



**Tarai
Foods
Ltd.**

CIN No. L 15142 DL 1990 PLC 039291
email id : taraifoods.ret@gmail.com
website : www.taraifoods.com

TARAI FOODS LTD.
H-50, SECTOR-51,
NOIDA-201301 (U.P.)
Tel. No: 0120-2485163

Dealing Office :
C-22, Sector-39,
Basement,
Noida-201 301
Tel.: 0120-2500325/274

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
Uttranchal
Tel.: (05944) 244304/7

1st October, 2014

General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P. J. Towers
Dalal Street, Fort
Mumbai - 400001

Sub: Declaration of Postal Ballot Result in compliance with Clause 35A of the Listing Agreement and Rule 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

With reference to subject cited, we hereby inform you that the members of the Company have duly approved the following resolution with requisite majority as specified in the Postal Ballot Notice dated 14th August, 2014:

The following business was transacted through Postal ballot:

Agenda Wise:

S r . N o .	DESCRIPTION	Mode of Voting (Postal Ballot)	Type of Resolutions	% of votes polled in favour on total votes polled	Remarks
1	To Sell or otherwise dispose of the undertaking (Special Resolution)	E-voting & Physical Postal Ballot	Special	99.88%	Passed with requisite majority

The detailed voting report pursuant to Clause 35-A of Listing Agreement and Scrutinizer report on e-voting & physical ballot are attached herewith.

You are requested to please take note of the same.

Sincerely
For Tarai Foods Limited

G.S. Sandhu
(Compliance Officer)

Encl.: As Above



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TARAI FOODS LTD.
 H-50, SECTOR-51,
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Date of Declaration of Result: 1st October, 2014

Total number of shareholders as on date of record date viz. as on 22nd August, 2014: **16,157**

Details of Agenda:

- Resolution No. 1 of the Postal Ballot Notice dated 14th August, 2014: Sell or otherwise dispose of the undertaking

Mode of voting: **Postal Ballot including e-voting**

Result as per Clause 35A of the Listing Agreement for Resolution Number 1:

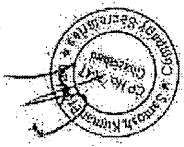
Details of Resolution	Promoter/ Public	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Sell or otherwise dispose of the undertaking Special Resolution	Promoter and Promoter Group	82,54,96 2	7,91,062	9.58	7,91,062	0	100	0
	Public - Institution al holders	33,200	0	0	0	0	0	0
	Public- Others	54,39,95 8	3,74,814	6.90	3,73,500	1,350	99.65	0.35
	Total	1,37,28, 120	11,65,87 6	8.49	11,64,526	1,350	99.88	0.12

For **TARAI FOODS LIMITED**

[Signature]
 Authorised Signatory

Hot FARAI FOODS LIMITED
 Antipressed Signature

706, 8th Floor, K. M. Prasad Tower Hotel Radisson Blu,
 Kausambi, Hazratganj, U.P. 201010,
 Tel: 91-120-472 7777, e-mail: info@kprasadvisoy.com



3. The compliance with the provision of Clause 55B of the Listing Agreement and Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.

2. The Company had sent the postal ballot notice through mail to 1,841 shareholders on their registered e-mail address and through registered post to 14,316 shareholders. Out of which 3,563 envelopes containing notice of postal ballot and postal ballot forms were returned undelivered. These envelopes were not been opened and kept separately.

1. The Company has completed, on 5th September, 2014, the dispatch of the postal ballot notice along with the postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the register of members of the Company / list of beneficiaries as on 22nd August 2014.

I have scrutinized the postal ballot process of the Company and submit my report as under:

As per the process, the postal ballot notices were approved by the Board in their meeting held on 14th August, 2014 and accordingly sent to the shareholders of the Company.

The Board of Directors ("hereinafter referred to as 'the Board') of Farai Foods Limited ("hereinafter referred to as 'the Company') having its registered office at 13, Hanuman Road, Connaught Place, New Delhi - 110001 at its meeting held on 14th August, 2014 had appointed me as a Scrutinizer for conducting the postal ballot voting process under Section 10 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 towards the passing of the resolution No. 1 of the Postal Ballot Notice dated 14th August 2014 for Sell or otherwise dispose of the undertaking.

