



Tarai Foods Limited

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

E-mail : grvnecs.tf@gmail.com | Website : www.taraifoods.com | CIN NO.: L15142DL 1990 PLC 039291

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Tarai Foods Limited will be held on Friday, the 28th day of September, 2018 at 03:00 p.m. at Ghalib Seminar Hall, Aiwan-e-Ghalib Marg, (Mata Sundri Lane), New Delhi- 110002 to transact the following businesses:

AS ORDINARY BUSINESS:

1. Adoption of Financial Statements of the Company:

To consider and adopt the Financial Statements containing the Balance Sheet as at 31st March, 2018 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 31st March, 2018 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.”

2. Re-appointment of Retiring Director of the Company:

To appoint a Director in place of Mr. Gurprit Singh Sandhu (DIN: 00053527), who retires by rotation and being eligible, offers himself for re-appointment and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Gurprit Singh Sandhu (DIN: 00053527), who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director.”

3. Appointment of Statutory Auditor:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Sunil Vashisht & Co. Chartered Accountant (FRN: 005016N) having registered office R-8, South Extension Part 2, New Delhi- 110049 be and is hereby appointed as Statutory Auditors of the Company for a period of 5 years in place of M/s. Rattan Anil & Co, Chartered Accountants, to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Statutory Auditor of the Company.”

AS SPECIAL BUSINESS:

4. Appointment of Mr. Ashwini Kumar Pandey (DIN:08198711) as an Independent Director:

To consider 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 149, 150 and any other applicable provision of the Companies Act, 2013(“the Act”) and the companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the SEBI(listing obligations and Disclosure requirements) Regulations, 2015, Mr. Ashwini Kumar Pandey (DIN: 08198711), who was appointed as an Additional director (DIN: 08198711) in the capacity of Independent Director by the Board of Director in its meeting held on 14th August, 2018 on the recommendation of Nomination & Remuneration Committee to hold office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of the 5 years up to the 13th August, 2023, who shall not liable to retire by rotation.”

5. Re-appointment of Mr. Hakam Singh (DIN:06786586) as an Independent Director:

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 Section 149, 150 and any other applicable provision of the Companies Act, 2013(“the Act”) and the companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the SEBI(listing obligations and Disclosure requirements) Regulations, 2015, Mr. Hakam Singh (DIN: 06786586) who was appointed as an Independent Director of the Company to hold office upto 31st March, 2019, be and is hereby re-appointed as an Independent Director of the Company on the recommendation of Nomination & Remuneration Committee & Board for another period of 5 years i.e. from 1st April, 2019 till 31st March, 2024 and he shall not liable to retire by rotation.”

By order of the Board
For Tarai Foods Limited
Sd/-
Dr. R.P. Singh
Whole Time Director
DIN : 03615102
I/3/3 Phoolbagh Pant Nagar,
Udhm Singh Nagar, 263145, Uttarakhand.

Place: Rudrapur
Date: 14.08.2018

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
- In case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 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.
- For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
- The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2018, the Profit and Loss Account for the financial year ended on that date and the Cash Flow Statements are enclosed.
- Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
- 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.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 in connection with the ensuing Annual General Meeting and for purpose of determining the entitlement of dividend, if any, declared by the Company.
- The Company has designated an exclusive e-mail ID called grvnecs.tf@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.

12. 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.
13. 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.
14. 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.
15. 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.
16. The Copies of the Annual Reports will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
17. 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.
18. 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, Circulars etc. from the Company electronically.
19. The entire Annual Report is also available at the Company's Website www.tarafoods.com.
20. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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.
21. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16th 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".
22. 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 agents 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 grvnccs.tfl@gmail.com.
23. Members may also note that the Notice of the 28th Annual General Meeting and the Annual report for 2018 will also be available on the Company's website www.tarafoods.com for their download.
24. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 and Secretarial Standards, details of directors re-appointing/appointing in the Annual General Meeting scheduled on 28th September, 2018 are as follows:

Name of Director	Mr. G.S Sandhu	Mr. Ashwini Kumar Pandey	Mr. Hakam Singh
Date of Birth	07/03/1946	20/08/1950	15/02/1958
Expertise in Specific Functional Areas	Vast Experience in food business and engaged in food processing business for more than 30 years.	managing electrical network of L.T distribution	Vast experience Freezing line & Production including Mushroom growing etc
Qualification	B.Sc from Sr, Cambridge	B.Tech (Electrical) from G.B Pant University	B.A.
Board Membership of other Public Limited Companies as on 31 st March, 2018	01	-	-
Chairman/member of the Committee of the Board of Directors as on 31 st March, 2018	NIL	-	-
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2018. a. Audit Committee b. Stakeholders Relationship Committee c. Other Committees	NIL	-	-
Number of Shares held of Tarai Foods Limited	1658562	Nil	Nil
Experience	30 years	35 years	Around 35 years
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Managing Director of the Company. No remuneration is payable to Mr. Gurprit Singh Sandhu.	Independent Director in the capacity of Non- executive Director	Independent Director in the capacity of Non- executive Director
Relationship with other Directors/members and other KMP	Husband of Ms. Kiran Sandhu, Non-executive Director of the Company	Not related to any other Director	Not related to any other Director

The instructions for remote e-Voting are as under:

Voting through electronic means:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using the electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the CDSL.
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on Tuesday, 25th September, 2018 (10:00 a.m.) and ends on Thursday, 27th September, 2018 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 25th September, 2018 (10:00 a.m.) and ends on Thursday, 27th September, 2018 (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 of 21st September, 2018 may cast their vote electronically. The remote 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) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (iv) Click on Shareholders,/Members
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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. Sequence number is printed on a separate slip attached to this notice. 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
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach 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 remote 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.
- (xii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN of Tarai Foods Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed 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.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users

can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- (xxi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2018 may follow the same instructions as mentioned above for remote e-voting.
- (xxiii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- The Board of Directors has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (Membership No. FCS 6973 and CP No. 7647) as a Scrutinizer to scrutinize the e-Voting process & the poll process in a fair and transparent manner.
 - The Chairman shall at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and shall make, not later than three (3) days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
 - The Result declared along with the report of the Scrutinizer's shall be placed on the website of the Company (www.taraifoods.com) and on website of agency i.e. on CDSL website (www.evotingindia.com) immediately after the result is declared by the Chairman and the Company shall also forward the results to the BSE Ltd and the same shall be placed on their concerned website.
 - SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS / Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.
 - Members may please note that no gifts / gift coupons shall be distributed at the venue of the Annual General Meeting.

**Place: Rudrapur
Date: 14.08.2018**

**By order of the Board
For Tarai Foods Limited
Sd/-
Dr. R.P. Singh
Whole Time Director
DIN : 03615102
1/3/3 Phoolbagh Pant Nagar,
Udham Singh Nagar, 263145,
Uttarakhand.**

Tarai Foods Limited

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

ITEM NO.4:

Mr. Ashwini Kumar Pandey, (DIN: 08198711) appointed as the Additional Director (Independent) of the company in the board meeting held on 14th August, 2018. He is proposed to be appointed as the Independent Director of the company for a period of 5 years by passing ordinary resolution in the members meeting as per the requirement of section 149,150 of the Companies act 2013.

As per the requirements of the Companies Act, 2013 read with Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 & Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI), the details Ashwini Kumar Pandey, are as follows:

Age: 68

Qualifications: B.Tech

Experience:

He has worked in various capacities in G.B Pant University, Pantnagar from position of Assistant Director Works and Plants (Elect.) w.e.f 1975 to 1987. He was directly managing electrical network of L.T distribution and 11 k.v. Network of University campus and its farm. Besides, he was responsible for various electrical constructions in the area of jurisdiction.

He worked as Dy. Director W.e.f. 1987 to 2001 in the same organization. As Dy. Director he was entrusted supervision of subordinate staff and monitoring of their works. Besides, as divisional engineer he was responsible for financial matters pertaining to construction, maintenance and establishment.

He was elevated to position of Director of works in the year 2001, and continued till 2010 at time of superannuation. As Director works, he was head of complete Engineering Wing of the University which was doing all construction and maintenance works of civil electric and water supply. As Director he was administrative head and responsible for coordination within Directorate of works and other sections of the University.

Terms and conditions of appointment (alongwith the remuneration): He is proposed to be appointed as the Independent Director of the Company. No remuneration is payable to Mr. Ashwini Kumar Pandey.

He is abide by the **code of conduct for independent director** as outlined in schedule IV to section 149(8) of the Companies Act 2013 and obligations under Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) 2015.

Shareholding in the Company: He is not holding any equity shares in the Company.

