



**Tarai
Foods
Ltd.**

4th September, 2020

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 30th Annual General Meeting (AGM) of the Company as per 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 30th Annual General Meeting of the members of the Company for the financial year ended 31st March, 2020 scheduled to be held on 30th September, 2020 at 1:00 P.M. through VC/OAVM.

This is for your information and records.

Thanking You

Yours faithfully,

For **TARAI FOODS LIMITED,**

For **TARAI FOOD LIMITED**

Executive Director

(R.P. Singh)
Executive Director

Encl.: Notice of AGM

Dealing Office :

H-50, Sector-51,
Noida-201 301

Tel.: 0120-2485183

E-mail : taraifoods@gmail.com

Regd. Office :

13, Hanuman Road,
Connaught Place,
New Delhi-110001

Head Office and Plant :

Sandhu Farms

P.O. Box No. 18

Rudrapur-263 153

Distt. Udham Singh Nagar
Uttanchal

Tel.: (05944) 244304/7

E-mail : taraifoods.rdr@gmail.com

CIN No. : L15142DL 1990 PLC 039291

Website : www.taraifoods.com



Tarai Foods Limited

13 Hanuman Road, Connaught Place, New Delhi-110001 | Tel.: 011-41018839
E-mail : grvnces.tfl@gmail.com | website : www.taraifoods.com | CIN NO.: L15142DL 1990 PLC 039291

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of Tarai Foods Limited will be held on Wednesday, the 30th day of September, 2020 at 01:00 p.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, 2020 and the Statement of Profit and Loss 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, 2020 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, be and are hereby adopted."

ITEM NO. 2

Re-appointment of Retiring Director of the Company:

To appoint a Director in place of Mr. G. S. Sandhu (DIN: 00053527), who retires by rotation and being eligible, offers himself for re-appointment and, if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. G. S. Sandhu (DIN: 00053527), who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director."

SPECIAL BUSINESS:

ITEM NO. 3

Re-appointment of Dr. Ram Pyare Singh (DIN: 03615102) as Whole Time Director 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 196 & 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as recommendation by Nomination and Remuneration Committee & Board, the consent of the members of the company be and is hereby accorded to re-appoint Dr. Ram Pyare Singh (DIN: 03615102), as Whole time Director of the Company for another period of 5 years w.e.f. 1st July, 2020.”

“RESOLVED FURTHER THAT the Board be and is authorized to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution.”

**By order of the Board
For Tarai Foods Limited**

**Place: Rudrapur
Date: 14.08.2020**

**Sd/-
Dr. R.P. Singh
Whole Time Director
DIN: 03615102
F/61, Alliance Kingston Estate,
Kashipur Road, 263145, Uttarakhand.**

NOTES:

1. Considering the present Covid-19 pandemic, The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 readwith circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue and also to send notice of the Meeting and other correspondences related thereto, through electronic mode. In accordance with the MCA circulars, provision of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, the AGM of the company is to be held through VC / OAVM during the calendar year 2020. The deemed venue for the AGM shall be the Registered office of the Company. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company i.e. www.taraifoods.com
2. The explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto. Information on all the Directors proposed to be appointed/ re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) are annexed to the Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting by e-mail to taraifoods@gmail.com.

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

4. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement made dated 13.08.2020 in Financial Express and Jansatta, both having a wide circulation in the state of Delhi along with their electronic editions, *inter alia*, advising 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.
5. In Compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.taraifoods.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Annual Report and the Notice of AGM shall be sent to all the shareholders by email on registered email ID holding shares as on 25.08.2020.
6. 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.
7. 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 30th AGM through VC / OAVM:

8. CDSL will be providing facility for voting through remote e-Voting, for participation in the 30th AGM through VC/OAVM facility and e-Voting during the 30th AGM.
9. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis.
10. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by CDSL at www.evotingindia.com by using their remote e-voting login credentials and selecting the link available against the EVSN 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 grvnces.tfl@gmail.com atleast 48 hours in advance before the start of the meeting i.e. by 28th September, 2020 by 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 a 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 i.e. grvnecs.tfl@gmail.com at least 48 hours in advance before the start of the AGM i.e. on or before 10.00 a.m. on 28th September, 2020. 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.