The Chairman
 Farai Foods Limited
 13, Hanuman Road,
 Connaught Place
 New Delhi - 110001

30th September, 2014

SANTOSH KUMAR PRADHAN
 Company Secretaries



Santosh Kumar Pradhan
Company Secretaries

the Company had provided e-voting facility to all its members to enable them to cast their vote electronically.

4. Central Depository Securities Limited (CDSL) was appointed as the service provider for providing the facility of e-voting to its members through its website www.evotingindia.com.

5. I have monitored the process of e-voting facility through the secured link on the designated website provided by CDSL to us.

6. Particulars of all the postal ballot forms received from the members in physical forms and e-voting report generated from the website of CDSL have been entered in a register, separately maintained for this purpose.

7. The postal ballot forms received from the shareholders were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

8. All postal ballot forms received up to the close of working hours on 27th September, 2014, at 6:00 P.M. i.e. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

9. I didn't find any defaced or mutilated ballot paper.

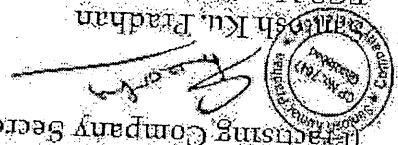
10. I shall return the ballot papers, registers and records soon after your declaration and signing of minutes of the meeting.

I am enclosing herewith a summary of the postal ballot result and Result as per Clause 35.A of the Listing Agreement as per Annexure-I(a) and I(b) for Resolution No. 1 respectively for your further action and to declare the result of the voting through Postal ballot.

Thanking You,

For Santosh Kumar Pradhan

(Practising Company Secretary)



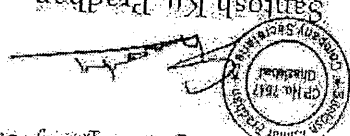
Santosh Kumar Pradhan

HCS No. 6973

C.P. No. 7647

Place: Ghaziabad

For TARAI FOODS LIMITED
 Authorised Signatory

For Santosh Kumar Pradhan
 (Practising Company Secretary)

 Santosh Kumar Pradhan
 FCS No. 6973
 C.P. No. 7647
 Place: Ghazalabad

G.	(ii)	Voted against the Resolution (B+D+Dii)	06
	Total number of Votes received (C+E) (Number of Equity Shares)		11,65,876
	(i)	Voted in favour of the Resolution (C+E)	11,64,526
	(ii)	Voted against the Resolution (C+Dii)	1,350

Santosh Kumar Pradhan
 Company Secretaries

Santosh Kumar Pradhan
Company Secretaries

Annexure-1 (b)

Result as per Clause 35A of the Listing Agreement for Resolution Number 1:

Details of Resolution	Promoter/Publ	No. of Shares Held		No. of Shares Polled		No. of Shares Outstanding		No. of Votes		No. of Votes		No. of Votes		No. of Votes		
		(1)	(2)	(3)=[(1)+(2)]	(4)	(5)	(6)=[(4)/(5)]	(7)=[(3)/(4)]	(8)	(9)	(10)=[(8)/(9)]	(11)	(12)	(13)=[(11)/(12)]	(14)	(15)
Sell or Promoter and Promoter Group - Public - Institutional holders	Promoter and Promoter Group - Public - Institutional holders	82,54,962	7,91,062	9.58	7,91,062	0	0	0	0	0	0	0	0	0	0	0
		33,200	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Special Resolution	Public-Others	54,39,958	3,74,814	6.90	3,74,814	0	0	0	0	0	0	0	0	0	0	0
		1,37,28,120	11,65,876	8.49	11,65,876	0	0	0	0	0	0	0	0	0	0	0
Total																

For Santosh Kumar Pradhan
(Listing Company Secretary)
Santosh Kumar Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

For TARAI FOODS LIMITED
Authorized Signatory