

TARINI INTERNATIONAL LTD.

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

Dated: 05.09.2023

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 24th Annual General Meeting & Book Closure thereof:

Dear Sir,

Please find enclosed a copy of the Notice of the 24th Annual General Meeting (AGM) of the Company to be held on Friday, 29th September 2023 at 10.00 A.M at our Registered office D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi -110024.

we wish to inform you that the Register of Members and the Share Transfer Books of the Company will remain closed from 26th September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of 24th Annual General Meeting of the Company which will be held on Friday, September 29, 2023 at 10.00 A.M. at the Registered Office of the Company situated at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi – 110024.

**On Behalf of the Board of Directors
For, Tarini International Limited**

**Amit 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 FOURTH 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, 29TH SEPTEMBER, 2023 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, 2023 including Audited Balance Sheet as at 31st March, 2023 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, 2023
2. To re-appoint Mrs. V. Anu Naidu (DIN 00073661), who retires by rotation and being eligible offers herself for re- appointment.

SPECIAL BUSINESS:

3. ALTERATION THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provision of Section 4 and 13 of the Company Act, 2013 and other applicable provision if any and read with Rules framed there under, approval of the Shareholders be and is hereby accorded subject to approval of the Registrar of Companies (ROC) the following Object clauses be altered in clause 2 by adding “To purchase, sell and import and make use of drones, Light Aircrafts, Unmanned Aerial Vehicles (UAVs), Including Air Transport Services like scheduled and non - scheduled and serve the needs of core infrastructure development activities in aviation sector and power transmission and energy sector and oil sector, to operate Maintenance, repair & Operations (MRO) and make use of these equipment as may be deemed fit” in the second line after “Tunneling and Drilling” under the Main Object clause:

The Object clause 2 after altering is as under:

2. To do specialized civil construction works of Tunneling and Drilling and to purchase, sell and import and make use of drones, Light Aircrafts, Unmanned Aerial Vehicles (UAVs), Including Air Transport Services like scheduled and non - scheduled and serve the needs of core infrastructure development activities in aviation sector and power transmission and energy sector and oil sector, to operate Maintenance, repair & Operations (MRO) and make use of these equipment as may be deemed fit and to provide services regarding procurement of Heavy Industrial and engineering equipment from India and abroad, for Telecommunication Infrastructure, Power, Agro Processing steel and allied Industries.

V. e. Naidu

RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorized to sign necessary applications and other documents and to do all acts and deeds as may be necessary to give effect to the foregoing resolutions.

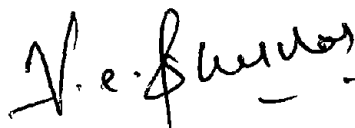
4. **To re-appoint Mr. Vakamulla Chandrashekhar (DIN: 00073657) as Managing Director by passing, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Vakamulla Chandrashekhar (DIN: 00073657) as Managing Director of the Company, for a period of 3 (Three) years with effect from October 1, 2023, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vakamulla Chandrashekhar, or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To re-appoint Mrs. V. Anu Naidu (DIN: 00073661) as a Whole-time Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

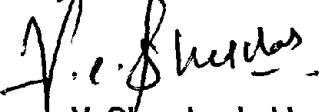
"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mrs. V. Anu Naidu (DIN: 00073661) as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from October 1, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. V. Anu Naidu, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 04.09.2023
Place: New Delhi

By Order of the Board


V. Chandrashekhar
Managing Director
DIN No. 00073657

IMPORTANT NOTES:

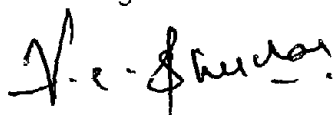
1. The Company has fixed 1st September 2023 as the record date for determining the entitlement of shareholders to get Annual Report. The Annual closure of Register of Members and the Share Transfer books of the Company will be done from 26.09.2023 to 29.09.2023 (both day inclusive).
2. The Meeting is 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.