11. 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.
12. 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.
13. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 in connection with the ensuing Annual General Meeting of the Company.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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, Circulars etc. from the Company electronically.

21. The entire Annual Report is also available at the Company's Website www.taraifoods.com.
22. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.
23. 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".
24. 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. 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 grvnecs.tfl@gmail.com.
25. Members may also note that the Notice of the 30th Annual General Meeting and the Annual report for 2020 will also be available on the Company's website www.taraifoods.com for their download.
26. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 and Secretarial Standards, details of directors appointed/ re-appointed in the Annual General Meeting scheduled on 30th September, 2020 is as follows:

Name of Director	Mr. R.P Singh	Mr. G.S. Sandhu
Date of Birth	07/07/1947	07/03/1946
Expertise in Specific Functional Areas	Vast Experience in Agriculture	Vast Experience in food business and engaged in food processing business for more than 30 years.
Qualification	P.HD in Mushrooms	B.Sc from Sr, Cambridge
Board Membership of other Public Limited Companies as on 31 st March, 2020	NIL	01
Chairman/member of the Committee of the Board of Directors as on 31 st March, 2020	None	NIL
Number of Shares held of Tarai Foods Limited	Nil	1658562
Experience	45 years	30 years
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Re-appointed as a Whole Time Director w.e.f. 1 st July, 2020 for a period of 5 years. No remuneration is sought to be paid to Dr. R.P. Singh.	Reappointment by rotation. No remuneration is payable to Mr. G.S. Sandhu.
Relationship with other Directors/members and other KMP	None	Husband of Ms. Kiran Sandhu, Non-executive Director of the Company

The instructions for remote e-Voting are as under:

Voting through electronic means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using the electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by the CDSL.

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on Sunday, 27th September, 2020 (10:00 a.m.) and ends on Tuesday, 29th September, 2020 (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 24th September, 2020, 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.

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 <https://www.cdslindia.com> from Login - Myeasi using your login 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 Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on a separate slip attached to this notice. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
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. 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.

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.

Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Shareholders and Custodians

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.

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. 24th September, 2020 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 LOGIN 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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.

Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such

shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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, by use of "remote e-voting" during the AGM, 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.com) 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.

**By order of the Board
For Tarai Foods Limited**

**Place: Rudrapur
Date: 14.08.2020**

**Sd/-
Dr. R.P. Singh
Whole Time Director
DIN: 03615102**

**Address: F/61, Alliance Kingston Estate,
Kashipur Road, Rudrapur, 263153, Uttarakhand.**

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

Item No. 3:

The tenure of Dr. Ram Pyare Singh, Whole time Director, who is more than 70 years of age, was expired on 30th June, 2020 and he was also re-appointed for another period 5 years w.e.f. 1st July, 2020 pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board in their meetings held on 14th February, 2020 subject to the approval of the shareholders. Additionally, as per proviso of Section 196(3)(a) of the companies Act, 2013, requires companies to obtain approval of the shareholders by passing a Special Resolution for appointment/ re-appointment of whole time Director who has attain the age of seventy years. The Board considers that his association would be of immense benefit to the company as it has been beneficial in the past and it is desirable to avail the valuable services of Dr. R. P. Singh as whole time director. Accordingly the Boards recommends the said resolution in relation to the re-appointment of Mr. Ram Pyare Singh, aged 73 years as Whole time Director, for the approval of the members of the company by 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.

Except Dr. Ram Pyare Singh, being the appointee, none of the other Directors and Key managerial personnel of the company and their Relatives are concerned or interested in the proposed resolution.

**By order of the Board
For Tarai Foods Limited**

**Place: Rudrapur
Date: 14.08.2020**

**Sd/-
Dr. R.P. Singh
Whole Time Director
DIN: 03615102
Address: F/61, Alliance Kingston Estate,
Kashipur Road, Rudrapur, 263153, Uttarakhand.**