



29th September, 2017

The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
Phirozjeebhoy Towers,
Dalal Street, Mumbai- 400001.

Sub: Details of Voting Results of the 27th Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, details of the Voting Results of the 27th Annual General Meeting of the Company held on Thursday, September 28, 2017 at 9.30 A.M. at Ghalib Seminar Hall, Aiwan-e-Ghalib Marg, (MataSundri Lane), New Delhi-110002, are enclosed in the prescribed format.

Based on the Consolidated Report of the scrutinizer, the result of the e-voting and voting through poll was announced today by the Chairman that all the resolutions (as per Notice dated August 14, 2017) have been passed with requisite majority.

ORDINARY BUSINESS:

1. Adoption of Financial Statements of the Company.
2. To appoint a director in place of Dr. R.P. Singh (DIN: 03615102), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors of the Company.

SPECIAL BUSINESS:

4. Appointment of Mr. Ganesh Kumar (DIN: 07722602) as an Independent Director.

Dealing Office :
#420, Ansal Tower,
3B, Nehru Place,
New Delhi-110019
Tel.: 011-41018839
E-mail : taraifoods@gmail.com

Regd. Office :
13, Hanuman Road,
Connaught Place,
New Delhi-110001
Head Office and Plant :
Sandhu Farms
P.O. Box No. 18
Rudrapur-263 153
Distt. Udham Singh Nagar
Uttaranchal
Tel. : (05944) 244304/7
E-mail : taraifoods.rdr@gmail.com

CIN No. : L15142DL 1990 PLC 039291

Website : www.taraifoods.com



**Tarai
Foods
Ltd.**

Further, we are enclosing the Consolidated Scrutinizer's Report on e-voting and voting through Ballot paper.

Please note that the aforesaid results and Scrutinizer's Report are available on the website of the Company www.taraifoods.com and Central Depository Securities Limited www.evotingindia.com.

Please take note of the above and acknowledge the receipt.

Thanking You,

For Tarai Foods Limited

For TARAI FOODS LIMITED
G. S. Sandhu

Managing Director
Mr. G. S. Sandhu
Chairman
DIN: 00053527

Dealing Office :
#420, Ansal Tower,
38, Nehru Place,
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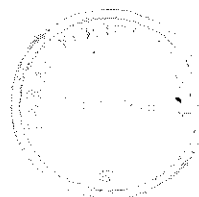
Head Office and Plant :
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P.O. Box No. 18
Rudrapur-263 153
Distt. Udham Singh Nagar
Uttanchal
Tel.: (05944) 244304/7
E-mail : taraifoods.rdr@gmail.com

CIN No. : L15142DL 1990 PLC 039291
Website : www.taraifoods.com


| | | TARAI FOODS LIMITED | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Date of the AGM/EGM | | 28-09-2017 | | | | | | |
| Total number of shareholders on record date | | 15797 | | | | | | |
| No. of shareholders present in the meeting either in person or through proxy: | | | | | | | | |
| Promoters and Promoter Group: | | 1 | | | | | | |
| Public: | | 31 | | | | | | |
| No. of Shareholders attended the meeting through Video Conferencing | | | | | | | | |
| Promoters and Promoter Group: | | Not Applicable | | | | | | |
| Public: | | Not Applicable | | | | | | |
| Resolution No. | 1 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of Financial Statements of the Company. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 8259962 | 1930162 | 23.3677 | 1930162 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8259962 | 1930162 | 23.3676862 | 1930162 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 33000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 33000 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9435158 | 431036 | 4.5684 | 431036 | 0 | 100.0000 | 0.0000 |
| | Poll | | 349 | 0.0037 | 349 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 9435158 | 431385 | 4.572101495 | 431385 | 0 | 100 | 0 |
| | Total | 17728120 | 2361547 | 13.3209 | 2361547 | 0 | 100.0000 | 0.0000 |

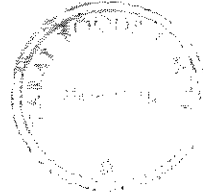
For TARAI FOODS LIMITED

 Managing Director



| | | | | | | | | |
|--|---|----------|---------|-------------|--------------|--------|---------------|------------|
| Resolution No. | 2 | | | | | | | |
| Resolution required: | ORDINARY - To appoint a Director in place of Dr. R. P. Singh (DIN: 03615102), who retires by rotation and | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Made of | No. of | No. of | % of Votes | No. of Votes | No. of | % of Votes in | % of Votes |
| Promoter and Promoter Group | E-Voting | 8259962 | 1930162 | 23.3677 | 1930162 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | (if | | | | | | | |
| | Total | 8259962 | 1930162 | 23.3676862 | 1930162 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 33000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | (if | | | | | | | |
| | Total | 33000 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9435158 | 431036 | 4.5684 | 430750 | 286 | 99.9336 | 0.0664 |
| | Poll | | 349 | 0.0037 | 349 | 0 | 100.0000 | 0.0000 |
| | (if | | | | | | | |
| | Total | 9435158 | 431385 | 4.572101495 | 431099 | 286 | 99.9337 | 0.0663 |
| | Total | 17728120 | 2361547 | 13.3209 | 2361261 | 286 | 99.9979 | 0.0121 |

