



Tarai Foods Limited

#420, Ansal Tower, 38, Nehru Place, New Delhi-110019 | Tel.: 011-41018839

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

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Tarai Foods Limited will be held on Tuesday, the 30th day of August, 2016 at 09:30 a.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, 2016 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, 2016 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. To appoint a Director in place of Ms. 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 Ms. Kiran Sandhu (DIN: 00053879), who retires by rotation, and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director."

3. Ratification of appointment of Statutory Auditors 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 section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies "(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(S) thereof, for the time being in force), the appointment of M/s. Rattan Anil & Co, Chartered Accountants, A-90, Gali No. 6, 1st Floor, Madhu Vihar Market, Patpar Ganj Bus Depot., New Delhi, as statutory auditors be and is hereby ratified upto the conclusion of 27th annual general meeting of the Company and that the Board be and is hereby authorized to fix remuneration, as may be determined in consultation with the Statutory Auditors."

AS SPECIAL BUSINESS:

4. Appointment of Mr. Gurprit Singh Sandhu (DIN: 00053527) as Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the members of the Company be and is hereby accorded to appoint Mr. Gurprit Singh Sandhu (DIN: 00053527), as Managing Director of the Company, who shall be liable to retire by rotation for a period of 5 years with immediate effect and shall continue as a Key Managerial Personnel in the category of Managing Director of the Company."

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

5. Continuation of employment of Dr. Rampyare Singh (DIN: 03615102) as Whole Time 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 Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the members of the Company be and is hereby accorded to continue the employment of Dr. Rampyare Singh (DIN: 03615102), as Whole Time Director of the Company upto 30.06.2020."

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

By order of the Board
For Tarai Foods Limited
Sd/-

Place: New Delhi
Date: 28/07/2016

Dr. R.P. Singh
Executive Whole Time Director
DIN: 03615102
Address: 1/3/3 Phoolbagh Pant Nagar,
Udham Singh Nagar, 263145,
Uttarakhand.

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 2016, 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 Thursday, 25th August, 2016 to Tuesday, 30th August, 2016 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 grvncces.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.

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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 26th 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 26th Annual General Meeting and the Annual report for 2016 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, the following information is furnished about Ms. Kiran Sandhu, proposed to be re-appointed as Director of the Company.
Ms. Kiran Sandhu, aged 67 years has vast experience in the food business of the Company and she has been associated with the Company for more than a decade. She by qualification is graduate in Textiles and Designing from Delhi Polytechnic. She holds 52490 equity shares in the Company.
Ms. Kiran Sandhu is on the Board of Tarai Farmlands Pvt. Ltd. and Suraiya Exports Pvt. Ltd. She is the member of Audit Committee, Remuneration & recruitment Committee and Investors'/ Shareholders' Grievance Committee of the Company.
None of the directors except Ms. Kiran Sandhu is interested in proposed resolutions. However, Mr. G. S. Sandhu, Director of the Company being related to her may also be deemed to be interested in the proposed re-appointment.
25. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, the information regarding Mr. G.S. Sandhu & Dr. R.P. Singh are furnished in the explanatory statements respectively.
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 26th 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 Friday, 26th August, 2016 (10:00 a.m.) and ends on Monday, 29th August, 2016 (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 August, 2016, 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 Friday, 26th August, 2016 (10:00 a.m.) and ends on Monday, 29th August, 2016 (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 Tuesday, 23rd August, 2016 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.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 www.evotingindia.com 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:

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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) <ul style="list-style-type: none"> • 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. <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Tarai Foods Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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 August, 2016** may follow the same instructions as mentioned above for remote e-voting.
- (xxi) 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. 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.
- B. 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.
26. 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.
27. 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.
28. 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.
29. 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.
30. 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.
31. 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
Executive Whole Time Director
DIN: 03615102
Address: I/3/3 Phoolbagh Pant Nagar,
Udham Singh Nagar, 263145,
Uttarakhand.**

Place: New Delhi
Date: 28/07/2016

Tarai Foods Limited

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

ITEM NO. 4:

Mr. Gurprit Singh Sandhu resigned from the post of Managing Director of the Company w.e.f. 04.03.2016 due to his attainment of 70 years of age. He is proposed to be appointed as the Managing Director in the category of Key Managerial Personnel of the Company for a period of five years by passing a special resolution in the members meeting as per the requirement of Section 196 of the Companies Act, 2013.

