



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 29th Annual General Meeting of the Members of Tarai Foods Limited will be held on Saturday, the 28th day of September, 2019 at 10:00 a.m. at Elcina House, 422, Okhla Industrial Area, New Delhi- 110020 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, 2019 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, 2019 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 Mrs. Kiran Sandhu (DIN: 00053879), 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 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."

SPECIAL BUSINESS:

ITEM NO. 3

Appointment of Mr. Lilanshu Arora (DIN: 07187329) as an Independent Director of the Company:

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 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, Mr. Lilanshu Arora (DIN: 07187329), who was appointed as an Additional Director of the Company in the capacity of Independent Director by the Board of Directors with effect from 1st April, 2019 and who holds the office till the date of Annual General Meeting (AGM), be and is here by appointed as an Independent Director of the Company to hold office for a period of 5(Five) years w.e.f. 1st April, 2019 till 31st March, 2024 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to file the necessary Form DIR-12 or related Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi (MCA) and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

ITEM NO. 4

Appointment of Mr. Ganesh Kumar (DIN: 07722602) as an Independent 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 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, Mr. Ganesh Kumar (DIN: 07722602), who was appointed as an Additional Director of the Company in the capacity of Independent Director by the Board of Directors with effect from 14th August, 2019 and who holds the office till the date of Annual General Meeting (AGM), be and is here by appointed as an Independent Director of the Company to hold office for a period of 5(Five) years w.e.f. 14th August, 2019 till 13th August, 2024 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to file the necessary Form DIR-12 or related Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi (MCA) and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

ITEM NO. 5

Sell or otherwise dispose of the undertaking:

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

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

ITEM NO. 6

Power to Borrow Money:

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 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of 10 Crores (Ten Crores Only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

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

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

**Place: Rudrapur
Date: 14.08.2019**

NOTES:

1. 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.

2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2019, the Profit and Loss Account for the financial year ended on that date and the Cash Flow Statements are enclosed.
8. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st September, 2019 to Saturday, 28th September, 2019 in connection with the ensuing Annual General Meeting of the Company.
11. The Company has designated an exclusive e-mail ID called grvnecs.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.
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.taraifoods.com.
20. Electronic copy of the Notice of the 29th 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 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.
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 grvnecs.tfl@gmail.com.
23. Members may also note that the Notice of the 29th Annual General Meeting and the Annual report for 2019 will also be available on the Company's website www.taraifoods.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 in the Annual General Meeting scheduled on 28th September, 2019 is as follows:

Name of Director	Mrs. Kiran Sandhu	Mr. Lilanshu Arora	Mr. Ganesh Kumar
Date of Birth	25.02.1949	27.09.1980	20.09.1942
Expertise in Specific Functional Areas	Knowledge of Market Research and Development areas.	Vast knowledge in all aspects of agricultural business, development of new agricultural projects.	Worked as professor of horticulture in G.B. Pant University for 25 years.
Qualification	Graduate	B.Tech(Ag)	Professor of Horticulture
Board Membership of other Public Limited Companies as on 31 st March, 2019	NIL	NIL	NIL
Chairman/member of the Committee of the Board of Directors as on 31 st March, 2019	Member in Audit, Nomination & Remuneration and Stakeholder Relationship Committee	Member in Audit, Nomination & Remuneration and Stakeholder Relationship Committee	N.A
Number of Shares held of Tarai Foods Limited	52490	NIL	NIL
Experience	More than 10 years	10 years	More than 25 years
Terms and Conditions of appointment / reappointment and details of remuneration sought to be paid	Re-appointment by rotation No remuneration is to be paid.	Independent Director No remuneration is to be paid.	Independent Director No remuneration is to be paid.
Relationship with other Directors /members and other KMP	Relative to Mr. G.S. Sandhu	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:

- 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 29th 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.
- 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.
- 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.
- The remote e-voting period commences on Wednesday, 25th September, 2019 (10:00 a.m.) and ends on Friday, 27th September, 2019 (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, 2019, 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:

The voting period begins on Wednesday, 25th September, 2019 (10:00 a.m.) and ends on Friday, 27th September, 2019 (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, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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.

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 Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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)	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. 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).

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

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.

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.

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.

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, 2019 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

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.

**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,
Udham Singh Nagar, 263145, Uttarakhand.**

Place: Rudrapur

Date: 14.08.2019

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

ITEM NO.3:

Mr. Lilanshu Arora, (DIN: 07187329) was appointed as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") and shall hold office for a term upto five consecutive years as decided by the Board of the Company subject to the approval of members by passing of a Resolution by the Company and disclosure of such appointment in the Board Report. The Board of Directors at its meeting held on March 30, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC) have approved the appointment of Mr. Lilanshu Arora, (DIN: 07187329) as Independent Director of the Company for a period of five years with effect from 1st April, 2019 till 31st March, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His appointment is subject to the approval of the shareholders at this Annual General Meeting by way of an Ordinary Resolution.

The Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. In the opinion of the Board, Mr. Lilanshu Arora fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Lilanshu Arora as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Lilanshu Arora as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Lilanshu Arora as an Independent Director, for the approval by the shareholders of the Company by way of an ordinary resolution.

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 of Mr. Lilanshu Arora, are as follows:

Age: 39 years

Qualifications: Mechanical Engineer

Experience: 10 years

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. Lilanshu Arora.

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

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

Except Mr. Lilanshu Arora, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 3.

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.

ITEM NO.4:

Mr. Ganesh Kumar, (DIN: 07722602) was appointed as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") and shall hold office for a term upto five consecutive years as decided by the Board of the Company subject to the approval of members by passing of a Resolution by the Company and disclosure of such appointment in the Board Report. The Board of Directors at its meeting held on August 14, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC) have approved the appointment of Mr. Ganesh Kumar as Independent Director of the Company for a period of five years with effect from 14th August, 2019 till 13th August, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His appointment is subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company In the opinion of the Board, Mr. Ganesh Kumar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Ganesh Kumar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company. Dr. Ganesh Kumar, Professor of Horticulture in the University of Asmara/Hamelmallo Agricultural College, State of Eritrea (North East Africa) since January,2006 was borne on September 20,1942 at Lucknow , U.P., India. Before leaving for Eritrea, Prof. Kumar had worked in the G.B. Pant University of Agriculture and Technology at Pantnagar for 25 long years retiring from there in the year 2003 as Professor of Horticulture. An agricultural graduate of Gorakhpur University (1960) and a post-graduate in Horticulture of Agra University (1963), India, Mr. Kumar obtained his Ph.D. degree in Horticulture in the year 1974 from the Kichinev Agricultural Institute, Moldova, the erstwhile U.S.S.R. He has also undergone an advanced training in the Postharvest Technology of Fruits and Vegetables at the Central Food and Technological Research Institute, Mysore, India (1993).

Widely traveled in a dozen of countries of the four continents (Europe, North America and Africa besides India), Dr. Kumar is the life member of 8 Indian and international professional societies in the domain of horticulture and strived to serve the noble cause of horticultural education, research and development in an humble way in the world, at large.

The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Ganesh Kumar as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ganesh Kumar as an Independent Director, for the approval by the shareholders of the Company by way of a special resolution.

Additionally, Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 effective April 1, 2019, requires companies to obtain approval of shareholders by passing a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy five years. The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Ganesh Kumar as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ganesh Kumar, aged 76 years as an Independent Director, for the approval by the shareholders of the Company by a special resolution.

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 of Mr. Ganesh Kumar, are as follows:

Age: 77 years

Qualifications: Professor of Horticulture

Experience: As mentioned above

Except Mr. Ganesh Kumar, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4.

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.

ITEM NO. 5:

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

The Company therefore requires the approval of the Members of the Company to sell whole or part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 by way of a Special resolution.

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

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

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

ITEM NO. 6:

In order to meet the additional fund requirements of the Company for meeting the future financial requirements to support the business operations of the Company, the Board proposed to borrow money from Banks/ Financial Institutions by mortgaging any of the properties of the Company. Hence it is considered necessary to increase the borrowing limits of the Company upto Rs. 10 Crores, in excess of the paid up share capital & free reserves of the Company.

In pursuant to section 180(1)(c) of the Companies Act 2013, the Board of Directors of the Company cannot borrow money, in excess of the Aggregate of the paid up capital of the Company, free reserves and Security Premium Account at any time except with the consent of the shareholders of the Company in the General Meeting by way of special resolution.

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

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

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

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

Place: Rudrapur

Date: 14.08.2019

ATTENDANCE SLIP

I hereby record my presence at the 29th Annual General Meeting of the Members held on Saturday, the 28th day of September, 2019 at 10:00 a.m. at Elcina House, 422, Okhla Industrial Area, New Delhi- 110020

Member's Folio No. :
Name of Member / Proxy Holder :
No. of Shares held :

Member's / Proxy Holders Signature :

NOTES:

Members/Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.

Members are requested to bring their copy of the Annual Report

Formal system of entry will be strictly adhered.

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

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id:

Signature:....., or failing him

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 Saturday, the 28th day of September, 2019 at 10:00 a.m. at Elcina House, 422, Okhla Industrial Area, New Delhi- 110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

As Ordinary Business:

1. Adoption of Financial Statements of the Company.
2. Re-appointment of Retiring Director of the Company.

As Special Business:

3. Appointment of Mr. Lilanshu Arora (DIN:07187329) as an Independent Director.
4. Appointment of Mr. Ganesh Kumar (DIN: 07722602) as an Independent Director.
5. Sell or otherwise dispose of the undertaking
6. Power to borrow Money

Affix Revenue Stamp Signed this..... day of..... 2019

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.

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



Elcina House, 422, Okhla Industrial Area, New Delhi- 110020.