For TARAI FOODS LIMITED

 Managing Director




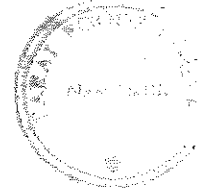
| | | | | | | | | |
|--|--|------------------------------|-------------------------------|---|------------------------------------|----------------------------------|---|---|
| Resolution No. | 3 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Ratification of appointment of the Statutory Auditors of the Company. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*10 0 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 8259962 | 1930162 | 23.3677 | 1930162 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 8259962 | 1930162 | 23.3676862 | 1930162 | 0 | 100 |
| Public- Institutions | E-Voting | 33000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 33000 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 9435158 | 431036 | 4.5684 | 430750 | 286 | 99.9336 | 0.0664 |
| | Poll | | 349 | 0.0037 | 349 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 9435158 | 431385 | 4.572101495 | 431099 | 286 | 99.9337 |
| Total | 17728120 | 2361547 | 13.3209 | 2361261 | 286 | 99.9879 | 0.0121 | |

| | | | | | | | | |
|--|--|------------------------------|-------------------------------|---|------------------------------------|----------------------------------|---|---|
| Resolution No. | 4 | | | | | | | |
| Resolution required: | ORDINARY - Appointment of Mr. Ganesh Kumar (DIN: 07722602) as an Independent Director: | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*10 0 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 8259962 | 1930162 | 23.3677 | 1930162 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 8259962 | 1930162 | 23.3676862 | 1930162 | 0 | 100 |

For TARAI FOODS LIMITED

| | | | | | | | | |
|------------------------------|----------------------------------|-----------------|----------------|--------------------|----------------|------------|----------------|---------------|
| Public - Institutions | E-Voting | 33000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 33000 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 9435158 | 431036 | 4.5684 | 430750 | 286 | 99.9336 | 0.0664 |
| | Poll | | 349 | 0.0037 | 349 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 9435158 | 431385 | 4.572101495 | 431099 | 286 | 99.9337 | 0.0663 |
| | Total | 17728128 | 2361842 | 13.3209 | 2361261 | 286 | 99.9337 | 0.0663 |

For TARAI POCSS

 Managing Director





SANTOSH KUMAR PRADHAN
Company Secretaries

29th September, 2017

The Chairman
Tarai Foods Limited,
13, Hanuman Road, Connaught Place,
New Delhi- 110001

Sub.: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Tarai Foods Limited (the Company) having its registered office at 13, Hanuman Road, Connaught Place, New Delhi- 110001 vide resolution dated 14th August, 2017 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize physical poll process by the shareholders in respect of the below mentioned resolutions passed at the 27th Annual General Meeting (AGM) of the Company held on 28th September, 2017.

The notice dated 14th August, 2017 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 28th September, 2017.

The Company has availed the voting through electronic means (remote e-voting) facility offered by CSDL for conducting remote e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 21st September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the notice convening of the 27th AGM of the Company.

The voting period for remote e-Voting commenced on Monday, 25th September, 2017 at 10:00 am (IST) and ended on Wednesday, 27th September, 2017 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter.

706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu,
Kaushambi, Ghaziabad, U.P. 201010.
Tel: 91-120-472 7777, e-mail: info@kritadvisory.com

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized and the votes cast there under were counted.

The votes cast under remote e-Voting facility were then unblocked by me at 9.54 A.M. on 28th September, 2017 in the presence of Mr. Shreyans Jain and Mr. Vimal Chauhan, who are not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and physical mode and votes tendered therein based on the data downloaded from the CDSL remote e-Voting platform and the poll papers received respectively.

I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting. Based on the results made available to me, 44 members have cast their votes on the e-voting platform and 9 members have casted their vote physically through poll papers. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

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



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

I Resolution No. 1:-

Annexure:

| | |
|-------------------------------------|--|
| Agenda No. | 1 |
| Subject matter of resolution | Adoption of Financial Statements of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 44 | 9 | 53 | 23,61,198 | 349 | 23,61,547 | 100 |
| Voted in favour | 44 | 9 | 53 | 23,61,198 | 349 | 23,61,547 | 100 |
| Voted against | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Invalid Vote | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

II. Resolution No. 2:-

| | |
|-------------------------------------|---|
| Agenda No. | 2 |
| Subject matter of resolution | To appoint a Director in place of Dr. R. P. Singh (DIN: 03615102), who retires by rotation and being eligible, offers himself for re-appointment; |
| Type of | Ordinary |

h. J. Das



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

| Resolution | | | | | | | |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 44 | 9 | 53 | 23,61,198 | 349 | 23,61,547 | 100 |
| Voted in favour | 43 | 9 | 52 | 23,60,912 | 349 | 23,61,261 | 99.98 |
| Voted against | 1 | Nil | 1 | 286 | Nil | 286 | 0.02 |
| Invalid Vote | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

III. Resolution No. 3:-

| | |
|-------------------------------------|---|
| Agenda No. | 3 |
| Subject matter of resolution | Ratification of appointment of the Statutory Auditors of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|-----------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 44 | 9 | 53 | 23,61,198 | 349 | 23,61,547 | 100 |

L. J. Jus



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

| | | | | | | | |
|------------------------|-----|-----|-----|-----------|-----|-----------|-------|
| Voted in favour | 43 | 9 | 52 | 23,60,912 | 349 | 23,61,261 | 99.98 |
| Voted against | 1 | Nil | 1 | 286 | Nil | 286 | 0.02 |
| Invalid Vote | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

IV. Resolution No. 4:-

| | |
|-------------------------------------|---|
| Agenda No. | 4 |
| Subject matter of resolution | Appointment of Mr. Ganesh Kumar (DIN: 07722602) as an Independent Director: |
| Type of Resolution | Ordinary |

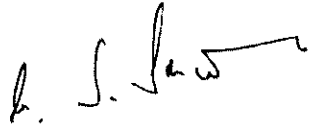
| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 44 | 9 | 53 | 23,61,198 | 349 | 23,61,547 | 100 |
| Voted in favour | 43 | 9 | 52 | 23,60,912 | 349 | 23,61,261 | 99.98 |
| Voted against | 1 | Nil | 1 | 286 | Nil | 286 | 0.02 |
| Invalid Vote | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

(Handwritten Signature)



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

Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad
Date: 29.09.2017



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES