



CIN No. L15142 DL 1990 PLC 039291
 Email Id : taraifoods.rn@gmail.com
 Website : www.taraifoods.com

TARAI FOODS LTD.
 H-50, SECTOR-51,
 NOIDA-201301 (U.P.)
 Tel. No: 0120-2485183

Dealing Office :
 C-22, Sector-39,
 Basement,
 Noida-201301
 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: Outcome of the 24th AGM held on 29th September, 2014 in compliance with Clause 31(d) & Clause 35A of the Listing Agreement.

Dear Sir,

With reference to subject cited, we hereby inform you that the members of the Company, at their 24th Annual General Meeting (AGM) held on 29th September, 2014, inter alia, have duly approved all the businesses with requisite majority as specified in the Notice convening the meeting viz:

1	Date of AGM	29 th September, 2014
2	Total number of shareholders as on cut-off date i.e. 22 nd August, 2014 for e-voting process	16,157
3	Number of shareholders present in the meeting either in person or through proxy	Promoter and Promoters Group: 3 Public: 28
4	Number of shareholders attended the meeting through Video Conferencing	Not arranged

The following businesses were transacted at the meeting:

Agenda Wise:

Sr. No.	DESCRIPTION	Mode of Voting	Type of Resolutions	% of votes polled in favour on total votes polled	Remarks
1.	To receive, consider and adopt the Balance Sheet as at 31 st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon (Ordinary Resolution)	E-voting/Poll	Ordinary	100%	Passed with requisite majority
2.	To appoint a Director in place of Ms. Kiran Sandhu, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority
3.	To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their	E-voting/Poll	Ordinary	100%	Passed with requisite majority



**Tarai
Foods
Ltd.**

Call No. L 18142 DL 1900 PLC (132691)
email id : taraifoods.rtr@gmail.com
website : www.taraifoods.com

TARAI FOODS LTD.
H-50, SECTOR-51,
NOIDA-201301 (U.P.)
Tel. No: 0120-2485183

Dealing Office :
C-27, Sector 39,
Basement,
Noida-201301
Tel: 0120-2500325/274

Regd. Office :
13, Hanuman Road,
Connaught Place,
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Distt. Udham Singh Nagar
Uttanchal
Tel.: (05944) 244304/7

	next Annual General Meeting and to authorize the Board of Directors to fix their remuneration (Ordinary Resolution).				majority
4.	Appointment of Mr. Hakam Singh as Director of the Company (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority
5.	Appointment of Mr. Vijay Jolly as an Independent Director of the Company (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority
6.	Appointment of Mr. Melvinder Singh Garewal as an Independent Director of the Company (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority
7.	Appointment of Mr. Hakam Singh as an Independent Director of the Company (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority
8.	To approve the remuneration of the Cost Auditors for the financial year 2014-15 (Ordinary Resolution).	E-voting/Poll	Ordinary	100%	Passed with requisite majority

The detailed voting report pursuant to Clause 35-A of Listing Agreement and Scrutinizer report on e-voting, poll and consolidated reports are attached herewith.

You are requested to please take note of the same.

Sincerely
For Tarai Foods Limited


J.S. Sandhu
(Compliance Officer)

Encl.: As Above



**Tarai
Foods
Ltd.**

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

TARAI FOODS LTD.
H-5C, SECTOR-51,
NOIDA-201301 (U.P.)
Tel. No: 0120-2495183

Dealing Office :
C-22, Sector-39,
Basement,
Noida-201301
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
Uttaranchal
Tel.: (05944) 244304/7

NAME: TARAI FOODS LIMITED
REGD OFFICE ADDRESS: - 13, Hanuman Road, Connaught Place New Delhi - 110001

SL.NO	DESCRIPTION			
A.	DATE OF AGM	29-09-2014		
B	BOOK CLOSURE DATE	27-09-2014 TO 29-09-2014 (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	16,157		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	32		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL
	PROMOTER AND PROMOTER GROUP ()	3	0	3
	PUBLIC	29	0	29
	TOTAL	32	0	32
E	No. of shareholders attended the meeting through Video conferencing is Nil as no video conferencing facility was made available.			

Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

ANNEXURE

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstandin g Shares $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled $(5) = \frac{(4)}{(6)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
Resolution No. 1 - Ordinary Resolution To receive, consider and adopt the Balance Sheet as at 31 st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0
	Public - Institutional holders	33,200	0	0	0	0	0	0
	Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0
	Total	1,37,28,12 0	11,87,186	8.65	11,87,186	0	100	0
Resolution No. 2 - Ordinary Resolution To appoint a Director in place of Ms. Kiran Sandhu, who retires by rotation and being eligible, offers herself for re- appointment.	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstandin g Shares $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(7)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0
	Public - Institutional holders	33,200	0	0	0	0	0	0
	Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0
Total	1,37,28,12 0	11,87,186	8.65	11,87,186	0	100	0	0



Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)

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
Resolution No. 3 - Ordinary Resolution	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0
To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.	Public - Institutional Holders	33,200	0	0	0	0	0	0
	Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0
	Total	1,37,28,120	11,87,186	8.65	11,87,186	0	100	0
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
Resolution No. 4 - Ordinary Resolution	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0



Executive Director
TARAI FOODS LTD.
 Rudrapur-263153 (Uttarakhand)

Appointment of Mr. Hakam Singh as Director of the Company.	Public-Institutional holders		Public-Others		Total		No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	33,200	0	0	0	0	0							
	54,39,958	4,00,724	7.33	4,00,724	7.33	4,00,724	7.33	4,00,724	7.33	4,00,724	0	100	0
	1,37,28,120	11,87,186	8.65	11,87,186	8.65	11,87,186	8.65	11,87,186	8.65	11,87,186	0	100	0
Details of Resolution	Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	Resolution No. 5 - Ordinary Resolution	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0				
Public-Institutional holders		33,200	0	0	0	0	0	0					
Appointment of Mr. Vijay Jolly as an Independent Director of the Company.	Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0					
	Total	1,37,28,120	11,87,186	8.65	11,87,186	0	100	0					
Details of Resolution	Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0					
Resolution No. 6 - Ordinary Resolution	Public-Institutional holders	33,200	0	0	0	0	0	0					
	Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0					
Appointment of Mr. Melvinder Singh Garewal as an Independent Director of the Company.	Total	1,37,28,120	11,87,186	8.65	11,87,186	0	100	0					
	Promoter/Public												

P. Singh

Executive Director

TARAI FOODS LTD
Rudrapur-263153 (Uttarakhand)

	(1)	(2)	g Shares (3)=[(2)/(1)]*100	(4)	(5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Resolution No. 7 - Ordinary Resolution							
Promoter and Promoter Group	82,54,962	7,86,462	9.53	7,86,462	0	100	0
Public - Institutional holders	33,200	0	0	0	0	0	0
Public-Others	54,39,958	4,00,724	7.33	4,00,724	0	100	0
Total	1,37,28,120	11,87,186	8.65	11,87,186	0	100	0

	(1)	No. of Shares Held	No. of Votes Polled*	% of Votes on outstandin g 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
Details of Resolution								
Resolution No. 8 - Ordinary Resolution								
Promoter and Promoter Group	82,54,962	82,54,962	7,86,462	9.53	7,86,462	0	100	0
Public - Institutional holders	33,200	33,200	0	0	0	0	0	0
Public-Others	54,39,958	54,39,958	4,00,724	7.33	4,00,724	0	100	0
Total	1,37,28,120	1,37,28,120	11,87,186	8.65	11,87,186	0	100	0



Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)



SANTOSH KUMAR PRADHAN
Company Secretaries

27th September, 2014

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

Sub.: Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of **Tarai Foods Limited** (the Company) having its registered office at **13, Hanuman Road, Connaught Place, New Delhi - 110001** vide resolution dated 14th August, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting by the shareholders in respect of the below mentioned resolutions to be passed at the 24th Annual General Meeting (AGM) of the Company to be held on Monday, 29th September, 2014 at 09:30 AM at Elcina House, 422, Okhla Industrial Estate, Phase - III, New Delhi - 110020.

The notice dated 14th August, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29th September, 2014.

The Company has availed the e-Voting facility offered by CDSL (Central Depository Services Limited) for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening the 24th AGM of the Company. Item No. 9 of the Notice of AGM, being a compulsory item to be transacted through postal ballot under Section 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 and the postal ballot process for this item was taken separately vide EVSN Number 140826051 and votes cast for this item were considered as invalid in this report.

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

The voting period for e-Voting commenced on Tuesday, 23rd September, 2014 at 10:00 A.M (IST) and ended on Thursday, 25th September, 2014 at 6:00 P.M (IST) and the CDSL (Central Depository Services Limited), e-Voting platform was blocked thereafter. The votes cast under e-Voting facility were then finalized by me at 1:19 P.M. on 26th September, 2014 in the presence of Mr. Anil Mahajan and Mr. Mohit Bajaj, who are not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL (Central Depository Services Limited) e-Voting platform. Based on the results made available to me, 21 members have cast their votes on the e-voting platform and I have annexed to this report, the details of the e-voting results for each of the eight agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

A handwritten signature in black ink, appearing to read 'R Singh'.

Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Balance Sheet as at 31 st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To appoint a Director in place of Ms. Kiran Sandhu, who retires by rotation and being eligible, offers herself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

iii. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100



Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

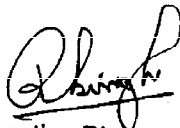


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	Appointment of Mr. Hakam Singh as Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100.
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)




**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	Appointment of Mr. Vijay Jolly as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

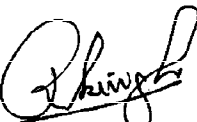


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	Appointment of Mr. Melvinder Singh Garewal as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

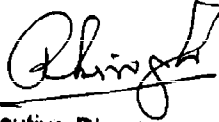


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VII. Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	Appointment of Mr. Hakam Singh as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

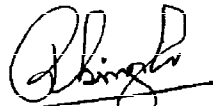


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To approve the remuneration of the Cost Auditors for the financial year 2014-15
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid vote (iii)	0	0	0
Total	21	11,39,015	100


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

IX. Resolution No. 9:-

Agenda No.	9
Subject matter of resolution	Sell or otherwise dispose of the undertaking
Type of Resolution	Special

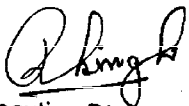
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	21	11,39,015	100
Voted in favour (i)	21	11,39,015	100
Voted against (ii)	0	0	0
Invalid Vote* (iii)	21	11,39,015	100
Total	21	11,39,015	100

* These votes were considered as invalid as this a compulsory item to be transacted through postal ballot under Section 110 of Companies Act, 2013 and rule 16 of Companies (Management and Administration) Rules, 2014 and the postal ballot process for this item was taken separately vide EVSN Number 140826051.

Yours Faithfully,
For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

MGT-13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013, and rule 21(2) of the Companies
(Management and administration) Rules, 2014]*

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

The 24th Annual General Meeting of the equity Shareholders of Tarai Foods Limited held on Monday, the 29th September, 2014 at 09:30 AM at Elcina House, 422, Okhla Industrial Estate, Phase - III, New Delhi - 110020.

Dear Sir,

I, Santosh Kumar Pradhan, Practising Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad - 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 24th Annual General meeting of the equity shareholders of Tarai Foods Limited, held on 29th September, 2014 at 09:30 AM, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by them.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the company/ Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



S. Pradhan

Executive Director

TARA FOODS LTD.

Rudrapur-261005 (Uttarakhand)

4. The result of the poll is as under:

(a) Resolution No. 1: Ordinary Resolution.

To receive, consider and adopt the Balance Sheet as on 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted **against** the resolution:

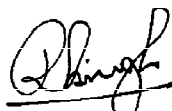
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Executive Director

TARA FOODS LTD.
Rudrapur-263163 (Uttarakhand)



(b) Resolution No.2: Ordinary resolution.

To appoint a Director in place of Ms. Kiran Sandhu, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

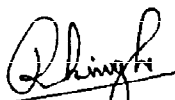
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.


Executive Director



(c) Resolution No. 3: Ordinary Resolution

To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.

Shingh

Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)



(d) Resolution No. 4: Ordinary Resolution

Appointment of Mr. Hakam Singh as Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

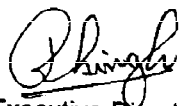
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.


Executive Director



(e) Resolution No. 5: Ordinary Resolution

- Appointment of Mr. Vijay Jolly as an independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

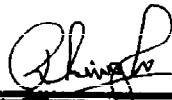
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



(f) Resolution No. 6: Ordinary Resolution

Appointment of Mr. Melvinder Singh Garewal as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

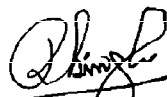
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Executive Director



TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

(g) Resolution No. 7: Ordinary Resolution

Appointment of Mr. Hakam Singh as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

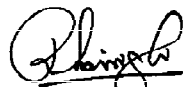
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)



(h) Resolution No. 8: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year 2014-15

(i) Voted in favour of the resolution:

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
16	48,171	100

(ii) Voted against the resolution:

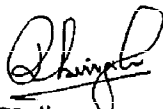
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
15*	1,76,302

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)



5. A Compact disc (CD) Containing a list of shareholders who voted "for", "Against" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

Thanking You
For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad
Date: 30th September, 2014

A handwritten signature in black ink, appearing to be "Rudra Singh".

Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



SANTOSH KUMAR PRADHAN
Company Secretaries

30th September, 2014

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

Sub: Scrutinizer's Report on e-Voting and poll process conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Tarai Foods Limited (the Company) having its registered office at 13, Hanuman Road, Connaught Place, New Delhi - 110001 vide resolution dated 14th August, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting and physical poll process by the shareholders in respect of the below mentioned resolutions passed at the 24th Annual General Meeting (AGM) of the Company held on Monday, 29th September, 2014 at 09:30 AM at Elcina House, 422, Okhla Industrial Estate, Phase - III, New Delhi - 110020.

