



26<sup>th</sup> September, 2022

The Chairman,  
Tarai Foods Limited,  
(CIN: L15142DL1990PLC039291)  
13, Hanuman Road, Connaught Place,  
New Delhi- 110001

**Sub.: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and Electronic Voting facility provided at the Annual General Meeting (AGM) conducted through Video Conferencing(VC)/ other audio-visual means (OVAM) pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.**

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8<sup>th</sup> 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 12<sup>th</sup> August, 2022 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Electronic Voting facility provided at the AGM by the shareholders in respect of the below mentioned resolutions passed at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 26<sup>th</sup> September, 2022.

The notice dated 12<sup>th</sup> August, 2022 convening AGM of the Company were sent to the Shareholders through electronic mode (E-mail), whose email addresses are registered with the Company/ Depositories in compliance with the MCA circular Nos. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 & General Circular No. 02/2021 dated 13.01.2021, No 19/2021 dated 08.12.2021 and No. 21/2021 dated 14.12.2021 and Circular No. 3/22 dated 05.05.2022 read with SEBI Circular dated 12.05.2020, in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 26<sup>th</sup> September, 2022. The Company has availed the voting through electronic means (remote e-voting) and Electronic Voting facility at the AGM as offered by CDSL for conducting remote e-Voting and Electronic Voting at the AGM by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 19<sup>th</sup> September, 2022 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 32<sup>nd</sup> AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 23<sup>rd</sup> day of September, 2022 at 10:00 am (IST) and ended on Sunday, 25<sup>th</sup> September, 2022 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated by me and the voting was



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diligently scrutinized and the votes cast there under were counted. The votes cast under remote e-Voting facility were then unblocked by me at 12.00 Noon on 26<sup>th</sup> September, 2022 in the presence of Mr. Vishal Goel and Ms. Chhavi Goyal, who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting through electronic means (remote e-voting) and Electronic voting facility at the AGM and votes tendered therein based on the data downloaded from the CDSL platform.

The Management of the Company is responsible to ensure compliance with the requirements of the Act & Rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the notice of AGM.


My responsibility as a Scrutinizer for the remote e-voting and voting facility at the AGM is restricted to make a Scrutinizers report of the votes cast in favor or against the resolution.

All relevant records of remote e-voting and electronic voting facility will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 32<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

I have rendered scrutinizers' report separately on the remote e-voting and by Electronic Voting facility provided at the AGM. Based on the results made available to me, 95 members have casted their votes on the e-voting platform and 01 members have casted their vote through Electronic voting facility at the AGM. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

Thanking You.

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

  
**Santosh Ku. Pradhan**  
**FCS No. 6973**  
**C.P. No. 7647**

**Place: Ghaziabad**  
**Date: 26<sup>th</sup> September, 2022**  
**UDIN: F006973D001044867**

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Annexure:

**I Resolution No. 1:-**

<b>Agenda No.</b>	1
<b>Subject matter of resolution</b>	Adoption of Financial Statements of the Company.
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
<b>Total Received</b>	95	1	96	6419601	50	6419651	100
<b>Voted in favour</b>	81	1	82	6383418	50	6383468	99.4364
<b>Voted against</b>	14	0	14	36183	0	36183	0.5636
<b>Invalid Votes</b>	0	0	0	0	0	0	0

**II. Resolution No. 2:-**

<b>Agenda No.</b>	2
<b>Subject matter of resolution</b>	Re-appointment of Retiring Director of the Company
<b>Type of Resolution</b>	Ordinary



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Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	95	1	96	6419601	50	6419651	100
Voted in favour	81	1	82	6383418	50	6383468	99.4364
Voted against	14	0	14	36183	0	36183	0.5636
Invalid Votes	0	0	0	0	0	0	0

**III. Resolution No. 3:-**

Agenda No.	3
Subject matter of resolution	Appointment of Mr. Bhupender Singh Johal (DIN: 01983665) as an Independent Director of the Company:
Type of Resolution	Special

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	95	1	96	6419601	50	6419651	100
Voted in favour	81	1	82	6383418	50	6383468	99.4364
Voted	14	0	14	36183	0	36183	0.5636



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against					
Invalid	0	0	0	0	0
Votes					

**Resolution No. 4:-**

<b>Agenda No.</b>	4
<b>Subject matter of resolution</b>	Appointment of Mrs. Mandeep Grewal (DIN: 03614401) as an Independent Director of the Company:
<b>Type of Resolution</b>	Special

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	
Total Received	95	1	96	6419601	50	6419651
Voted in favour	81	1	82	6383418	50	6383468
Voted against	14	0	14	36183	0	36183
Invalid Votes	0	0	0	0	0	0
						100
						99.4364
						0.5636

**Resolution No. 5:-**

<b>Agenda No.</b>	5
<b>Subject matter of resolution</b>	Appointment of Mr. Satish Kumar (DIN: 09360435) as an Independent Director of the Company



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Type of Resolution		Special			
Particulars	Number of Votes		Number of votes contained in votes		Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Remote e-Voting	E-Voting at the AGM	
Total Received	95	1	6419601	50	100
Voted in favour	81	1	6383418	50	99.4364
Voted against	14	0	36183	0	0.5636
Invalid Votes	0	0	0	0	0
		<b>Total</b>	<b>Total</b>	<b>Total</b>	
		96	6383468	6419651	99.4364

**Resolution No. 6:-**

<b>Agenda No.</b>	6
<b>Subject matter of resolution</b>	Reclassification of person belonging to the "Promoter Group" from "Promoter Group" category to the "Public" category
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Votes		Number of votes contained in votes		Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Remote e-Voting	E-Voting at the AGM	
Total Received	95	1	6419601	50	100
Voted in favour	81	1	6383418	50	99.4364
Voted against	14	0	36183	0	0.5636
Invalid Votes	0	0	0	0	0
		<b>Total</b>	<b>Total</b>	<b>Total</b>	
		96	6383468	6419651	99.4364



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favoured							
Voted against	14	0	14	36183	0	36183	0.5636
Invalid Votes	0	0	0	0	0	0	0

**Resolution No. 7:-**

Agenda No.	7
Subject matter of resolution	Re-appointment of Mr. G.S. Sandhu (DIN: 00053527) as Managing Director of the Company
Type of Resolution	Special

Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	
Total Received	95	1	96	6419601	50	100
Voted in favour	81	1	82	6383418	50	99.4364
Voted against	14	0	14	36183	0	0.5636
Invalid Votes	0	0	0	0	0	0

**Resolution No. 8:-**

Agenda No.	8
Subject matter of	Sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company:



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<b>resolution of Special Resolution</b>	
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Particulars	Number of Votes		Number of votes contained in votes			Percentage of Total valid votes cast	
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM		Total
Total Received	95	1	96	6419601	50	6419651	100
Voted in favour	82	1	83	6383704	50	6383754	99.4408
Voted against	13	0	13	35897	0	35897	0.5592
Invalid Votes	0	0	0	0	0	0	0

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



**Santosh Ku. Pradhan**  
FCS No. 6973  
C.P. No. 7647  
UDIN: F006973D001044867

Place: Ghaziabad  
Date: 26.09.2022