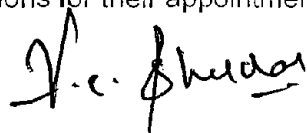
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies and other body corporate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



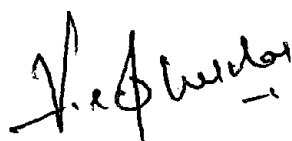
5. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Members intending to require information about accounts to be explained at the meeting are requested to 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: swapan@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.

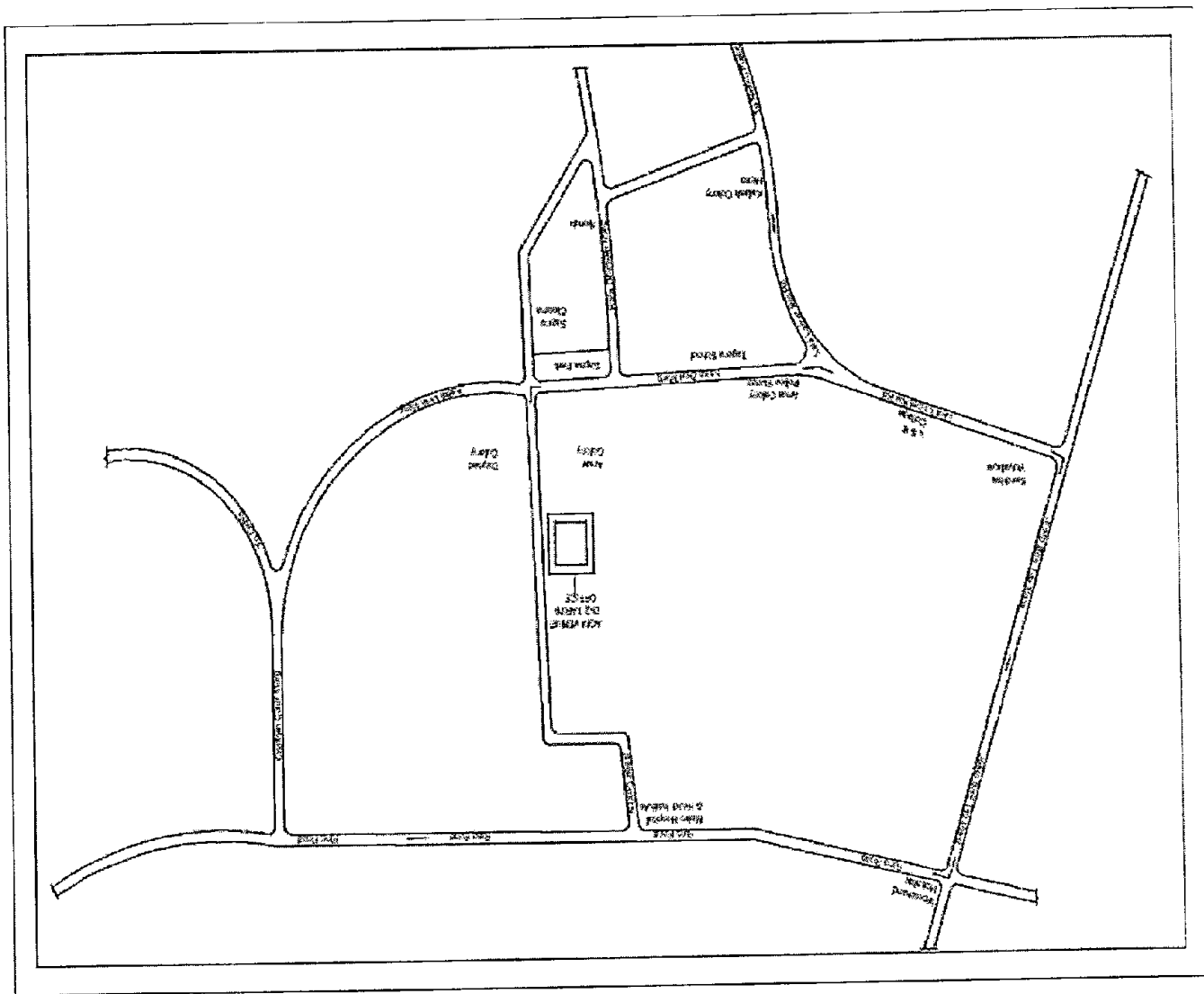


13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy 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.
18. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special businesses set out above is annexed hereto.
19. The route map of the venue for the Annual General Meeting is given here in below and also available on the website of the Company.





