



**Tarai  
Foods  
Ltd.**

CIN No. L 15142 DL 1999 PLC 039291  
email id : taraifoods@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-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

September 2, 2014

**Dear Shareholder,**

**Sub: Notice of Postal Ballot**

We extend our gratitude for supporting us in implementing the "Green Initiative in Corporate Governance" initiated by the Ministry of Corporate Affairs, Government of India.

The Company is seeking the approval of Shareholders by means of Postal Ballot on the following resolution:

**Resolution:1-** Special Resolution authorizing the Board of Directors of the Company to sale, lease or otherwise dispose off the undertaking under Section 180 (1)(a) of the Companies Act, 2013.

You can download the copy of Notice of Postal Ballot from our website [www.taraifoods.com](http://www.taraifoods.com). The results of the postal ballot shall be declared on 1<sup>st</sup> October, 2014. The Company is extending the e-voting facilities as an alternative for its Members to enable them to cast their vote electronically on the resolution proposed to be passed in the Postal Ballot. Process for E-voting is also attached alongwith Postal ballot Notice.

Your ID and Password are given below:

NAME	
ID	
PASSWORD	<b>(Please follow the procedure as mentioned overleaf the Postal Ballot Notice)</b>

The login details mentioned in this mail are for use on CDSL's e-Voting System [www.evotingindia.com](http://www.evotingindia.com). Kindly login using the credentials mentioned in this mail. Please note that if you are a demat account holder you would have to mandatorily change your password on the first login.

E-voting facility is open from 1<sup>st</sup> September, 2014 (10:00 a.m.) to 27th September, 2014 (6:00 p.m.). After that the E-voting facility would be disabled by the CDSL.

Please note that all future Shareholders' communications would be sent to you in electronic form to this e-mail address. Please inform any changes in your e-mail address to the Depository Participant, if you are holding shares in demat form and with the Registrar and Transfer Agent of the Company, if you are holding shares in physical form.

Thanking You,  
**For TARAI FOODS LIMITED**  
sd/-

**R.P.SINGH**  
**EXECUTIVE WHOLE TIME DIRECTOR**  
DIN NO. 03615102



## Tarai Foods Limited

CIN: L15142DL1990PLC039291

Regd. Office: 13, Hanuman Road, Connaught Place, New Delhi- 110001 Phone: 011-32629838

Fax: 011-23341697, Website: www.taraifoods.com, Email ID: taraifoods@gmail.com

### POSTAL BALLOT NOTICE

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

**To the Shareholders,  
Tarai Foods Limited**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, that the resolutions appended below, are proposed to be passed as Special Resolution by the way of Postal Ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

A Ballot Paper bearing unique serial number is attached to this Notice. We request you carefully read the instructions mentioned in the Postal Ballot Form and vote by placing a tick mark (✓) at the appropriate place denoting your assent (for) or dissent (against) to the resolution and return the Form duly completed and signed, in the attached self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours (6:30 P.M.) on or before 25<sup>th</sup> September, 2014. No other form or photocopy thereof is permitted. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

Further, the Company is pleased to provide the e-voting facilities to its members as an alternate in accordance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, enabling them to exercise their voting power electronically on the matter included in the postal ballot. The e-voting period commences from Monday, the 1<sup>st</sup> September, 2014 at 10.00 A.M. to Saturday, the 27<sup>th</sup> September, 2014 at 6.00 P.M. Please read carefully and follow the instructions on e-voting as mentioned in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

The Board has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretaries, to act as Scrutinizer for conducting the postal ballot process & the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots. The result of the Postal ballot shall be announced on Wednesday, the 1<sup>st</sup> day of October, 2014 at 5:00 P.M., at the mailing office of the Company at H-50, Sector-51, Noida and will be posted on the website of the Company at www.taraifoods.com and on the website of CDSL besides communicating to the Stock Exchanges where the securities of the Company are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

The resolution being Special Resolution shall be declared passed if votes cast in favour of the respective resolution are three times more in number than the votes cast against the respective resolutions.

#### **Item No. 1:**

#### **SPECIAL RESOLUTION:**

Sell or otherwise dispose of the undertaking

To consider and if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(a) read with Section 110 of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any the approval of the members of the Company be and is hereby accorded to the Board to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and in consideration of such financial assistance from such institutions / persons / bodies corporate as may be determined by the Board of Directors in the interests of the Company."

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

**By order of the Board  
For Tarai Foods Limited  
Sd/-**

**Place: Rudrapur  
Date: 14/08/2014**

**Dr. R.P. Singh, Executive Whole Time Director  
DIN: 03615102  
Address: I/3/3 Phoolbagh Pant Nagar, Udham Singh Nagar,  
263145, Uttarakhand.**

**NOTES:**

1. **Explanatory Statement and reasons for the proposed Special businesses pursuant to Section 102 of the Companies Act, 2013 are given hereunder.**
2. The Company has entered into a tripartite agreement with CDSL & the Registrar & Transfer Agent (RTA) to provide electronic platform for voting through e-mode.
3. The Board vide its Resolution passed on 14<sup>th</sup> August, 2014 has appointed Mr. Santosh Ku. Pradhan, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot & e-voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours (6:00 P.M) on 27<sup>th</sup> September, 2014.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories as on 22<sup>nd</sup> August, 2014. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
6. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier. Please note that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change the same subsequently.  
Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from the Site Office of the Company and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.  
Members may contact Dr. R.P. Singh, Executive Director, for any grievances connected with voting by postal ballot including voting by electronic means at the site office of the Company situated at H-50, Sector-51, Noida or at 0120-2485182".
7. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 1<sup>st</sup> October, 2014. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 1<sup>st</sup> October, 2014 at 5.00 P.M. at the Site Office of the Company at H-50, Sector-51, Noida and the Resolution will be taken as passed effectively on the date of announcement of the result by such authorised person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.  
Members who wish to be present at the venue at the time of declaration of the result can attend the event. The results of the Postal Ballot along with the scrutinizer 's report will also be displayed on the website of the Company and also at the website of the agency at [www.evotingindia.co.in](http://www.evotingindia.co.in) providing e- voting facility to the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (10:00 am to 5:00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

