



## Tarai Foods Limited

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

### NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Tarai Foods Limited will be held on Thursday, the 26<sup>th</sup> day of September, 2024 at 10.00 A.M IST through Video Conferencing ("VC")/ Other audio Visual Means ("OAVM"), to transact the following businesses.

#### **ORDINARY BUSINESSES:**

##### **ITEM NO.1: Adoption of Financial Statements of the Company:**

To consider and adopt the Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2024 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, 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 31<sup>st</sup> March, 2024 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 herself for re-appointment and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions, if any, Mr. G. S. Sandhu (DIN: 00053527), Director who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 3: Continuation of appointment of Mrs. Kiran Sandhu (din: 00053879) as a Non-Executive 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 Regulation 17(1A) & 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee and Board, the approval of the members be and is hereby accorded to the continuance of office by Mrs. Kiran Sandhu (DIN: 00053879) as Non-Executive & Non Independent Director on attaining 75 years of age."

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

##### **ITEM NO.4: Re-appointment of Mr. G.S. Sandhu (DIN: 00053527) as Managing 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 196, 197, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee & Board, the consent of the members of the Company be and is hereby

accorded to re-appoint Mr. G. S. Sandhu (DIN 00053527), as Managing Director of the Company, who shall be liable to retire by rotation for a period of 3 years w.e.f. 31<sup>st</sup> August, 2024 and shall continue as a Key Managerial Personnel in the category of Managing Director of the Company. "

**"RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to the necessary Forms with the Registrar of Companies, NCT of New Delhi & Haryana, New Delhi and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution."

**For Tarai Foods Limited**

**Place: Rudrapur**  
**Date: 14.08.2024**

**Sd/-**  
**Mr. G.S. Sandhu**  
**Chairman**  
**DIN: 00053527**  
**Address: CAS0020002, Ground Floor,**  
**Tower No. 02 of the Castille**  
**Jaypee Greens, Greater Nodia-201306, U.P.**

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 (Act) and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue till September, 2024. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 34<sup>th</sup> Annual General Meeting of the Company shall be the registered office of the Company
2. Information as required under Companies Act, 2013; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of all special businesses to be passed at this AGM is furnished in the Explanatory Statements as annexure thereto and forms part of the Notice.
3. As per the Companies Act, 2013 and the rules made thereunder, **a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company.** Since, the 34<sup>th</sup> AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and Hence the proxy form and Attendance Slip are not annexed to this notice.
4. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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

5. In Compliance with the aforementioned MCA and SEBI Circulars, the Company has published a public notice by way of an advertisement in one English newspapers national daily newspaper circulating in whole or substantially the whole of India and in one daily newspaper published in Hindi having wide circulation in Delhi, inter alia, advertising 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.



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6. In Compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. The Notice calling the AGM has been uploaded on the Company's website [www.taraifoods.in](http://www.taraifoods.in) and the Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Annual Report and the Notice of e-AGM shall be sent to all the shareholders by email on registered email ID holding shares as on 30<sup>th</sup> August, 2024.
7. 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.
8. 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 34<sup>th</sup> AGM through VC / OAVM:**

9. CDSL will be providing facility for voting through remote e-Voting, for participation in the 34<sup>th</sup> e-AGM through VC/OAVM facility and e-Voting during the 34<sup>th</sup> e-AGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come- first-served basis.
11. Members will be able to attend the AGM through VC / OAVM facility provided by CDSL at [www.evotingindia.com](http://www.evotingindia.com) by using their remote e-voting login credentials and selecting the link available against the EVEN 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](mailto:grvnces.tfl@gmail.com) at least 2 days in advance before the meeting i.e. by 24<sup>th</sup> September, 2024, 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 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 [grvnces.tfl@gmail.com](mailto:grvnces.tfl@gmail.com) at least 48 hours in advance before the start of the meeting i.e. by 10:00 a.m. on 24<sup>th</sup> September, 2024. 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.

12. 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.
13. 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.

14. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 20<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 in connection with the 34<sup>th</sup> Annual General Meeting of the Company.
15. The Company has designated an exclusive e-mail ID called grvnces.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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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, and Circulars etc. from the Company electronically.
22. The entire Annual Report is also available at the Company's Website [www.taraifoods.in](http://www.taraifoods.in).
23. Electronic copy of the Notice of the 34<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
24. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16<sup>th</sup> 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".
25. 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. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar and Share transfer agent by sending duly signed request letter quoting their folio no., name and address. 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 grvnces.tfl@gmail.com.
26. Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and the Annual report for the financial year 2023-24 will also be available on the Company's website [www.taraifoods.in](http://www.taraifoods.in) for their download.



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### Voting Instructions for CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.taraifoods.in](http://www.taraifoods.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, the 23<sup>rd</sup> day of September, 2024 at 10:00 A.M. and ends on Wednesday, the 25<sup>th</sup> day of September, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>



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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.





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- 5) 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 e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"><li>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.</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [www.tarafoods.in](http://www.tarafoods.in). (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



## Tarai Foods Limited

13 Hanuman Road, Connaught Place, New Delhi-110001 | Tel.: 011-41018839

E-mail: grvnnces.tfl@gmail.com | website : www.taraifoods.in | CIN NO.: L15142DL1990 PLC 039291

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast two **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [www.taraifoods.in](http://www.taraifoods.in). (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **48 hours prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [www.taraifoods.in](http://www.taraifoods.in). (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 update your email id & mobile no. with your respective **Depository Participant (DP)**

**3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatalal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**For Tarai Foods Limited**

**Place: Rudrapur  
Date: 14.08.2024**

**Sd/-  
Mr. G.S. Sandhu  
Chairman  
DIN: 00053527  
Address: CAS0020002, Ground Floor,  
Tower No. 02 of the Castille  
Jaypee Greens, Greater Nodia-201306, U.P.**

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

**ITEM NO. 3:**

Mrs. Kiran Sandhu (DIN: 00053879), one of the Founding member of the Company was appointed as Non-Executive Director of the Company effective from 31<sup>st</sup> August, 1998 and she has attained the age of 75 years on 24<sup>th</sup> February, 2024. Keeping in view that Mrs. Kiran Sandhu (DIN: 00053879), has rich and varied experience and having vast knowledge of marketing research & development Areas Industry and has been involved in the operations of the Company since inception. It would be in the interest of the Company to continue the Directorship of Mrs. Kiran Sandhu (DIN: 00053879) as Non-Executive & Non Independent Director. The Nomination & Remuneration Committee and the Board have recommended this resolution for the approval by members of the Company. The Company has received notice in writing from Mr. G.S. Sandhu, under Section 160 of the Act proposing the candidature of her directorship as Non-Executive Director of the Company. The Board considers it desirable that the Company should continue to avail her valuable services and hence recommends her appointment as Non-Executive & Non Independent Director of the Company.

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) stipulates that "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Further, Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that "With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be."

Hence, for the continuation of her employment as Non-Executive & Non Independent Director of the Company on attaining the age of 75 years and to fulfill the requirements of Regulation 17(1A) and 17(1D) of SEBI LODR, the approval of members is required by way of a special resolution.



## Tarai Foods Limited

13 Hanuman Road, Connaught Place, New Delhi-110001 | Tel.: 011-41018839

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The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

Mrs. Kiran Sandhu, being an appointee and Mr. Gurprit Singh Sandhu, being relative are interested in the proposed resolution. None of the other Directors or their relatives are interested in the proposed resolution.

The Board recommends the approval of the said resolution by the members of the Company by way of a Special resolution.