J. S. Shuter

Brief Profile of the Director seeking re-appointment in the 24th 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	Mrs. V Anu Naidu
DIN	00073657	00073661
Date of Birth	14/03/1967	13/09/1969
Type of appointment	Liable to retire by rotation	Liable to retire by rotation
Date of Appointment/ Re-appointment	20.01.1999	20.01.1999
Areas of Specialization	Expertise in Hydro Projects & Transmission & Distribution	Human Resources Development (HRD)
Qualifications	B.A	Master of Arts (Geography)
No. of Shares Held in the Company	70,18,281 equity shares	20,01,565 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 & Distilleries 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 Lifesciences Limited 10. West Mountain Power Limited 	<ol style="list-style-type: none"> 1. M/s Tarini Infrastructure Ltd 2. M/s Venture Energy & Technologies Limited 3. Tarini Sugar & Distilleries 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 Lifesciences Limited
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee (Member) NHRM Committee (Member) Shareholders Grievance Committee (Member)	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	Tarini Infrastructure Limited Audit Committee (Member) NHRM Committee (Member) Shareholders Grievance Committee (Member)	NIL
Relation with Key Managerial Personnel and Directors	Husband of Mrs. V. Anu Naidu	Wife of Mr. Vakamulla Chandrashekhar
Justification for appointment	Promoter of the Company and having wide experience in Hydro Projects & Transmission & Distribution	Promoter of the Company and having wide experience in Human Resources Development (HRD)

V. Chandrashekhar

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("the Act")**

Item Nos. 3

Pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 read with applicable rules, Members have to approve for alteration of Memorandum of Association (MOA) of the Company. This amendment is necessitated to enter into the new business, as the Board of the view that this business has huge potential. The Board recommends alteration in the object clause in the MOA of the Company.

Your Board of Directors' is recommending approving alteration of Memorandum of Association by altering the object sub-clause in Clause no. 2.

None of the Directors of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the resolution at Item No. 3 for approval by the members.

Item Nos. 4

Mr. Vakamulla Chandrashekhar is the promoter and Director of the Company who is actively involved for targeting the business and created a niche in the field of Power Transmission and Distribution. There are several projects accomplished either on turnkey basis or through consultancy in writing DPRs etc. He possesses sufficient experience and know-how, therefore the overall performance of the Company under his able management, has shown tremendous growth.

The Board of Directors of the Company (the 'Board'), at its meeting held on September 04, 2023 has, subject to the approval of members, re-appointed Mr. Vakamulla Chandrashekhar as Managing Director, for a period of 3 (Three) years from the expiry of his present term, which expired on September 30, 2023, at the remuneration recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Vakamulla Chandrashekhar as Managing Director, in terms of the applicable provisions of the Act.

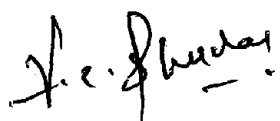
Mr. Vakamulla Chandrashekhar holds the office of Managing Director in Tarini Infrastructure Limited, one of the Group Companies. In terms of proviso 3 to sub section 3 of section 203 the consent of all the Directors present in the meeting has been obtained by the company in the Board meeting held on 04th September 2023.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vakamulla Chandrashekhar are as under:

REMUNERATION:

- (i) Salary: Rs.100,000/- (Rupees One Lacs only) per month

In addition to the Salary, Managing Director is entitled to the following benefits:



(ii) **Furnished Accommodation:** The Managing Director, since required dedicated separate space for the Company's Business commitments and also to maintain high degree of standards as per the profile, he is entitled for furnished residential accommodation.

