.	Particulars	MR. Lilanshu Arora
1.	Age;	44 year
2.	Qualifications;	B. Tech[Ag]
3.	Experience;	Around 20 years
4.	Expertise in Specific Functional Areas;	Vast Knowledge in all aspects of agriculture business, development of new agriculture projects.
5.	Terms and conditions of re-appointment;	He is proposed to be appointed as the Independent Director of the Company. No remuneration is payable to him.
6.	Shareholding in Tarai Foods Ltd, including shareholding as Beneficial Owner;	NIL
7.	Relationship with other directors, Manager and other KMP of the company;	Not related to any other Director
8.	The number of Board meetings attended during the year;	04
9.	Date of first appointment on the Board;	01/04/2019
10.	Remuneration last drawn by such person; (if any)	Nil



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11.	Direct orship & Membership held in other Companies	Private Company:	02
		Public Company:	NIL
		Other Listed Company:	NIL
		Public Company:	-
		Other Listed Company:	-
12.	Listed entities from which the person has resigned in the past three years;	N.A	
14.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements;	Mr. Lilanshu Arora, is a B.Tech (Ag) from G.B. Pant University, and having a good exposure in Agricultural line, which is the main business of the Company and he is a suitable candidate to fulfil this requirement and accordingly, he was recommended by the NRC & Board for his re-appointment for another period of 5 years.	

By Order of the Board  
**Tarai Foods Limited**

Date: 10/04/2024  
 Place: New Delhi

Sd/  
**(Vijay Kant Asija)**  
**Company Secretary and Compliance Officer**  
**ACS No. 13390**  
**Regd. Office: 13 Hanuman Road, Connaught Place, New Delhi-110001**