



Tarai Foods Limited

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

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Tarai Foods Limited will be held on Thursday, the 30th day of September, 2021 at 05:30 p.m. IST through Video Conferencing ("VC")/ Other audio Visual Means ("OAVM"), to transact the following businesses.

ORDINARY BUSINESS:

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

To consider and adopt the Financial Statements containing the Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss 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, 2021 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: To appoint a director in place of Mrs. Kiran Sandhu (DIN 00053879), who retires by rotation and being eligible, offers herself for re-appointment :

To consider 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, Mrs. Kiran Sandhu (DIN 00053879), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

**By Order of the Board
Tarai Foods Limited**

**Place: Rudrapur
Date: 13.08.2021**

sd/-

**Mr. G.S. Sandhu
Chairman
DIN: 00053527
Address: 118, Madan Lal Block,
Asian Games Village,
New Delhi- 110049.**



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NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movement apart from social distancing, The Ministry of Corporate Affairs ("MCA") vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 read with circular No. 20/2020 dated May 05, 2020 and January 13, 2021, companies are permitted to hold their Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") for the calendar year 2021. In compliance with the applicable provisions of the Companies Act, 2013 ("ACT") read with aforesaid MCA circulars and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, the AGM of the company being conducted through Video Conferencing (VC) hereinafter called as "e-AGM". The deemed venue for the AGM shall be the Registered office of the Company.

In compliance with the aforesaid MCA Circulars, SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e- mail addresses are registered with the Company/ Depository in line with the MCA Circular No. 17/2020 dated April 13, 2020. The Notice calling the e-AGM has been hosted on the website of the Company at www.taraifoods.com The Notice can also be accessed from the website of the stock Exchange i.e. BSE Limited at www.bseindia.com.

2. Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") and Secretarial Standards in respect of Directors seeking appointment or reappointment at the e-AGM is furnished & Material facts as annexure thereto and forms parts of the Notice.
3. Pursuant to the provisions of the Act, 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, this 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 e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.



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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 2020 in newspapers having a wide circulation in the state of Delhi along with their electronic editions, 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.
6. In Compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.taraifoods.com, websites of the Stock Exchanges i.e. BSE Limited at 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 3rd September, 2021.
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 31st AGM through VC / OAVM:

9. CDSL will be providing facility for voting through remote e-Voting, for participation in the 31st e-AGM through VC/OAVM facility and e-Voting during the 31st 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 or view the live webcast of AGM provided by CDSL at 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



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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 at least 48 hours in advance before the start of the meeting i.e. by 28th September, 2021 by 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 at least 48 hours in advance before the start of the meeting i.e. by Tuesday, 10:00 a.m. on 28th September, 2021. 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 Thursday, 23rd September, 2021 to Thursday, 30th September, 2021 in connection with the ensuing 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



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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, Circulars etc. from the Company electronically.
22. The entire Annual Report is also available at the Company's Website www.taraifoods.com.
23. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.
24. 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".
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. 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 grvnecs.tfl@gmail.com.
26. Members may also note that the Notice of the 31st Annual General Meeting and the Annual report for 2021 will also be available on the Company's website www.taraifoods.com for their download.



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27. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 and Secretarial Standards, details of directors appointed/ re-appointed in the Annual General Meeting scheduled on 30th September, 2021 is as follows:

Name of Director	Mrs. Kiran Sandhu
Date of Birth	25.02.1949
Expertise in Specific Functional Areas	Knowledge of marketing research & development areas.
Qualification	Graduate
Board Membership of other Public Limited Companies as on 31 st March, 2021	None
Chairman/member of the Committee of the Board of Directors as on 31 st March, 2021	Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' relationship Committee.
Number of Shares held of Tarai Foods Limited	52490
Experience	More than 12 years
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Re-appointment by rotation
Relationship with other Directors/members and other KMP	Relative to Mr. G. S. Sandhu

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 31st 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 Monday, 27th September, 2021 at 10:00 a.m. and ends on Wednesday, 29th September, 2021 at 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 23rd September, 2021 may cast their vote by remote e-voting. The remote e-voting module shall



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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.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the remote e-voting website www.evotingindia.com.

Click on Shareholders.

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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <http://www.cdslindia.com> from Login- Myeasi using your log-in credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">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.
Dividend Bank Details OR 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">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.



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After entering these details appropriately, click on "SUBMIT" tab.

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.

For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Click on the EVSN for Tarai Foods Limited on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(i) 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 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.
- 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.



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- The list of accounts linked in the login 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.

Alternatively Non Individual shareholders are required 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; taraifoods@gmail.com (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.

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. 23rd September, 2021 may follow the same instructions as mentioned above for remote e-voting.

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOG-IN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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. For Physical shareholders –

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

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.



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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, 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.

**By Order of the Board
Tarai Foods Limited**

**Place: Rudrapur
Date: 13.08.2021**

sd/-

**Mr. G.S. Sandhu
Chairman
DIN: 00053527
Address: 118, Madan Lal Block,
Asian Games Village,
New Delhi- 110049.**