(iii) **Perquisites:**

Insurance: The life and personal accident insurance cover shall be as per the policy of the company.

Club Fees: Fees of clubs subject to a maximum of two clubs. It also includes admission and life membership fees paid.

iv) Car & Telephone: for use on Company's business and telephone and/or cellular phone will not be considered as perquisites. Personal long distance calls on phone and use of car for private purposes shall be billed by the Company.

The aggregate of the salary and all perquisites as enumerated above, shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, schedules thereto and rules there under, as well as any other statutory provisions as may be applicable. Payment and entitlement of Gratuity and other superannuation benefits shall remain as per the policy of the Company.

The Managing Director shall not be eligible for any sitting fees for the Company's Board Meetings.

The above details may please be treated as an abstract of the Terms & Conditions of appointment under section 190 of the Companies Act, 2013.

Mr. Vakamulla Chandrashekhar shall be liable to retire by rotation.

The nature of concern or interest, financial or otherwise, if any, in respect of the resolution is furnished below.

Sl. No.	Particular of Persons	Nature of Concern or Interest
1.	Mr. Vakamulla Chandrashekhar, Managing Director, Mrs. V. Anu Naidu, Whole Time Director	Both are concerned in this resolution as KMP as well as shareholders of the Company.
2.	Mr. Durga Prasad, CFO,	Mr. Durga Prasad is concerned in this resolution as KMP of the Company
3.	Mr. Amit Arora, Company Secretary	Mr. Amit Arora is concerned in this resolution as KMP of the Company

A. e. P. Naidu

Item No. 5

Mrs. V Anu Naidu is the promoter and Director of the Company since incorporation. She possesses sufficient experience and know-how. Under her able management, the company has performed well on its financial front.

The Board of Directors of the Company (the 'Board'), at its meeting held on September 04, 2023 has, subject to the approval of members, re-appointed Mrs. V. Anu Naidu as Whole Time Director, for a period of 3 (Three) years from the expiry of his present term, which expired on September 30, 2014, at the remuneration recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. V. Anu Naidu as Whole Time Director terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. V. Anu Naidu are as under:

REMUNERATION:

- (i) **Salary:** Rs.100,000/- (Rupees One Lac only) per month to Mrs. V Anu Naidu.

In addition to the Salary, the Whole Time Director is entitled to the following benefits:

- (ii) **Furnished Accommodation:** The Whole Time Director, since required dedicated separate space for the Company's Business commitments and also to maintain high degree of standards as per the profile, he is entitled for furnished residential accommodation.

- (iii) **Perquisites:**

Insurance: The life and personal accident insurance cover shall be as per the policy of the company.

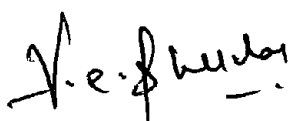
Club Fees: Fees of clubs subject to a maximum of two clubs. It also includes admission and life membership fees paid.

- iv) **Car & Telephone:** for use on Company's business and telephone and/or cellular phone will not be considered as perquisites. Personal long distance calls on phone and use of car for private purposes shall be billed by the Company.

The aggregate of the salary and all perquisites as enumerated above, shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, schedules thereto and rules there under, as well as any other statutory provisions as may be applicable. Payment and entitlement of Gratuity and other superannuation benefits shall remain as per the policy of the Company.

The Whole Time Director shall not be eligible for any sitting fees for the Company's Board Meetings.

The above details may please be treated as an abstract of the Terms & Conditions of appointment under section 190 of the Companies Act, 2013.



Mrs. Anu Naidu shall be liable to retire by rotation.

None of the Directors other than Mr. Vakamulla Chandrashekhar & Mrs. Anu Naidu are concerned or interested in the proposed resolution. Your Directors recommend the Resolution for your approval.

