

TARINI INTERNATIONAL LTD.

D-2, Amar Colony, Lajpat Nagar-IV, New Delhi – 110024
Tel.No.: +91 11 26479995, 26223630, 26223634, 26443630
E-mail: headoffice@tariniinfra.com, www.tariniinfra.com
CIN No.: L74899DL1999PLC097993

Dated: 05.09.2022

To,
The BSE Limited
Corporate Office
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400001

Ref: Tarini International Limited, ISIN NO. INE849M01017 Scrip Code 538496

Subject: Notice of 23rd Annual General Meeting & Book Closure thereof:

Dear Sir,

Please find enclosed a copy of the Notice of the 23rd Annual General Meeting (AGM) of the Company to be held on Friday, 30th September 2022 at 10.00 A.M at our Registered office D-2, 1ST Floor, Amar Colony, Lajpat Nagar – IV, New Delhi -110024.

On Behalf of the Board of Directors
For Tarini International Limited



Amrit Arora *

(Company Secretary)

**TARINI INTERNATIONAL LIMITED
(CIN: L74899DL1999PLC097993)**

Registered Office: D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024
Email: headoffice@tariniinfra.com Website: www.tariniinfra.com
Phone: 011-26479995/26285364, Fax: 011-26477996

NOTICE

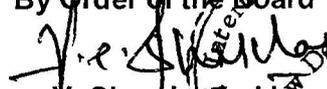
NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF TARINI INTERNATIONAL LIMITED WILL BE HELD AT D-2, 1ST FLOOR, AMAR COLONY, LAJPAT NAGAR – IV, NEW DELHI - 110024 ON FRIDAY, 30TH SEPTEMBER, 2022 at 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and the Audited consolidated financial statement of the Company for the financial year ended on March 31, 2022
2. To re-appoint Mr. Vakamulla Chandrashekhar as Director (holding DIN 00073657), who retires by rotation and being eligible offers himself for re-appointment.

Date: 05.09.2022

Place: New Delhi

By Order of the Board

V. Chandrashekhar
Managing Director
DIN No. 00073657



IMPORTANT NOTES:

1. The Company has fixed 2nd September 2022 as the record date for determining the entitlement of shareholders to get Annual Report. The Annual closure of Register of Members and the Share Transfer books of the Company will be done from 27.09.2022 to 30.09.2022 (both day inclusive).
2. The Meeting is proposed to be held at the registered office of the Company. Shareholders are advised to strictly adhere to the Standard Operating Procedure (SOP) prescribed by the Ministry of Home Affairs, Govt of India, such as social distancing, usage of proper mask and sanitization. The registered office will be completely sanitized before the commencement of the meeting and after the completion of the meeting, keeping in view the directions of the Government of India.
3. **PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 ("Act"), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies and other body corporate must be supported by an appropriate resolution/authority, as applicable.

To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tariniinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
5. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
7. 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.
8. ***MCA VIDE NOTIFICATION GSR-207(E), DATED 19TH MARCH 2015, HAS MADE IT MANDATORY TO PROVIDE E-VOTING FACILITY FOR ALL THE LISTED COMPANIES EXCEPT SMALL AND MEDIUM ENTERPRISES. AS, OUR COMPANY IS A SMALL & MEDIUM ENTERPRISES, IT IS NOT MANDATORY FOR OUR COMPANY TO PROVIDE E-VOTING FACILITY TO ITS SHAREHOLDERS IN GENERAL MEETING***
9. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These Changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.



10. Members who hold shares in physical form are requested to send the share certificates to Link Intime India Pvt Ltd, for dematerialize as per SEBI Notification related to Physical Share Transfer dated June 8, 2018 it has amended Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, mandating transfer of securities only in dematerialized form. Accordingly, the company would not be able to accept requests for transfer of securities unless the securities are held in Dematerialized form with effect from December 5, 2018. In case of any queries / grievance relating to this, Members may contact at the following address: Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1, Block LSC, Near Savitri Market, Janakpuri. New Delhi – 110058, Tel No.: 011-41410592, 41410593; E-mail: swapann@linkintime.co.in.
11. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz., name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc.) immediately to the Company.
12. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are given in the explanatory statement annexed to this notice, which forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2021-22 will also be available on the BSE website viz. www.bseindia.com.
14. Kindly register your e-mail address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: headoffice@tariniinfra.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
16. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the venue of the annual general meeting.
17. Members, proxies and authorized representatives are requested to carry to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP id and client id/ folio no.



Brief Profile of the Director seeking re-appointment in the 23rd AGM in pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

| | |
|---|--|
| Name of the Director | Mr. Vakamulla Chandrashekhar |
| DIN | 00073657 |
| Date of Birth | 14/03/1967 |
| Type of appointment | Liable to retire by rotation |
| Date of Appointment/ Re-appointment | 20.01.1999 |
| Areas of Specialization | Expertise in Hydro Projects & Transmission & Distribution |
| Qualifications | B.A |
| No. of Shares Held in the Company | 70,18,281 equity shares |
| List of Directorship held in outside Public Limited Companies | <ol style="list-style-type: none"> 1. M/s Tarini Infrastructure Ltd 2. M/s Venture Energy & Technologies Limited 3. Tarini Sugar & Distillaries Limited 4. Venture Infrastructure Limited 5. B. Soilmec India Private Limited 6. Tarini Overseas Mining & Overseas Limited 7. Tarini Humanitarian Demining & Rehabilitation Works 8. Tarini Wilderness Innovations Private Limited 9. Tarini Life sciences Limited 10. West Mountain Power Limited |
| Chairman/member of the Committee of the Board of Directors of this Company | Audit Committee (Member) |
| Chairman/member of the Committee of the Board of Directors of other Companies | Tarini Infrastructure Limited Audit Committee (Member) |
| Relation with Key Managerial Personnel and Directors | Husband of Mrs. V. Anu Naidu |
| Justification for appointment | Promoter of the Company and having wide experience in Hydro Projects & Transmission & Distribution |

Date: 05.09.2022
Place: New Delhi

By Order of the Board


V. Chandrashekhar
Managing Director
DIN No. 00073657



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**ATTENDANCE SLIP
23rd ANNUAL GENERAL MEETING**

Reg.Folio / DP ID &Client ID. _____ No. of Shares
Held:.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company at the Registered Office of the Company at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024 at 10:00 AM on Friday, the 30th September, 2022

Members Name _____

Proxy(s) Name _____

Members/Proxys Signature

- Note: 1. please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Pursuant to the prohibition imposed vide section 118 of the Companies Act, 2013 read with secretarial standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

FORM NO. MGT – 11

TARINI INTERNATIONAL LIMITED
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PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(2) of the
Companies (Management and Administration) Rules 2014

Name of the member(s):-----

-

Registered Address-----

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Email ID-----Folio No/Client ID-----DPID-----

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

1. Name-----Address-----

-----Email-----Signature-----

---or failing him

2. Name-----Address-----

----- Email-----Signature-----

---or failing him

3. Name-----Address-----

----- Email-----Signature-----

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at
the 23rd Annual General Meeting of the Company, to be held on the 30TH
September, 2022 at 10.00 A.M at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV,
New Delhi - 110024 and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No. 1-----2-----3-----

Signed this day of-----2022

Signature of Shareholder-----

Signature of Proxy Holder(s)-----

Affix 1 Res.
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before.