Mr. Gurprit Singh Sandhu, aged 70 years has vast experience in the food business and is actively engaged in the food processing business for more than 28 years. He has been associated with the development of agricultural techniques and has to his credit the experience and knowledge about mechanized farming and development of new varieties in regard to agricultural produce. Mr. Gurprit Singh Sandhu is the promoter Director of the Company and his continued association with the Company as Managing Director would be of immense benefit to the Company. That's why he is proposed to be appointed as the Managing Director of the Company by way of special resolution even after his attainment of 70 years of age. He is also on the Board of Tarai Farmlands Pvt. Ltd. and Suraiya Exports Pvt. Ltd.

As per the requirements of the Companies Act, 2013 readwith 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. Gurprit Singh Sandhu are as follows:

Age: 70 years

Qualifications: B.Sc from Sr, Cambridge

Experience: 28 years

Terms and conditions of appointment (alongwith the remuneration): He is proposed to be appointed as the Managing Director of the Company. No remuneration is payable to Mr. Gurprit Singh Sandhu.

Shareholding in the Company: He is holding 16,58,562 equity shares in the Company.

Relationship with other directors: He is not directly or indirectly related to any other director of the Company except Ms. Kiran Sandhu.

Relationship with Manager of the Company: N.A

The number of meetings attended during the year: He has attended all the board meetings.

Membership and Chairmanship of Committees of the Board: N.A

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. Gurprit Singh Sandhu and Ms. Kiran Sandhu.

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

ITEM NO. 5:

Dr. Rampyare Singh will attain the age of 70 years on 7th July, 2017. So, the Company proposes to continue his employment as Whole Time Director of the Company upto 30.06.2020 subsequent to his attaining the age of 70 years by passing a special resolution in the members meeting.

Dr. R.P. Singh has been involved with Mushroom Research and Development since last 41 years (Assistant Professor, Professor, Joint Director, Director and Professor Emeritus; 1972-2010). He has initiated and established Mushroom Research and Training Centre at the G.B. Pant University of Agriculture and Technology, Pantnagar Uttarakhand, India. His achievements on edible and medicinal mushrooms includes development of technology for the production of button mushroom (*Agaricus bispours*), Oyster mushroom (*Pleurotus spp.*) and medicinal mushrooms (*Ganoderma lucidum*, *Lentinula edodes*, and *Cordyceps sinensis*). He attended and presented papers in 25 National and several International conferences in Sydney, Australia 1981; Maastricht, Netherlands 2000; Nantong, China 2009 and Xining China 2010. He worked as advisor to Govt. of Uttarakhand on mushroom production from 2002 to 2003 and he worked as University's consultant to various Industrial Projects of Mushrooms in India and abroad too to the world's largest mushroom growing and marketing company, Hughes Mushrooms, Northern Ireland.

As per the requirements of the Companies Act, 2013 readwith 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 Dr. R.P. Singh are as follows:

Age: 69 years

Qualifications: Professor, P.HD in Mushroom

Experience: 41 years

Terms and conditions of appointment (alongwith the remuneration): He is proposed to be continued his employment as the Whole Time Director of the Company upto 30.06.2020. No remuneration is payable to Dr. Rampyare Singh.

Shareholding in the Company: He does not hold any equity shares in the Company.

Relationship with other directors: He is not directly or indirectly related to any other director of the Company.

Relationship with Manager of the Company: N.A

The number of meetings attended during the year: He has attended all the board meetings.

Membership and Chairmanship of Committees of the Board: N.A

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 Dr. Rampyare Singh.

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

Place: New Delhi

Date: 28/07/2016

**By order of the Board
For Tarai Foods Limited**

Sd/-

Dr. R.P. Singh

Executive Whole Time Director

DIN: 03615102

**Address: I/3/3 Phoolbagh Pant Nagar,
Udham Singh Nagar, 263145,
Uttarakhand.**

Tarai Foods Limited

#420, Ansal Tower, 38, Nehru Place, New Delhi-110019 | Tel.: 011-41018839
E-mail : grvncces.tfl@gmail.com | Website : www.taraifoods.com | CIN NO.: L15142DL 1990 PLC 039291

ATTENDANCE SLIP

I hereby record my presence at the 26th Annual General Meeting held on Tuesday, the 30th day of August, 2016 at 09:30 a.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 Tuesday, the 30th day of August, 2016 at 09:30 a.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. To appoint a Director in place of Ms. Kiran Sadhu (DIN: 00053879), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors of the Company.
4. Appointment of Mr. Gurprit Singh Sandhu as Managing Director of the Company.
5. Continuation of employment of Dr. RamPyare Singh Sandhu as Whole Time Director of the Company.

Affix
Revenue
Stamp

Signed this..... day of..... 2016

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