The notice dated 14th August, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29th September, 2014.

The Company has availed the e-Voting facility offered by CDSL (Central Depository Services Limited) for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening the 24th AGM of the Company. Item No. 9 of the Notice of AGM, being a compulsory item to be transacted through postal ballot under Section 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 and the postal ballot process for this item was taken separately vide EVSN Number 140826051 and votes cast for this Item were considered as invalid in this report.

1 | Page

Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)

706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu,
Kaushambi, Ghaziabad, U.P. 201010.
Tel: 91-120-472 7777, e-mail: info@kritiiaadvisory.com



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL (Central Depository Services Limited) e-Voting platform and the poll papers received respectively. Based on the results made available to me, 21 members have cast their votes on the e-voting platform and 31 members have casted their vote physically through poll papers. I have annexed to this report, the details of the e-voting results and physical mode for each of the five agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For Santosh Kumar Pradhan
(Practising Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To appoint a Director in place of Ms. Kiran Sandhu, who retires by rotation and being eligible, offers herself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	e-Voting	Physical	Total	
Total Received	21	31	11,39,015	2,24,473	14,63,488	100
Voted in favour (i)	21	16	11,39,015	48,171	11,87,186	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	0	15	0	1,76,302	1,76,302	---
Total	21	46	11,39,015	2,24,473	14,63,488	100

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



(Signature)
Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

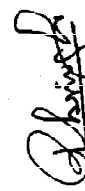
III. Resolution No. 3:-

Agenda No.	3
Subject of resolution	To appoint Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	e-Voting	Physical	Total	
Total Received	21	31	11,39,015	2,24,473	13,63,488	100
Voted in favour (i)	21	16	11,39,015	48,171	11,87,186	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	0	15	0	1,76,302	1,76,302	---
Total			11,39,015	2,24,473	13,63,488	100

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.


Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	Appointment of Mr. Vijay Jolly as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	e-Voting	Physical	Total	
Total Received	21	31	11,39,015	2,24,473	13,63,488	100
Voted in favour (i)	21	16	11,39,015	48,171	11,87,186	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	0	15	0	1,76,302	1,76,302	---
			11,39,015	2,24,473	13,63,488	100

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Arbind

Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	Appointment of Mr. Melvinder Singh Garawal as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	e-Voting	Physical	Total	
Total Received	21	31	11,39,015	2,24,473	13,63,488	100
Voted in favour (i)	21	16	11,39,015	48,171	11,87,186	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	0	15	0	1,76,302	1,76,302	---
Total	21	46	11,39,015	2,74,773	14,13,788	100

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Santosh Kumar Pradhan

**Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)**

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VII. Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	Appointment of Mr. Hakam Singh as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	e-Voting	Physical	Total	
Total Received	21	31	11,39,015	2,24,473	13,63,488	100
Voted in favour (i)	21	16	11,39,015	48,171	11,87,186	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	0	15	0	1,76,302	1,76,302	---
			11,39,015	2,24,473	13,63,488	100

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Hakam Singh

**Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)**

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To approve the remuneration of the Cost Auditors for the financial year 2014-15
Type of Resolution	Ordinary

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	
Total Received	21	31		11,39,015	2,24,473	13,63,488
Voted in favour (i)	21	16		11,39,015	48,171	11,87,186
Voted against (ii)	0	0		0	0	0
Invalid Vote* (iii)	0	15		0	1,76,302	1,76,302
Total				11,39,015	2,24,473	13,63,488

* It includes:

1. Three Ballot Papers containing 1,76,302 shares were considered as invalid as they have already voted through e-voting.
2. Twelve Ballot Papers were considered as invalid due to incomplete or wrong information mentioned in the polling paper.



Abhishek

Executive Director

TARAI FOODS LTD.

Rudrapur-263153 (Uttarakhand)

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

IX. Resolution No. 9:-

Agenda No.	9
Subject matter of resolution	Sell or otherwise dispose of the undertaking.
Type of Resolution	Special

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	
Total Received	21	0	21	11,39,015	0	100
Voted in favour (i)	21	0	21	11,39,015	0	100
Voted against (ii)	0	0	0	0	0	0
Invalid Vote* (iii)	21	0	21	11,39,015	0	0
Total	42	0	42	22,78,030	0	100

*These votes were considered as invalid as this a compulsory item to be transacted through postal ballot under Section 110 of Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 and the postal ballot process for this item was taken separately vide EVSN Number 140826051 and the voting for this item was not made available to the shareholders through Ballot Paper in MCF-12.



(Signature)
Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Yours Faithfully,
For: Santosh Kumar Pradhan
(Acting Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

A handwritten signature in cursive script, appearing to read "R. Singh".

Executive Director
TARAI FOODS LTD.
Rudrapur-263153 (Uttarakhand)