### ITEM NO. 4:

Mr. Gurprit Singh Sandhu, aged 78 years has vast experience in the food business and is actively engaged in the food processing business for more than 35 years. Mr. Gurprit Singh Sandhu was re- appointed as the Managing Director in the category of Key Managerial Personnel of the Company for a period of three years after passing a special resolution by the members as per the requirement of Section 196 of the Companies Act, 2013 in the Annual General Meeting held on 26<sup>th</sup> September, 2022. Section 196 of the Companies Act, 2013 stipulates to obtain the approval of shareholders through a special resolution for the appointment & re-appointment of Executive Directors after attaining the age of 70 years. The Nomination & Remuneration Committee and the Board have recommended this resolution for the approval by members of the Company. His term was expired on 30<sup>th</sup> August, 2024 and now it is proposed to re-appoint him as the Chairman & Managing Director of the Company for another period of 3 years to hold office from 31<sup>st</sup> August, 2024 to 30<sup>th</sup> August, 2027.

Mr. Gurprit Singh Sandhu, aged 78 years has vast experience in the food business and is actively engaged in the food processing business for more than 35 years. He has been associated with the development of agricultural techniques and has to his credit the experience and knowledge about mechanized farming and development of new varieties in regard to agricultural produce. Mr. Gurprit Singh Sandhu is the promoter Director of the Company and his continued association with the Company as Managing Director would be of immense benefit to the Company. That's why he is proposed to be appointed as the Managing Director of the Company by way of special resolution even after his attainment of 75 years of age. He is also on the Board of Tarai Farmlands Pvt. Ltd. and Suraiya Exports Pvt. Ltd.

The Company has received notice in writing from Mr. G.S. Sandhu, under Section 160 of the Act proposing the candidature of his directorship as Managing Director of the Company. The Board considers it desirable that the Company should continue to avail his valuable services and hence recommends his appointment as Managing Director of the Company. The details as required under Regulation 36(3) of SEBI LODR Regulation read with Secretarial Standards are given separately in the Notice of this AGM.

The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

Mrs. Kiran Sandhu, being an appointee and Mr. Gurprit Singh Sandhu, being relative are interested in the proposed resolution. None of the other Directors or their relatives are interested in the proposed resolution.

The Board recommends the approval of the said resolution by the members of the Company by way of a Special resolution.

**Further, the disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment or revision of remuneration are as detailed below:**

Name of Director	Mr. G. S. Sandhu	Mrs. Kiran Sandhu
DIN	00053527	00053879
Date of Birth	07.03.1946	25.02.1949
Age	78 Years	75 years

Date of first appointment on the board	20.02.1990	31.08.1998
Date of Appointment/Re-Appointment	30.08.2021	31.09.1998
Qualification	B.Sc. from Sr, Cambridge	Graduate
Expertise in Specific Functional Areas & experience	Vast Experience in food business and engaged in food processing business for more than 30 years.	Rich and varied experience and having vast knowledge of marketing research & development Areas Industry
Experience	35 years	28 years
Directorship held in other listed entities along with listed entities from which person has resigned in the past 3 years	NIL	Nil
Number of Board Meeting attended during FY 2023-24	Attended all Board Meetings held during the year 2023-24	Attended all Board Meetings held during the year 2023-24
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Re-appointment by rotation & for his re-appointment as Managing Director of the Company. No remuneration is payable to Mr. G.S. Sandhu	Appointment on attaining the age of 75 years as Non-Executive & Non-Independent Director of the Company.
Other Directorship	Tarai Farmlands Private Limited Suraiya Exports Private Limited	Tarai Farmlands Private Limited Suraiya Exports Private Limited
Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL	Member of Audit, Nomination & Remuneration and Stakeholders Relationship Committee.
Number of Shares held of Tarai Foods Limited	1658562	52490
Relationship with any Director (s) of the Company including Manager and KMP of the Company	Husband of Mrs. Kiran Sandhu, Non-executive Director of the Company.	Wife of Mr. Gurprit Singh Sandhu, Managing Director of the Company.

**For Tarai Foods Limited**

**Place: Rudrapur**  
**Date: 14.08.2024**

**Sd/-**  
**Mr. G.S. Sandhu**  
**Chairman**  
**DIN: 00053527**  
**Address: CAS0020002, Ground Floor,**  
**Tower No. 02 of the Castille**  
**Jaypee Greens, Greater Nodia-201306, U.P.**