The number of meetings attended during the year: N.A

Membership and Chairmanship of Committees of the Board: He is appointed as the member of the following committees in the board meeting held on 14.08.2018

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

The Company has received notice in writing from Mr. Ashwini Kumar Pandey, under Section 160 of the Act proposing the candidature of his directorship as an Independent Director of the Company.

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 & their Relatives are interested in the proposed resolution except Mr. Ashwini Kumar Pandey.

The directors recommend the said resolution for the approval of the members of the Company an Ordinary Resolution.

ITEM NO.5:

Mr. Hakam Singh, (DIN: 06786586) was appointed as an Independent Director of the Company for period of 5 years upto 31st March, 2019. He is proposed to be re-appointed as the Independent Director of the company for another period of 5 years by passing special resolution in the members meeting as per the requirement of section 149 of the Companies act 2013.

As per the requirements of the Companies Act, 2013 read with Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 & Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI), the details Hakam Singh, is as follows:

Age: 70

Qualifications: B.A.

Experience:

He has rich experience of over 35 years in the refrigeration systems like Air Conditioning Equipment, KC-72 & KC-Series Compressing, Chilling Plant, Boilers, Frick India refrigeration system and all type of Cummins Engine, D.G.set, French Fry & Fruits Vegetables Processing Freezing line & Production including Mushroom growing, including compost, pasteurization, spawning all activity in growing room, quality control of Mushroom & its canning, vegetable processing of Snow Pea, Peas, Sweet corn, Baby Corn, Strawberry, Spinach, Cauliflower, Carrot etc by I.Q.F. system, quality control of raw material & finished product.

Terms and conditions of appointment (alongwith the remuneration): He is proposed to be re-appointed as the Independent Director of the Company. No remuneration is payable to him.

He is abide by the **code of conduct for independent director** as outlined in schedule IV to section 149(8) of the Companies Act 2013 and obligations under Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) 2015.

Shareholding in the Company: He is not holding any equity shares in the Company.

The number of meetings attended during the year: N.A

Membership and Chairmanship of Committees of the Board: He is a member in the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

The Company has received notice in writing from Mr. Hakam Singh, under Section 160 of the Act proposing the candidature of his directorship as an Independent Director of the Company.

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 & their Relatives are interested in the proposed resolution except Mr. Hakam Singh.

The directors recommend the said resolution for the approval of the members of the Company a Special Resolution.

Place: Rudrapur
Date: 14.08.2018

By order of the Board
For Tarai Foods Limited
Sd/-
Dr. R.P. Singh
Whole Time Director
DIN : 03615102
1/3/3 Phoolbagh Pant Nagar,
Udham Singh Nagar, 263145, Uttarakhand.

Tarai Foods Limited

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

E-mail : grvnecs.tfl@gmail.com | Website : www.taraifoods.com | CIN NO.: L15142DL 1990 PLC 039291

ATTENDANCE SLIP

I hereby record my presence at the 28th Annual General Meeting held on Friday, the 28th day of September, 2018 at 03:00 p.m. at Ghalib Seminar Hall, Aiwan-e-Ghalib Marg, (Mata Sundri Lane), New Delhi- 110002

Member's Folio No. :

Name of Member / Proxy Holder :

No. of Shares held :

Member's / Proxy Holders Signature :

NOTES:

1. Members/Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of the Annual Report
3. Formal system of entry will be strictly adhered.
4. Shareholders may note that no Coupons/ Gifts will be distributed at or before the Meeting.

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L15142DL1990PLC039291**

Name of the company: **Tarai Foods Limited**

Registered office: **13, Hanuman Road, Connaught Place, New Delhi-110001**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
2. Name:
Address:
E-mail Id:
Signature:....., or failing him
3. Name:
Address:
E-mail Id:
Signature: , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Friday, the 28th day of September, 2018 at 03:00 p.m. at Ghalib Seminar Hall, Aiwan-e-Ghalib Marg, (Mata Sundri Lane), New Delhi- 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Financial Statements of the Company;
2. Re-appointment of Retiring Director of the Company;
3. Appointment of Statutory Auditor.
4. Appointment of Mr. Ashwini Kumar Pandey (DIN: 08198711) as an Independent Director.
5. Re-appointment of Mr. Hakam Singh as an Independent Director of the Company.

Affix
Revenue
Stamp

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, filled, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Tarai Foods Limited

Route Map to the venue of AGM of Tarai Foods Limited:

Ghalib Seminar Hall, Aiwan-e-Ghalib Marg, (Mata Sundri Lane),
New Delhi- 110002