**INSTRUCTION FOR VOTING:**

**a) Voting Through Physical Postal Ballot Form:**

Please refer to the "instructions" appearing in the postal ballot Form, which is being enclosed with this postal ballot notice.

**b) The instructions for members for voting electronically are as under:-**

(i) The voting period begins on 1<sup>st</sup> September, 2014 at 10:00A.M. and ends on 27<sup>th</sup> September, 2014 at 6:00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

## Tarai Foods Limited

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab. (iv) Now Enter your User ID
- a. For CDS: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Tarai Foods Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

## Tarai Foods Limited

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

The Section 180(1)(a) of the Companies Act, 2013 provides the power to the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking including slump sale by the Company. Further, the assistances from the institutions / banks provided / agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company. The Company therefore requires the approval of the Members of the Company to sell whole or part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013.

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

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

The Board recommends the said Resolution for approval of the shareholders by way of Special Resolution through Postal Ballot.

**Place: Rudrapur**  
**Date: 14/08/2014**

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

Sd/-

**Dr. R.P. Singh**  
**Executive Whole Time Director**  
**DIN: 03615102**  
**Address: 1/3/3 Phoolbagh Pant Nagar,**  
**Udham Singh Nagar, 263145, Uttarakhand.**

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. : \_\_\_\_\_

1. Name(s) of Shareholder(s) : \_\_\_\_\_  
including Joint-holders, if any  
(in Block Letters)
2. Registered Address of the Sole/  
first named Shareholder : \_\_\_\_\_
3. Registered Folio No./DPID No/  
Client ID No. : \_\_\_\_\_
4. No. of shares held : \_\_\_\_\_
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company dated 14<sup>th</sup> August, 2014 by sending my/our assent or dissent to the said Special Resolution(s) by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to Resolution (Against)
1.	Sell or otherwise dispose of the undertaking			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS (Applicable for Individual Members only)			
EVSN (E -voting Number)	Sequence	User ID	PAN/ DOB
140826051			

**INSTRUCTIONS:**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope, postage prepaid (enclosed herewith). However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
  2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
  3. The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the company.
  4. This form should be completed and signed by the shareholder as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company by the first named shareholder and in his absence, by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning, the registration number of the POA or enclosing an attested copy of POA.
  5. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of the Postal Ballot form shall be final & binding.
  6. In case of shares held by companies, trusts, societies etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution giving requisite authority to the person voting on the Postal Ballot Form.
  7. Duly completed Postal Ballot Form should reach the company not later than the close of working hours (6.00P.M.) on 27<sup>th</sup> day of September, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
  8. Facility of voting through, electronic mode has also been provided by the Company through CDSL. Members desirous of casting their votes through e-voting should carefully read the instructions for e-voting provided in the notice of the Meeting and cast their votes at [www.evotingindia.co.in](http://www.evotingindia.co.in)
  9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on 22<sup>nd</sup> day of August, 2014.
  10. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed postage prepaid envelope as all the envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
  11. The exercise of vote by Postal Ballot is not permitted through proxy.
  12. There will be only one postal ballot form for every folio/ client id irrespective of the number of joint member(s).
  13. Members from whom no postal ballot form is received within the stipulated period or who have not voted through e-voting during the voting period shall not be counted for the purpose of passing of the resolution.
  14. The result of the postal ballot shall be declared on 1<sup>st</sup> October, 2014 at the site office of the Company at H-50, Sector-51, Noida at 5:00 P.M. and also be hosted on the Company's web site [www.taraifoods.com](http://www.taraifoods.com) and also be informed to the stock Exchanges and be published in newspapers.
  15. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
  16. In case of any query & grievances in relation to the resolutions proposed to be passed by Postal ballot may be addressed to Dr. R.P. Singh at telephone No. 0120-2485182 and or email at [taraifoods@gmail.com](mailto:taraifoods@gmail.com).
- 
-



2nd September, 2014

The Stock Exchange , Mumbai  
Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001 .

Dear Sir,

Sub: Extension of eVoting Period for EVSN 140826051

With reference to the above, kindly note that the Evoting facilities provided to our members will commence from 3<sup>rd</sup> September, 2014 (10:00 AM) to 27<sup>th</sup> September, 2014 (06:00 PM) instead of commencing from 1<sup>st</sup> September, 2014 (10:00 AM) as mentioned in the Postal Ballot notice dated 14<sup>th</sup> August, 2014.

Thanking you,

Yours truly,  
For **TARAI FOODS LIMITED**

*G.S. Sandhu*  
Managing Director  
**G.S. SANDHU**  
**COMPLIANCE OFFICER**



Encl : Postal Ballot Notice dtd. 14/8/14 .  
Postal Ballot form .

CIN No. L15142 DL 1990 PLC 039291  
email id : taraifoods@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-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  
Uttanchal  
Tel.: (05944) 244304/7