STATEMENT FORMING PART OF THE NOTICE with regard to Item No.4 and 5

As per the requirement of Section – II of Part – II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. **Nature of the Industry:** Turnkey Contractors & Consultancy in Power, Generation, Transmission & Distribution
2. **Date of Commencement of Commercial Production:** N.A.
3. **Financial Performance based on given indicators:** The Company is a profit making Company.
4. **Export Performance and net foreign exchange collaboration:** The Company has completed its earlier project of Transmission & Distribution lines abroad in South African region.
5. **Foreign Investment or collaborators, if any:** N.A.

II. INFORMATION ABOUT THE APPOINTEES

1. Background details –

Name	Designation	Date of Birth	Address
Mr. Vakamulla Chandrashekhar	Managing Director	14.03.1967	F-33 East of Kailash, New Delhi – 110065
Mrs. V Anu Naidu	Whole Time Director	13.09.1969	F-33 East of Kailash, New Delhi – 110065

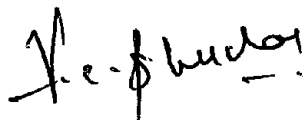
- 2. Past Remuneration –** Mr. Vakamulla Chandrashekhar – NIL
- Mrs. V Anu Naidu – Rs.1 Lac per month

3. Recognition or Awards – N.A.

4. Job Profile & Suitability –

Handling the managerial responsibility as Key Managerial Personnel in the Company since 1999 (year) and having 24yrs of experience in the Industry. Under their able direction and control, the company has grown up to the present level. Their expertise towards the industry and market conditions analysis is the core factor, which make them most suitable for the position and proposed remuneration.

- 5. Remuneration Proposed –** Mr. Vakamulla Chandrashekhar – Rs.1 Lac per month and Mrs. Anu Naidu – Rs.1 Lac per month.



6. **Comparative Remuneration Profile with respect to industry, size of the company, profile of the position and person** – Remuneration of the Directors is not so high, which require any comparison with other industry. The remuneration proposed for approval is far below the present market packages for their position.

7. **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any** – as detailed hereinabove.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Since the industry segment is of such kind for which specialized and technical workmanship is required, hence there is limitation for project commitments. It all depends upon available technical staff.

2. Steps taken or proposed to be taken for improvement

The Company is negotiating business opportunities in T&D business in India and Abroad and is confident of getting more orders in the days to come.

3. Expected increase in productivity and profits in measurable terms

The profits might touch 5% to 10% level of the capital investment in the Company.

No separate agreement is executed in this regard. Mr. Vakamulla Chandrashekhar and Mrs. V Anu Naidu, Directors of the company are concerned or interested in the respective proposed resolution.

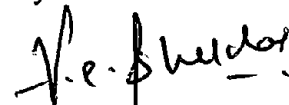
Your Directors recommend the Resolutions for your approval.

The nature of concern or interest, financial or otherwise, if any, in respect of the resolution is furnished below.

Sl. No.	Particular of Persons	Nature of Concern or Interest
1.	Mr. Vakamulla Chandrashekhar, Managing Director, Mrs. V. Anu Naidu, Whole Time Director	Both are concerned in this resolution as KMP as well as shareholders of the Company.
2.	Mr. Durga Prasad, CFO,	Mr. Durga Prasad is concerned in this resolution as KMP of the Company
3.	Mr. Amit Arora, Company Secretary	Mr. Amit Arora is concerned in this resolution as KMP of the Company

Date: 04.09.2023
Place: New Delhi

By Order of the Board



V. Chandrashekhar
Managing Director
DIN No. 00073657

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

ATTENDANCE SLIP
24th 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 24th 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 29th September, 2023

Members Name _____

Proxy(s) Name _____ Members/Proxy's 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 issue 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

(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

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-----

--

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 24thAnnual General Meeting of the Company, to be held on the 29TH September, 2023 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-----2023

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.

